

# **PATA Bylaws Updated 2022**

**Amended and Fully Restated Bylaws of the  
Pacific Asia Travel Association  
Approved at PATA AGM May 13, 2022**

## **Article I Meetings**

1 An annual general meeting (AGM) of the members of the Association, also known as the General Assembly (GA), will be held for purposes of transacting general business of the Association, including receiving reports of the PATA Board and PATA Executive Board including the Association's financial report. Notice of the time and place of the annual meeting and a preliminary agenda shall be mailed to each member by the CEO at least 45 days prior to said meeting.

2 A special meeting (extraordinary general meeting or EGM) of the Association GA may be called in case of urgency by the CEO with approval of the Chair. Notice of such special meeting or EGM shall be communicated 45 days or more in advance when circumstances permit, or upon such shorter period not less than 10 days as may be determined by the Chair to be necessary under the circumstances, and shall specify the purpose for which the meeting is called. Special meetings also may be called upon the written request of a majority of the members entitled to vote at such a meeting. The reason for requesting such a meeting must be stated.

3 All members in good standing of the Association shall have General Assembly attendance and voting rights, in accordance with the Bylaws as set forth below. Voting of the GA shall be by secret ballot, without prejudice to the ability of the Chair to call for any vote by acclamation (voice vote or show of hands in the absence of tangible opposition).

4 One-third of the total weighted voting membership of the Association shall constitute a quorum for the GA.

## **Article II PATA Executive Board**

1 The governing body and corporate/legal board of directors of the Pacific Asia Travel Association shall be the PATA Executive Board (EB).

2 The function of the PATA Executive Board shall be to carry on the activities of the Association between annual meetings, consistent with the external and industry policy guidance of the PATA Board as set forth in Board Policy and these Bylaws. These include approval of management strategic and budget plans, governance oversight, executive officer review and selection as determined in Board policy and Bylaws, review and amendment of membership categories from time to time upon recommendation of the PATA Board, and formation of Expert Task Forces (ETF) and oversight of their completion, terms of reference, and reporting. The Executive Board may establish governance policies for clarification of duties in consultation with the CEO in alignment with the Bylaws, and with approval of the PATA Board.

3 The PATA Executive Board may approve activities and offices, other than the headquarters office, based on recommendation of management, in any of the cities of any countries as may be deemed advantageous to the Association.

4 Actions of the PATA Executive Board shall be regularly reported to the PATA Board and also be reported at the next annual meeting (AGM) of the Association GA.

5 The PATA Executive Board shall consist of between 9 and 11 members, plus the CEO who shall participate as a non-voting member. The 9 such voting members shall be elected from the PATA Board and must meet eligibility requirements (Article II:7) and include a minimum of 2 Destination Category Members, 2 Industry Members, and up to 5 Additional members at large. The 9 elected members shall include the Chair, Vice Chair, and Secretary/Treasurer elected from the PATA Executive Board. In addition, up to two (2) non-voting members may be appointed by the Executive Board at the recommendation of the Chair to add required skill when needed on the Executive Board. The current Face of the Future awardee may be invited to join as one of the non-voting members. The decision is at the discretion of the Chair and ratified by the Executive Board.

6 PATA Executive Board members shall be elected to serve a two-year term. Elections will be staggered so that at no time is there more than 50% annual change-over on the Board to facilitate stability and continuity of Association affairs. After two (2) full consecutive elected terms, either of which may be elected in the capacity solely of an Executive Board Member, or as Chair, Vice Chair, or Secretary/Treasurer, no Executive Board members shall be eligible to serve again on the PATA Executive Board until at least a one (1) year interval off the PATA Executive Board; however, the Vice Chair may serve without interruption as such, and then as the Chair in a third elected term, if so elected. An extraordinary extension of one (1) year term of certain Executive Board membership shall be allowed to prevent the turnover of more than 50 percent in a given year by the Chair presenting the recommendations to members at EGM or AGM for ratification.

