



PILATES METHOD ALLIANCE, INC. (PMA)

— BYLAWS —

ARTICLE I NAME AND PRINCIPAL OFFICE

Section A. Name/Nonprofit Incorporation.

The name of the corporation shall be the Pilates Method Alliance, Inc., hereinafter referred to as “PMA” or the “Corporation.” The Corporation shall be incorporated as a nonprofit, tax-exempt corporation organized under the laws of the State of Florida for the purposes set forth both herein and in the Articles of Incorporation.

Section B. Principal Office/Other Offices.

The principal office of the Corporation shall be in the State of Florida, unless otherwise designated by a majority vote of the PMA Board. The Corporation may have other offices at such other locations as may be designated by the PMA Board.

ARTICLE II PURPOSES AND LIMITATIONS

Section A. Mission Statement.

PMA, registered holder of the “Pilates Method Alliance®” and “PMA®” trademarks, is the international, not-for-profit, professional association and certifying agency dedicated to the teachings of Joseph H. and Clara Pilates. The mission of PMA is to advance Pilates as a profession and to promote and perpetuate the teachings of Joseph H. and Clara Pilates.

Section B. General Purposes.

PMA is a not-for-profit, tax-exempt, professional association and certifying agency. PMA is dedicated to professional, charitable, educational, and scientific purposes, within the meaning of Section 501(c)(3) of the U.S. Internal Revenue Code and its regulations, the Florida Nonprofit Corporation Act, and any applicable successor laws. Subject to the limitations set forth in the Certificate of Incorporation and these Bylaws, the purposes of PMA are to support and promote the professional field of Pilates and to encourage quality professional practice.

Section C. General Authority.

The PMA Board shall have the authority, responsibility, and accountability to develop, establish, approve, and enforce policies and procedures necessary to implement the purposes and strategic plans of the Corporation.

Section D. Limitations.

The purposes and limitations of the Corporation shall be restricted as follows:

1. Unless authorized by applicable law, no part of the net earnings of PMA shall inure to the benefit of, or be distributed to, the PMA Board, PMA Officers, or other private persons, except that PMA shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of, and consistent with, the purposes set forth in these Bylaws and applicable policies of the Corporation.

2. PMA shall not engage in any activities relating to election campaigns for candidates seeking political office, nor shall any Officer, Director, agent, representative, or employee engage in such activities on behalf of the Corporation. No substantial part of the activities of the organization shall consist of carrying on propaganda or otherwise attempting to influence legislation.

Section E. Certification Commission.

The Certification Commission shall operate as an independent authority within PMA with sole jurisdiction over certification and all issues pertaining thereto. The Certification Commission shall be independent as to its business activities, finances, administration, meetings, and policies, including those pertaining to the election and appointment of commissioners, representatives, and all other lawful activities. Certification Commissioners are at all times responsible for making decisions consistent with certification policies and procedures. The Certification Commission's decisions regarding certification and certification activities are not, and shall not be, subject to approval by any other organization.

ARTICLE III MEMBERSHIP

Membership in PMA is open to any individual who is interested in the study and practice of Pilates, supports the objectives of the Corporation, and is willing to contribute to the achievement of the Corporation's objectives. Individuals seeking membership shall be deemed Members of PMA following PMA's acceptance of all required application materials and the timely payment of all required dues, fees and assessments in each year that such materials and/or payments are required. All Members shall have voting privileges. All Members are eligible to hold elected and appointed offices in the Corporation subject, however, to any other requirements imposed by these Bylaws and/or the PMA Board. The PMA Board may, in the interests of the Corporation, establish classes of membership and related qualifications. Members shall not have the power to vote for dissolution of the Corporation, such power being vested in the PMA Board as specified in these Bylaws.

ARTICLE IV MEMBER MEETINGS

Section A. Member Meetings.

PMA shall conduct a Member Meeting which may be in the form of the PMA Annual Meeting each year. The date and time of the Member Meeting shall be determined by the PMA Board. The Member Meeting, shall

include, but is not limited to:

1. Presentation of Nominees for the PMA Board Directors;
2. Presentation of information of interest to the membership.
3. Review of the preceding year
4. Review of short, medium and long term goals
- 5.. When requested, provide a reasonable opportunity for Members to express their views on PMA matters and issues.

Section B. Special Meetings.

The PMA Board may call special meetings of Members for any lawful purpose. In addition, upon petition, the membership of PMA may call and conduct special Member Meetings under the following conditions:

1. The Member Sponsor(s) of the meeting shall present to the Secretary of PMA a petition signed by ten percent (10%) or more of the voting members in good standing, requesting that a special Member Meeting be convened;
2. The petition shall state the specific purpose of the meeting and provide a description of the manner in which the meeting will address these purposes and will benefit PMA and the membership at large;
3. Within twenty (20) days of its receipt of a valid special meeting petition, the PMA Board shall set a date, time and location for the meeting and provide notice of same to the voting membership, together with a description of the business to be transacted. The date of such special meeting shall be no less than sixty (60) nor more than ninety (90) days from the date on which notice is sent. A notice shall be sent to each Member via email at the email address for such Member which appears in PMA's records or at the email address furnished by such Member for purposes of transmission of notice.
4. Within thirty (30) days following the conclusion of the meeting, the Member Sponsor(s) of the special meeting shall prepare and present to the PMA Board a report discussing all activities conducted during the meeting; and,
5. The Member Sponsor(s) shall agree to satisfy any other requirements established by the PMA Board.

Section C. Member Voting Procedure.

All votes of the membership shall be conducted online unless otherwise specified by resolution of the PMA Board. Each Member is entitled to one vote per question or resolution only. Unless otherwise required by the Certificate of Incorporation, these Bylaws, or applicable law, all actions of the membership shall be carried by a majority vote.

Section D. Mail Balloting.

With respect to any question or proposed action that the PMA Board determines should be submitted to voting Members without attendance at a meeting, PMA shall e-mail a ballot to each voting Member at the email address for such Member which appears in PMA's records or at the email address furnished by such Member for purposes of transmission of notice, and such e-mailing shall be deemed to be good and sufficient notice of such vote. Each online vote shall be deemed a limited proxy authorizing and directing the Corporation to act in the manner indicated on the ballot only. The sale or transfer of a vote is strictly prohibited. Unless otherwise required by these Bylaws or applicable law, all questions, resolutions, and other actions submitted shall be carried by a majority vote of the Members voting, provided that the number of votes cast within the time period specified for voting equals or exceeds the quorum required to authorize the action.

**ARTICLE V
PMA BOARD**

Section A. Duties and Functions of the Board.

1. General Authority.

- a. PMA shall be governed by the PMA Board.

2. Specific Authority of the PMA Board.

The PMA Board shall have authority and control over all lawful activities of the Corporation, including but not limited to the policies and matters relating to membership; programming; publications; fees, dues, and assessments; member services; Board operations; funding, spending, and budgetary authority; contract and grant arrangements; staffing and management of corporate resources; and, ethics, grievance, appeals, and disciplinary procedures for Members who are not PMA CPTs (as hereinafter defined) or Applicants for Certification.

Section B. Limitations of Authority of the Board.

1. The PMA Board shall establish policies and procedures specifying the limitations of its authority.

2. Notwithstanding anything contained in Article V, Section B, Paragraph 1 above, unless authorized by applicable law, the PMA Board shall not authorize the payment of any compensation or the furnishing of any other financial or tangible benefit to any of their respective Directors or Officers in consideration of their services. The Boards may, however, authorize the reimbursement of such Directors' or Officers' actual, reasonable expenses incurred in connection with attendance at Board meetings and other Board activities.

Section C. Composition of the Board.

The PMA Board shall be composed of not less than seven (7) and not more than eleven (11) voting Directors, as the PMA Board may determine from time to time. The voting Directors of the PMA Board shall include, at

minimum, the President, Vice-President, Secretary, Treasurer, and three (3) at-large elected Directors. All PMA Board Directors shall be Members in good standing and shall otherwise be qualified according to these Bylaws, applicable policies of the Corporation and applicable law. In the event that the Board resolves to increase the number of Directors, the Board may, by resolution, appoint a temporary Director to fill the new vacancy and such temporary Director shall serve until the next scheduled election of Directors, at which time s/he may be elected to a full term of office and, subject to re-election, up to two (2) consecutive terms thereafter.