7 To be eligible for election to the PATA Executive Board, members must: be an elected board member, have attended two PATA major events (inclusive of at least an Annual Summit and/or PTM, or equivalent as determined by the PATA Board), and all Board meetings in the past year, be present in-person at the time of election, and be nominated by a member at large and seconded by a current board member. The Chair must have served on the Executive Board for at least one equivalent year (previous AGM to date of election).

8 It shall require five (5) members to constitute a quorum of the PATA Executive Board. The affirmative vote or action of a majority of the voting members at a meeting at which a quorum is present, or unanimous action in writing by the voting members in lieu of a meeting, shall constitute action of the PATA Executive Board. Any decision to be made by the PATA Executive Board that materially affects the rights of any member or members requires an affirmative vote of not less than 5.

9 The PATA Executive Board shall be scheduled to meet at least four (4) times per calendar year, generally in January, April in conjunction with the AGM, July, and September, and at such other times as called to meet by the Chair or another PATA Executive Board member's request. Meetings may be held by electronic means (telephone, electronic, or video) at the discretion of the Chair and a quorum is reached if the requisite five (5) members are present and able to communicate in real time at the meeting. All elected members must sign an acknowledgement of meetings roles and responsibilities expected of an Executive Board member, as determined by the Executive Board.

### **Article III**

#### **PATA Board**

1 In addition to and distinct from the governing PATA Executive Board, there shall be a PATA Board, which shall provide overall guidance accordingly to the Executive Board as to PATA's external and industry policy priorities; while the PATA Executive Board remains responsible for governing the corporate affairs and operations of the Association. The PATA Board does not have the power to approve, disapprove, or override actions of the PATA Executive Board.

2 The PATA Board shall be comprised of up to forty (40) elected voting members from membership of the Association, that meet eligibility requirements, as follows: At least eleven (11) shall be Destination category members elected by Destination Category members, up to three (3) Destination or Country Chapter representatives elected by Chapters who are PATA members under Article VII, up to one (1) student representative (currently enrolled as a student in a PATA member educational institution)

elected by student chapters, up to one (1) PATA Young Tourism Professional represented by the PATA Face of the Future selected annually, up to 24 other members elected by membership at large in good standing. The composition of the PATA Board shall include the nine (9) voting members of the PATA Executive Board. All voting by members for Board membership may be conducted electronically.

3 PATA Board members shall be elected to serve a two-year term. Elections will be staggered so that at no time is there more than a 50% change-over on the Board. After four (4) years of service (two elected terms) no Board member shall be eligible to serve again on the PATA Board until at least a one (1) year interval off the PATA Board; however, the Vice Chair may serve without interruption as such, and then as the Chair in a third elected term, if so elected. An extraordinary extension of one (1) year term of certain Board membership shall be allowed to prevent the turnover of more than 50 percent in a given year by the Chair presenting the recommendations to members at AGM for ratification. In the event any of the above-mentioned members of the PATA Board resigns or withdraws from their position, the remaining members of that Board shall have the power to elect from the same category of membership a person to fill such vacancy. Persons so elected to serve out the term of a member who resigned are eligible for nomination for a full two-year term.

4 To be eligible for election to the PATA Board, members must be: a member in good standing, have participated in at least two PATA major events (inclusive of at least an Annual Summit and/or PTM or equivalent as determined by the PATA Board) or in at least one (1) Expert Task Force within the last five (5) years, and be nominated by a member at large and seconded by a PATA member of at least three (3) years in good standing. All elected members must sign an acknowledgement of meetings roles and responsibilities expected of a Board member.

5 PATA Life Members are entitled to attend meetings of the PATA Board on a non-voting basis as set forth in Article X.5 below.

6 Any member of the PATA Board may be removed at any time, with or without cause, by a majority vote of the members present and voting at a meeting of the Association GA duly convened as prescribed in the Bylaws.