Section D. Ex-Officio Members of the Board.

1. The Executive Director shall serve as an *ex-officio*, non-voting member of the PMA Board.
2. The PMA Board may appoint *ex-officio* non-voting members other than the Executive Director (“Ex-Officio Board Members”) as the PMA Board deems necessary or desirable. *Ex-officio* Board Members are PMA Members who have special skills from which the Board may wish to benefit.
3. Ex-Officio Board Members may be appointed for an initial term of one (1) year or such lesser period as may be determined by vote of the PMA Board (the “Ex-Officio Term”);
4. The Ex-Officio Term of any Ex-Officio Board Member may be extended by the PMA Board for a maximum of three (3) years.
5. If a person serves three years as an Ex-Officio Board Member, but then steps down from the Board for at least one (1) year, such person may be re-appointed.
6. Ex-Officio Board Members are eligible to run for office as voting Directors in any scheduled election of Directors.
7. Appointed Ex-Officio Board Members serve at the pleasure of the PMA Board and may be removed at any time and for any reason by vote of the PMA Board.

Section E. Terms of Office

Each voting Director of the PMA Board shall, beginning in 2025, be elected to serve for a single term of six (6) years (a “Directorship Term”). Persons who serve on the PMA Board may be re-elected so long as a hiatus from the Board of not less than one (1) year occurs prior to such re-election. Until 2025, some Board vacancies may be filled by the Board for periods of fewer than six (6) years, as determined by the Board.

Section F. Nomination of Directors.

1. **Nominating Committee.** The PMA Board Nominating Committee, composed of the President as the Committee Chair, one (1) member of the PMA Board and the Executive Director shall be established by the PMA Board to oversee and supervise the nominating process for PMA Board Directors. The Nominating Committee shall ensure that appropriate procedures are in place for selection and presentation to the membership of qualified nominees.

2. **Duties.** Under the leadership of the Committee Chair, the Nominating Committee shall timely identify and select qualified Director nominees, publish notice of such nominations electronically to Members 30 days prior to the close of voting, and present such nominees to Members as part of the Annual Meeting.

The Nominating Committee shall nominate one or more individuals for each open Director position and shall prepare electronic ballots in each year in which there is a vacancy on the PMA Board or in which any PMA Board Director's term of office expires.

3. Balloting. All PMA Board elections shall be supervised by the Nominating Committee, administered by the Executive Director and conducted by electronic ballot sent to Members. The nominees receiving the largest number of votes for open Director positions shall be elected to those positions. Where two or more nominees receive the same number of votes, the PMA Board shall elect and declare the winner. The results of each election shall be announced to Members within five (5) business days of the close of electronic balloting as set by the PMA Board.

4. Diversity Goals. The Nominating Committee shall make all reasonable and appropriate efforts to assure that the qualified Director nominees presented to the membership constitute a diverse group which will represent the interests of Members.

5. Disputes. Any dispute concerning the nomination or election process of PMA Board nominees shall be determined by the majority of the PMA Board.

Section G. Director Resignation/Vacancy.

Any Director of the PMA Board may resign at any time by providing written notice to the President, or Executive Director. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance as determined by the respective Board. Vacancies, as they occur on the Boards by resignation, death, incapacity, removal or other reason, may be filled by appointment pursuant to a resolution of the applicable Board and the replacement Director so appointed shall serve until the next scheduled election of Directors or as otherwise determined by the PMA Board from time to time. .

Section H. Conduct and Removal of Directors.

1. PMA Board Directors and Officers shall act in an independent manner consistent with their obligations to PMA and applicable law, regardless of any of their other affiliations, membership, or positions.

2. Any Director of the PMA Board may be removed for cause by a two-thirds (2/3) affirmative vote of the PMA Board at any regular or special meeting at which a quorum is present. Pending a final determination that cause exists for removal, the PMA Board may suspend a Director by a two-thirds (2/3) affirmative vote at any regular or special meeting. "Cause" shall include any material violation by a Director of the PMA Policy on Responsibilities and Conduct of Board Members.