7 The PATA Board shall meet at least two (2) times per calendar year, including once in conjunction with the AGM, and once in conjunction with the PATA Travel Mart, or at other times as proposed by the PATA Chair and approved by the Executive Board. With respect to all meetings of the PATA Board, a quorum shall consist of a majority of the total voting PATA Board members as represented by the PATA Board members present in person and through electronic meeting in real time. A definitive vote shall be effected by the vote of the majority of aforementioned persons who are present and voting, not including any who do not vote or who abstain from voting. Alternate representatives of elected members organizations from the same organization may be allowed to vote as alternate when approved by the Chair at least seven (7) days in advance of the meeting.

8 All meetings of the PATA Board shall be presided over by the Chair; or, in the absence of the Chair, by the Vice Chair. In the absence of the Chair and the Vice Chair, the members of the PATA Board shall elect their own presiding officer for the meeting.

## Article IV Officers

1 The PATA Board shall elect the Officers, other than the Chief Executive Officer, Chief Operations Officer, and Chief Financial Officer, to take office at the end of the next Annual General Meeting. The term of the office of such elected officers shall extend from the end of the AGM at the beginning of their term to the end of the AGM at the end of their elected term.

Voting of the PATA Board for each officer position shall be by secret ballot, in a single round of voting for each office, and the candidate receiving the most votes (plurality) is deemed elected.

2 The Officers of the Association shall be as follows. Officers other than the CEO, COO and CFO shall be nominated from the serving members of the Executive Board, also including immediately past serving, non-officer members of the Executive Board.

**Chair:** A member in good standing who is an elected member of the PATA Executive Board at the time of nomination to Chair. The chair position is intended to reflect over the long term, consideration of the Association's membership categories and geographic regions. The Chair's responsibility is to preside at meetings of the PATA Board, meetings of the PATA Executive Board, and meetings of the Association GA other than the Annual Conference. The Chair may be provided with access to a reasonable annual expense budget to assist in performing the Chair's functions, subject to the prior annual budget authorization of the PATA Executive Board. The Chair shall have a tie-breaking voting power in the event of a deadlock (tie) vote on any matter by the PATA Board or the PATA Executive Board.

**CEO:** To be Chief Executive Officer (CEO) of the Association and a non-voting, ex-officio member of the PATA Board and the PATA Executive Board. The CEO is responsible for and has charge of the internal operations, affairs, day-to-day management and staff of the Association. The CEO reports to the PATA Executive Board as a whole, under the leadership of the Chair, and is subject to the policy and direction of the PATA Executive Board.

**Vice Chair:** To serve in the place of the Chair on occasions when the Chair is absent or unavailable to perform necessary official duties on such occasion.

**Secretary/Treasurer:** To be the officer responsible for overseeing the administration of the Association's financial affairs, and the corporate records, minutes and proceedings of the Association including the PATA Board and the PATA Executive Board (it being understood that the initial recordation of minutes and notes of meetings is an Association staff function and not an officer duty).

**Chief Operations Officer (COO):** To be the employed professional who shall have general authority, subordinate to the CEO, to exercise all the powers necessary for the Chief Operations Officer of the Association. The COO reports to the CEO and may be called with the CEO to address the PATA Executive Board to report on any operational matter.

**Chief Financial Officer (CFO):** To be the employed professional responsible for the financial affairs, controls and accounts of the Association. The CFO reports to the CEO and may be called with the CEO to address the PATA Executive Board to report on any financial matter.

## Article V Committees

1 The PATA Executive Board may constitute a working committee from among five (5) of its own members including the Chair, and the CEO as an ex-officio nonvoting member, to give necessary attention to matters of Association business and affairs in between meetings of the PATA Executive Board, with delegated powers always subject to the consent and approval of the PATA Executive Board.

2 There shall be a five (5) member Audit and Finance Committee to include the Secretary/Treasurer as Committee Chair; two members shall be the Chair and Vice Chair. The CEO and the CFO are ex-officio members. The Audit and Finance Committee shall report to the PATA Executive Board.

3 There shall be a Supervisory Board – Finance and Elections. At each AGM, the General Assembly of the Association's members shall elect five (5) members of which two (2) members must be of the PATA Board other than the Chair, Vice Chair, and Secretary/Treasurer to serve as the Supervisory Board – Finance and Elections for the ensuing year. Non-Board members must have served on the PATA Board previously and may be Life Members. The Supervisory Board – Finance and Elections shall prepare an annual report for delivery to the General Assembly of the Association's members at the next AGM, identifying each contract between PATA and any vendor, service provider or other third party with a contract or transaction value in excess of Twenty-Five Thousand dollars (\$25,000) per year, as well as any contract or transaction (regardless of value) between PATA and any member of the PATA Executive Board, the PATA Board or PATA officer, including contracts or transactions with any company, business or entity which is owned by, or employs, such person or any of their family members. The PATA Board, Executive Board, Chair or CEO may also request the Supervisory Board – Finance and Elections to review and report to the PATA Board or Executive Board on any other PATA-related transaction, project or process regardless of stated monetary value, which may impact PATA finances. The Supervisory Board – Finance and Elections shall also ensure compliance of election rules and conditions of the Association and confirm voting as valid and complete. The Supervisory Board – Finance and Elections shall appoint one of its members as the lead member, and PATA's Chair, CEO, Secretary/Treasurer, and Chief Financial Officer shall provide all necessary cooperation and access to information to such lead member, on behalf of the Supervisory Board – Finance and Elections. The Supervisory Board – Finance and Elections may include in its report any recommendations to the PATA Board or the PATA Executive Board to improve PATA's financial governance, including any recommendations for enforcement or amendment of PATA's Code of Ethics and Conduct as set forth in these Bylaws. To be eligible for participation on this committee, members must have participated in at least one PATA major event in the last year. Non-life members must have been a PATA member for at least the last four (4) consecutive years.

4 There shall be an Honours Committee elected by the PATA Board to determine appropriate honors and distinctions for past or present members of the Association (see Article X). The Honours Committee consists of up to eight (8) members and no less than (3) members of which up to half should be life members and at least half must be Board members. Honours Committee members serve a two (2) year term and to be eligible for election, must have participated in at least one major PATA event in the past year and non-life members must have been a PATA member for at least the last four consecutive years. The deliberations of the Honours Committee are strictly confidential.

5 Expert Task Forces (ETFs) shall be formed by the Executive Board to engage membership in strategic, governance, and core business activities of the Association. ETFs are short term, dynamic, task based groups with clear mandates and a terms-of-reference determined by the EB at the advice of the PATA Board and/or the CEO. ETFs will complete their tasks in a maximum of one year duration at which point the ETF will dissolve unless otherwise determined by the EB. ETFs will consist of no more than 6 members who shall have the necessary experience and expertise to provide valuable input to the mandate of the ETF. Where needed, individuals outside of PATA membership with specific knowledge and expertise will be invited to serve on the ETF by the EB. Each ETF will have an assigned EB member for coordination and communication purposes with the EB and PATA Board. There shall

be no more than 10 ETFs operational at any one time, unless determined by the EB and/or at the recommendation of the PATA Board and/or CEO.

6 The PATA Board or PATA Executive Board may constitute one or more additional working and advisory committees from time to time, provided such committee reports only to the Board which formed it, and shall have no powers other than to make reports and recommendations to such Board.

## **Article VI**

### **Chief Executive Officer (CEO)**

1 The Association, through the PATA Executive Board, shall employ a Chief Executive Officer (CEO) whose term of office may be established for three or more years by contract, and whose initial salary shall be approved by the PATA Executive Board. Future salary adjustments shall be subject to approval by the PATA Executive Board.

2 The CEO is required to provide three months notice of resignation, and in that event there will be no payout, unless the EB decides that the CEO should be terminated immediately and therefore entitled to three months in lieu of the notice period. If the organisation does not intend to renew the CEO contract at the end of the term, then it must provide the CEO with three months notice before the term end, of this intention. If the organisation elects to terminate the CEO contract during the term, it will provide six months salary as compensation.