ARTICLE VI MEETINGS OF PMA BOARD

Section A. MEETINGS.

1. Annual Meeting of the Board. The Annual Meeting of the PMA Board shall be at such time and place as is set by a majority of the PMA Board or by the President. The Annual Meeting of the Board may be chaired by either of the Executive Director or the President, or both.

2. Other Meetings. Meetings of the PMA Board may be called by a majority of the PMA Board or by the President. Notice of each meeting shall be delivered via e-mail to each Director at least five (5) days prior to the date of the meeting. At all such meetings, the PMA Board is authorized to conduct any lawful PMA business. The President may schedule such meetings via telephone conference or other form of telecommunication, Should an item of business require immediate attention and action by the PMA Board, a telephone conference may be called without previous notice so long as all of the voting PMA Board Directors have been contacted and advised of such a telephone meeting and of the matters to be discussed and/or acted upon.

3. Meeting Quorum. A majority of the voting PMA Board Directors shall constitute a quorum for any meeting of the PMA Board and such majority shall be capable of transacting the business of the PMA Board. The action of a majority of the PMA Board present at a meeting at which a quorum is present shall be an action of the PMA Board. Each voting PMA Board Director shall be entitled to one (1) vote on any matter coming before the PMA Board.

4. Adjournment. A majority of the PMA Board Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than 24 hours, notice of such adjournment to another time or place shall be given prior to the time of the adjourned meeting to the PMA Board Directors who were not present at the time of the adjournment.

5. Actions Without Meeting. Should a matter requiring a vote of the PMA Board arise between PMA Board meetings, a ballot shall be taken by e-mail or such other method as is authorized by the President. A majority affirmative vote of all voting PMA Board Directors shall be necessary to carry any motion, and all PMA Board Directors voting in the affirmative must consent in writing to the resolution authorizing the action. The signed consents, or copies thereof, shall be placed in the minutes book of the PMA Board.

6. Voting by Proxy. Voting by proxy shall not be permitted.

ARTICLE VII PMA OFFICERS

Section A. Titles of PMA Officers.

The Officers of PMA shall consist of the President, Vice-President, Secretary, Treasurer, and Executive Director.

Section B. Qualifications and Authority of PMA Officers.

The Officers shall be responsible and accountable to the PMA Board for satisfying PMA Board resolutions and directives and shall have the authority and accountability conferred and granted by these Bylaws and by the PMA Board. No individual shall hold more than one Officer position at any one time.

Section C. Election and Terms of PMA Officers.

1. The PMA Board shall elect PMA Officers from among those of its voting Directors who have served at least one (1) Directorship Term (hereinafter "Eligibility Requirements"). Except as provided in Section D.2 below with respect to Presidents-Elect, such elections shall be held during the Board of Directors meeting that takes place during the PMA Annual Meeting, or as soon thereafter as is practicable.

2. PMA Officers shall take office on January 1 of the subsequent year after which they are elected and shall serve for a term of one (1) year (“Officer Term”), except that the President shall, beginning in 2024, serve for a single term of four (4) years (“Presidential Term”). Subject to the Eligibility Requirements, a person may be re-elected as Secretary, Treasurer and/or Vice-President for up to three (3) additional consecutive Officer Terms, i.e., to serve a total of four (4) consecutive years as a PMA Officer in the capacity of Secretary, Treasurer and/or Vice-President (or any combination thereof). A person may be elected as President regardless of the number of consecutive Officer Terms such person served as Secretary, Treasurer or Vice-President prior to being elected President.

3. Any person may be re-elected to an unlimited number of non-consecutive Officer Terms or Presidential Terms so long as (i) such person is, at the time of re-election, a voting Director; and (ii) a hiatus from service as a PMA Officer of not less than one (1) year has occurred : (A) for Presidents, following the Presidential Term; or (B) for Vice-Presidents, Treasurers and Secretaries, following expiration of their Officer Term (including up to the permissible number of consecutive Officer Terms.)