3 The CEO shall report to the PATA Executive Board as a whole, under the leadership of the Chair, and shall perform the duties incidental to the office including as set forth in Article IV.2 above. The CEO shall have charge of the general management and control of the business affairs of the Association and shall have the power to employ and discharge employees and agents of the Association, consistent with details of their contract. The CEO shall submit through the PATA Executive Board strategic and tactical plans of the Association consistent with terms of their contract, and related recommendations regarding current and future budget requirements and budget allocations for the approval of members at the annual meetings (AGM). The CEO shall have power to make and sign contracts and agreements in the name of and on behalf of the Association, provided that such contracts and agreements are within the allocation approved by the PATA Executive Board or the members. The PATA Executive Board may from time to time as it considers appropriate impose spending limit authorities on any officer or officers, above which limit authority to spend will be required from the PATA Executive Board. At each annual meeting (AGM) the CEO shall render a report on the Association's activities of the preceding year. The CEO shall be ex-officio a member without vote of the PATA Executive Board, the PATA Board and of all Committees.

4 The CEO, COO and CFO shall be bonded in a suitable amount to be determined by the PATA Executive Board. The premium for such a bond shall be paid by the Association.

## **Article VII**

### **Categories of Membership**

1 The PATA membership will be comprised of several categories including but not limited to: Government Destination Level I and Level II, Aviation Level I and Level II, Hospitality Corporate, Hospitality Affiliate, Hospitality Property, Industry Corporate, General, and Travel Trade/Operator, Young Tourism Professional, Partner Premier, Strategic, Preferred, and Alliance, Education and Other. Category eligibility details and classification shall be determined by the Association and may be amended from time to time at the discretion of the PATA Executive Board.

2 All categories of membership will be by a registered company, institution, or organization, not individual, except for Life and YTP members. Life Members will be eligible to stand for election for any role in the Association as category members but not in the capacity as a life member, except where specifically noted in the Bylaws. Membership category descriptions and criteria for membership may be reviewed and adjusted from time to time by the PATA Executive Board, and are kept on file at PATA Headquarters.

## **Article VIII**

### **Voting**

1 All dues paying members in good standing of the Association are entitled to vote. Government or Destination Level 1 members are entitled to two (2) votes per member at the AGM. All other members are entitled to one (1) vote per member at the AGM.

2 No vote of the Association's membership to amend these Bylaws shall effect the elimination of a membership category or the voting or other constitutional rights thereof set forth in these Bylaws, except upon majority approval or consent by vote of that membership category.

3 All representatives of members may individually attend the AGM but only one representative of each voting member shall be authorised to vote.

## **Article IX**

### **Chapters**

1 To assist in the fulfilment of the objectives of the Association, the PATA Executive Board is empowered to encourage the development and to authorise establishment of PATA Chapters.

2 Chapter Bylaws and amendments to these Bylaws shall become effective when approved by the CEO. A Chapter shall be deemed to exist as of the date the Bylaws are so approved.

3 At a meeting in conjunction with an annual or a special meeting of the Association, a Chapter may be discontinued by the PATA Executive Board, either upon the request of the voting members of such Chapter, at the request of the CEO, or for reasons that the PATA Executive Board may at its discretion consider due and proper, particularly that the Chapter has become inactive to the extent that the objectives of PATA are no longer effectively fulfilled, or for individual acts and/or activities deemed contrary to the best interest of PATA.

4 The model Bylaws for a PATA Chapter shall be approved by the PATA Executive Board.

## **Article X**

### **Honours**

1 Life Membership may be extended to individuals as recommended by the Honours Committee designated for this purpose by the PATA Board.

2 Appropriate meritorious awards may be extended either to individuals or to organisations having performed outstanding service to PATA, as recommended by the Honours Committee so designated.

3 From time to time as it considers necessary or at the request of the PATA Executive Board, the Honours Committee will issue clear guidelines setting out the awards currently available and the criteria and qualifications for extending each such award.

4 All details pertaining to the nomination for and the granting of the aforementioned honours shall be duly approved by the PATA Executive Board before any announcement, internal or external, is made.

5 Life Members shall be entitled to attend all Annual Conferences annual meetings or special meetings of the Association and all meetings of the PATA Board. Neither Life Membership nor meritorious award shall by itself carry the right to vote at meetings of the PATA Board or at annual or special meetings of the Association. However, an individual who has been so honoured shall have the right to vote as such right may flow from the individual's relationship with a voting member organisation of PATA.

6 The host official of PATA Annual Summit/Conference may be honoured by the bestowal of an Honorary Membership in recognition of their contribution to PATA. Honorary Members will be entitled to the same rights and privileges of regular members, but without the voting right. Honorary Members may attend all regular meetings and have access to PATA services on a user-pay basis similar to regular members. Term of membership shall be concurrent with the honoree's respective term of office in his or her organisation.

## **Article XI**

### **Membership Eligibility Rules and Procedures**

1 In accordance with the Charter and Bylaws, specific eligibility rules, procedures and annual contributions for the various categories of membership shall, upon recommendation by the PATA Executive Board, be adopted as corporate resolution by the members at annual or special meetings of the Association.

2 The PATA Executive Board shall have the power to assess such dues as they feel proper and fair of such new members who may desire to join during the course of the fiscal year.

3 Members of the Association of any classification may withdraw therefrom at any time by giving prior written notice to the Association within 30 days after expiry of the current membership. Membership shall likewise terminate upon failure to pay the annual membership dues or other monies owed to the Association three months after the date when written notice of payment having fallen due is given, unless the time for payment has been extended by the CEO or by vote of the PATA Executive Board. The termination of membership for any cause whatsoever shall operate as a release and termination of all participation in the Association, and any claims against or to any right, title and interest in the property and assets of the Association, but members shall continue to be liable to the Association for any dues and other indebtedness due up to termination of membership. When a member is terminated, such member is deemed specifically notified to cease forthwith the use of any PATA logo or implication of affiliation, in any written, printed or other form. Upon termination of membership for any cause whatsoever, the terminated organisation's owners or employees shall not be eligible for membership in a PATA Chapter during the period they continue in an ownership or employee capacity with the terminated organisation.

## **Article XII**

### **Finance**

1 The fiscal year of the Association shall be from January 1 through December 31.

2 All monetary transactions shall be operative on the signature of the CEO. The PATA Executive Board may designate additional signatories.



3 The records and books of the Association shall be kept at the Headquarters. The accounts of the Association shall be audited annually by external auditors and the auditor's report shall be submitted with a statement of the accounts at the annual meeting. The auditor shall be approved each year by the membership at the annual meeting.

### **Article XIII**

#### **Liability and Indemnification of Members and Officers**

1 No member of the Association nor any member of the PATA Board, PATA Executive Board (corporate legal board of directors) or any committee, nor officer of PATA shall be personally liable for any debts, liabilities or obligations of the Association. Each Officer, member of the PATA Executive Board, the PATA Board, duly appointed member of any advisory committee or other duly constituted PATA Committee, or employee of the Association, shall be indemnified by the Association to the fullest extent allowed by law against, and the Association may in the discretion of the PATA Executive Board advance, reasonable expenses of legal defence incurred by such individual for the defence of any claim, action, suit or proceeding and subsequent settlement or judgment (if any) in which such individual is made a party by reason of the aforementioned participation, except in relation to matters as to which such individual shall be adjudged in such action, suit or proceeding to be held liable for recklessness, breach of duty to the Association, or intentional misconduct in the matter giving rise to the claim. PATA shall also have the power to procure and maintain policies of insurance for acts and omissions of its directors, officers and agents acting on its behalf, including coverage broader than the provision of indemnification by PATA itself under these Bylaws.