Section D. President-Elect and Presidential Succession.

1. The PMA Board may, from time to time, elect a President-Elect, who shall be subject to the same Eligibility Requirements and term limitations an Officer, but whose power is limited to accompanying and observing the President to learn the role of President, to become familiar with PMA governance, and to facilitate Presidential transition. The President-Elect also assists and supports the President as needed. The President-Elect may be elected at the commencement of or at any time during the final year of the then-President’s term of office.
2. If the President resigns during a Presidential Term and there is no President-Elect, then the Vice-President shall assume the office of the President and serve either the remainder of the year in which the President resigned or the remainder of the Presidential Term, as the PMA Board so determines. Consistent with Section D.1 above, the PMA Board may elect a President-Elect to assume the office of the President when the then-current year, or the then-current Presidential Term, expires. If the President-Elect assumes the office of President, the Vice-President (who was serving out the year or remainder of the Presidential Term) shall return to the office of Vice-President if her or his term as Vice-President has not expired unless the PMA Board has elected another Vice-President in the interim.

Section E. Duties of PMA Officers.

1. **President.** The President shall have the authority, power, and responsibility commonly vested in the corporate office of presiding officer, including, but not limited to: serving as Chair at all meetings of PMA, the PMA Board, and the Executive Committee; directing and supervising other Officers; satisfying the directives of the Board; designating and appointing PMA representatives, subject to Board approval; and, administering the affairs of the Corporation according to the Certificate of Incorporation, these Bylaws, and the policies adopted by the PMA Board. With the exception of the Executive Committee, the President shall be an *ex-officio* member of all PMA committees.

2. **Vice-President.** The Vice-President shall serve as Parliamentarian and Vice-Chair at all PMA Board meetings and shall perform such other duties as the PMA Board or the President may direct. In the

absence or disability of the President, the Vice-President shall serve as acting President, have all authority conferred upon the office of President, and perform all duties for which the President is responsible for the remainder of the President's term or until the President can resume duties.

3. Secretary. The Secretary shall perform all duties commonly vested in the corporate office of secretary and all duties delegated and designated by the PMA Board or the President, including but not limited to keeping accurate minutes of all meetings of the Corporation.

4. Treasurer. The Treasurer shall perform all duties commonly vested in the corporate office of treasurer and all duties delegated and designated by the PMA Board or the President, including but not limited to administering the fiscal and financial policies of the Corporation and maintaining accurate corporate books and financial records.

Section F. Officer Resignation/Vacancy.

1. Any Officer may resign at any time by providing written notice to the President, Secretary, or Executive Director. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance as determined by the President or PMA Board.

2. In the event that any office other than that of President becomes vacant for any reason, the President shall appoint an interim Officer to fill such vacancy until the next scheduled Board meeting, at which time the Board shall elect a new Officer to serve the remainder of vacant office's term. In the event that the President resigns, the PMA Board shall appoint an interim President to fill such vacancy. Whether such interim Officer or President is eligible for immediate re-election shall be determined by the PMA Board in a manner consistent with PMA Board succession policy established prior to such resignation.

Section G. Removal of Officers.

An Officer may be removed from office, with or without cause, by the PMA Board whenever, in its sole judgment, the best interests of PMA will be served by such removal. An Officer may be removed by a two-thirds (2/3) affirmative vote of the Board at any regular or special meeting of the PMA Board at which a quorum is present and under rules or procedures approved by the Board.

ARTICLE VIII EXECUTIVE DIRECTOR

Executive Director Appointment, Authority, Duties and Compensation.

1. The PMA Board shall appoint and employ an Executive Director, who shall report to the PMA Board. Compensation of the Executive Director shall be comparable to independent third party salaries for similar not-for-profit corporations and shall not exceed prevailing market rates. In addition to any other duties specified in these Bylaws or directed by the PMA Board, the Executive Director shall be responsible for supervision and management of PMA's administrative, business, financial, and other operational affairs; implementation of corporate policies and directives of the PMA Board; conducting PMA's day-to-day business affairs; overseeing the hiring and dismissal of employees and personnel; and, legally binding the Corporation and signing on its behalf contracts, checks, drafts, notes, mortgages, leases and other legal documents.

2. Together with the Chair of the Certification Commission, the Executive Director shall ensure the autonomy of the Certification Commission and Certification Programs and see that Certification Commission policies and procedures are implemented by Certification Program staff. Together with the Certification Commission Treasurer, the Executive Director shall ensure the maintenance of accurate financial records of the Certification Commission and Certification Program, separate and independent from those of the PMA Board and Membership. All revenue related to Certification Programs, including without limitation any certification fee, shall be used exclusively for certification activities and Certification Program expenses as determined by the Certification Commission. The Certification Commission shall submit budgetary information to the PMA Executive Committee for incorporation into the PMA annual budget.
3. When setting the salary of its Executive Director, the Board shall consult the most recent "Association Compensation & Benefits Study" (the "Study"), published biannually by American Society of Association Executives (ASAE), to determine that her/his salary does not exceed the median salary for Executive Directors of non-profit organizations whose budgets are similar in size to the then-current PMA budget. Should the ASAE cease publication of the Study, the Board shall procure the relevant executive compensation information from another reliable source or sources. Notwithstanding the foregoing, the Board may, after convening an Executive Session (excluding the Executive Director), determine in its best business judgment that the Executive Director's salary should exceed the median salary for similarly-situated Executive Directors, such judgment to be made on the basis of the Executive Director's qualifications, previous salary, previous place of residence and other relevant factors.

ARTICLE IX PMA BOARD COMMITTEES

Section A. Executive Committee.

1. Composition. The Executive Committee shall be composed of the President, Vice-President, Secretary, Treasurer and such other Officers and/or Directors as the PMA Board may designate. The Executive Director shall serve as an *ex-officio*, non-voting member of the Executive Committee.
2. General Authority, Duties, and Limitations. The Executive Committee may act for the PMA Board between meetings of the Board or as otherwise authorized by the Board. The Executive Committee shall not, however, have the power to approve a dissolution or merger; sell PMA assets; remove a Director or Officer; fill vacancies on the PMA Board or any committee; fix or pay compensation or reimbursement relating to PMA Board, Certification Board or committee service; or amend, repeal, or adopt Bylaws or Board resolutions. The Executive Committee shall keep minutes of all its proceedings, promptly circulate such minutes to the PMA Board, and present reports of its activities, if any, at each meeting of the PMA Board. Executive Committee minutes and reports shall be maintained with the PMA corporate minutes.
3. Meetings of the Executive Committee. The Executive Committee shall meet as needed when determined by the President. Any member of the Executive Committee may request that an Executive Committee meeting be convened to conduct specific business. Such requests shall be communicated to the President, who may call a meeting if appropriate. Executive Committee meetings shall be conducted via telephone conference at a date and time determined by the President, so long as all participants can communicate and effectively participate.

4. Actions by the Executive Committee. Unless contrary to these Bylaws, the actions of the Executive Committee shall constitute the actions of the PMA Board unless subsequently rescinded or modified by the PMA Board.

Section B. Standing Committees.

1. Establishment by PMA Board. The PMA Board may, at its discretion, establish PMA Standing Committees to address issues which pertain to or affect PMA, including but not limited to finance, ethics, research, Pilates 4 Youth, Heroes in Motion®, Pilates is Health, PMA Chapters and conferences. Such Committees shall have the duration set or determined by the PMA Board.

2. Composition. The Board establishing the Standing Committee shall, by resolution, appoint the members of the Committee, including the Committee Chair and Vice-Chair, for such term as is determined by the Board.

3. General Authority, Duties, and Limitations. A Standing Committee shall have the authority and the duty to carry out the purposes for which the Committee was established, as directed by the Board. A Standing Committee shall be prohibited from any activities or actions that cause PMA to be legally or financially obligated to any person or entity, except by prior written approval of the Executive Director.

**ARTICLE X
GOVERNANCE**

Section A. Autonomy.

The PMA Board shall be independent as to its corporate activities, finances, administration, conduct of meetings, determination of policies, election and appointment of their respective Directors and representatives, and all other lawful activities.