### **Article XIV**

#### **Amendment of Bylaws**

The Bylaws of the Association may be altered or repealed by a majority vote of the members of the Association present and voting at a meeting of the Association duly convened as prescribed in the Bylaws, notice of which shall have stated that the purpose of the meeting is to consider the alteration, amendment or repeal of the Bylaws.

### **Article XV**

#### **Code of Ethics and Conduct**

1 PATA is committed to encouraging and assisting in the development of the tourism and travel industry throughout Pacific Asia and as such all members must conduct themselves and their business activities in a manner that promotes the ideal of integrity in travel and tourism and agree to act in accordance with the following principles of the PATA Code of Ethics and Conduct, which shall be reviewed, and if appropriate amended and updated, by the PATA Executive Board at least once every two (2) years.

2 Member Code of Ethics and Conduct. In promoting the aims of PATA, members will:

- (a) Promote and encourage the highest level of ethics within the tourism and travel industry while maintaining the highest standards of professional conduct.
- (b) Promote the aims of PATA.
- (c) Strive for excellence in all aspects of the tourism and travel industry by performing consistently at or above acceptable industry standards.
- (d) Protect the public against fraud and unfair practices, and promote all practices which bring credit and respect to the industry.
- (e) Provide truthful and accurate information.
- (f) Strive to cooperate with all members in order to provide the highest quality service.
- (g) Avoid real or perceived conflicts of interest whenever possible.
- (h) Will not engage in any unlawful activity in any country.

3 PATA's members will not engage in conduct that is likely to bring the Association or any of its affiliates into disrepute, including any activity found to involve fraud, deception, misrepresentation, misapplication of property, or breach of trust or other fiduciary obligation. Each PATA member shall adhere to the principles of the Code of Ethics and Conduct. Failure to do so may result in disciplinary action, including the possibility of suspension or termination of membership as deemed appropriate by a Committee comprised of the Chair, Vice Chair, Secretary, Treasurer, CEO, COO or COS and CFO. Any recommended action by such Committee will be forwarded to the PATA Executive Board, whose action on the matter shall be final.

4 It is understood that a member of the PATA Board is acting as a member representative on industry policy matters; while a member of the PATA Executive Board is acting as a fiduciary to PATA, being a Director on the governing board of directors of PATA as a non-profit corporation. Members of the PATA Executive Board shall each have the higher duties to PATA, in their service on such Board, of Due Care, Loyalty and Good Faith as prescribed by law. Each such PATA Executive Board member shall abide by the PATA Director Code of Conduct setting forth these responsibilities in further detail as adopted by the PATA Executive Board, which Code shall be reviewed, and if appropriate amended and updated, by the PATA Executive Board at least once every two (2) years.

## **Article XVI**

### **Electronic Communications**

1 Notice to Association members, and to members of the PATA Board and of the PATA Executive Board, may be given by electronic mail (email) to such email address as has been provided to PATA by each such member or person, and shall be effective upon transmission by PATA just as if sent by postal mail. Notices from any member to the Association must be in writing and are effective upon actual receipt by PATA at its designated official point of contact whether at its main offices or by electronic mail.

2 It is the policy and preference of the Association for meetings of the PATA Board and the PATA Executive Board to take place in person whenever feasible, for the most effective, collegial and productive communications. In the event the Chair determines that a meeting is needed when a quorum is not available in person, or when insufficient time is available to schedule and convene a meeting in person, the Chair may convene an electronic meeting of either Board by telephonic conference call or online electronic conference, so long as (a) advance notice of the meeting is provided to all members of that Board, (b) a quorum is present and all participants can concurrently hear or communicate with each other during the meeting in real time, and (c) the form of the meeting is not contrary to the Association's applicable state non-profit corporation law (Corporations Code § 5211(a)(6)). The amount of meetings that a member must be present in person for will be articulated prior to nomination for election.