Section B. Authorization to Act.

Except as provided in the these Bylaws, no Director, Officer, employee, agent, or representative of PMA shall act on behalf of PMA or hold him- or herself out to the public as authorized to act on behalf of PMA, the PMA Board without the prior written authorization of the Executive Director (for acts on behalf of PMA).

Section C. Fiscal Year.

The fiscal year of the Corporation shall begin on January 1 and shall end on December 31 unless otherwise determined by the PMA Board.

Section D. Review of Financial Records.

A Certified Public Accountant shall be retained to conduct reviews and audits of the financial records of the Corporation at such times as are determined by the Executive Director.

Section E. Parliamentary Procedures.

The rules contained in the most recently revised edition of *Roberts Rules of Order* shall be the parliamentary authority for the conduct of all meetings of PMA Board and committees except where same are in conflict with these Bylaws or the policies and rules of the Board.

Section F. Use of PMA Intellectual Property.

Members of the PMA Board and Officers shall use PMA names, trademarks, logos, symbols, and other intellectual property of the Corporation only in a manner consistent with these Bylaws and PMA policies.

Section G. Conflict of Interest

1. Each Board member and officer owes the PMA a duty of loyalty, which obligates him/her to put the interests of the PMA first, that is, ahead of the individual Board member's or officer's interest, and to refrain from exploiting the relationship for personal benefit. A Board member or officer may not, either directly or indirectly, earn any personal profit or acquire any personal benefit or advantage from any activity in which the PMA has a direct interest or can reasonably be expected to have a direct interest.
2. No Board member or officer should engage in any conduct that competes with or has the appearance of competing with the PMA as to any matter. Without limiting the generality of this rule, it should be pointed out that the rule extends to:
 - a. the use by a Board member or officer in his or her own business of any trademarks, trade names or service marks of the PMA that might be confusing to the public and lead the public to believe that the PMA was affiliated with or sponsoring the goods or services under the director's or officer's own mark; and
 - b. any act by a Board member or officer to establish, promote or further any initiative that overlaps or would compete in any way with those initiatives established by the PMA (such as Heroes in Motion or Pilates 4 Youth).
3. Because the PMA is an eleemosynary organization a Board member must also avoid the appearance of conflicts of interest, which can bring disrepute to the PMA Board and the organization itself.
4. The personal activities of Board members and officers should never, whether by act or omission, appear to be affiliated with or sponsored by the PMA, as any negative occurrence or happenstance may reflect negatively on the PMA Board, the PMA and may even subject the PMA Board or the PMA to legal liability.
5. Any Board member or officer who has, with the authorization of the PMA Board, received a benefit from the PMA outside of his or her PMA duties shall include the PMA in their communications related to or arising out of such benefit (e.g., with reports to and correspondence with grant-giving organizations, publishers and the public). The aim of this rule is to maintain transparency between the recipient of the benefit and the PMA.
6. While it is not a conflict of interest for a Board member to continue to engage in the Board member's business as it existed as of the date of the Board member's election, each Board member recognizes that an expansion of his/her business during the period of his/her service to the PMA Board may result in a conflict with the interests of the PMA. Consequently, Board members must promptly advise the Board prior to implementing any of any plan or intention (a) to expand the scope of his/her existing business into an area in

which the PMA has a direct interest or reasonable expectation thereof, or (b) to engage in any new business or endeavor, whether directly or indirectly, in an area in which the PMA has a direct interest or reasonable expectation thereof.

ARTICLE XI AMENDMENTS

These Bylaws may be amended or repealed by a two-thirds (2/3) affirmative vote of the PMA Board provided that proper written notice of proposed Bylaw change(s) is given to each Director prior to the Board's meeting. Proper written notice under this Article XII shall be a complete copy of the text of the proposed amendment, including any relevant explanatory materials, transmitted by e-mail or other appropriate means. Notice shall be deemed sufficient if sent to the last postal address, e-mail address, or fax number furnished to the Secretary.

ARTICLE XII INDEMNIFICATION

Section A. Definitions.

For the purposes of this Article XIII,

1. "Corporate Agent" shall mean any person (i) who is or was a Director, Officer, representative, employee, or other agent of PMA, the PMA Board and (ii) who is or was a party, or is threatened to be made a party, to any Proceeding (as defined below) by reason of the fact that such person is or was an agent of PMA;

2. "Third Party Proceeding" shall mean any civil, criminal, administrative or arbitral action or suit, including all appeals thereof and any inquiry or investigation which could lead to such action or suit, provided, however, that "Proceeding" shall not include any of the foregoing by or in the name of the Corporation to procure a judgment in the Corporation's favor.

3. "PMA Actions" shall mean any civil, administrative or arbitral action or suit, including all appeals thereof and any inquiry or investigation which could lead to such action or suit, by PMA or in PMA's name to procure a judgment in PMA's favor or to PMA's benefit.

4. "Expenses" shall mean reasonable costs, disbursements, attorney fees, and any out-of-pocket expenditure directly related to a right of indemnification granted pursuant to this Article XII.

Section B. Indemnification in Third Party Proceedings.

By resolution of the PMA Board PMA may, at its sole discretion, indemnify and hold harmless any Corporate Agent against reasonable attorneys' fees, costs and expenses incurred by him/her in connection with any Third Party Proceeding if, in the sole judgment of the PMA Board (i) the Corporate Agent (A) acted in good faith and in a manner which s/he reasonably believed to be in or not opposed to the best interests of the Corporation, and (B) was not negligent or derelict in the performance of her/his duties as agent for the

Corporation; and (ii) in the case of any criminal proceeding, the Corporate Agent did not believe and had no reasonable cause to believe that the conduct was unlawful.

Section C. Indemnification in PMA Actions.

By resolution of the PMA Board PMA may, at its sole discretion, indemnify and hold harmless any Corporate Agent against reasonable attorneys' fees, cost and expense incurred by him/her in connection with any PMA Action if, in the sole judgment of the PMA Board the Corporate Agent (i) acted in good faith and in a manner which she or he reasonably believed to be in or not opposed to the best interests of the Corporation, and (ii) was not negligent or derelict in the performance of her or his duties as agent for the Corporation.

Section D. Indemnification Against Expenses.

In the event that a Corporate Agent prevails on the merits or, where the Corporate Agent is a defendant or counterclaim defendant, prevails via dismissal of any Third Party Proceeding or PMA Action, s/he shall be indemnified and held harmless against all reasonable attorneys' fees, costs and expenses, which s/he incurred in connection therewith.

Section E. Advance of Expenses.

The PMA Board may, in its sole discretion, authorize PMA to pay a Corporate Agent's costs and expenses in connection with any Third Party Proceeding in advance of the final disposition thereof. In doing so, the PMA Board may require the Corporate Agent to execute a promissory note or other financial instrument or document promising to repay and/or guaranteeing repayment of such advanced sums in the event the Corporate Agent is not ultimately entitled to be indemnified under Section D or is not indemnified under Sections B or C of this Article XII.

Section F. Insurance.

PMA may, by resolution of the PMA Board, purchase and maintain insurance on behalf of any Officer, Director or employee of PMA, the PMA Board and/or Certification Board covering any and all liabilities, losses, damages costs and expenses arising out of any claim, action or proceeding of any kind or nature against PMA and its Officers, Directors and employees.

**ARTICLE XIII
DISSOLUTION**

Upon the dissolution of PMA, the Board shall, in accordance with applicable law, adopt a dissolution plan which shall include provisions to implement (a) payment and discharge of all liabilities and obligations of the Corporation; (b) compliance with all legal requirements regarding the Corporation's tax-exempt and nonprofit status; (c) return, transfer, or conveyance of all assets received or held by the Corporation upon condition that such assets be returned, transferred or conveyed upon dissolution of the Corporation; and (d) transfer or conveyance of all assets of the Corporation to one or more domestic or foreign corporation(s) engaged in activities substantially similar to those of the Corporation so long as such organization(s) shall qualifies for exemption from federal income taxation under Section 501(c) of the U.S. Internal Revenue Code, as amended or superseded.