



BYLAWS

Pacific Pearl Music Association



JULY 31, 2020

ARTICLE I – NAME

NAME, this organization shall be known as Pacific Pearl Music Association, also designated herein as PPMA, a non-profit organization in the State of California.

ARTICLE II – MISSION

MISSION: The PPMA is a musical association dedicated to the cultural enrichment and the values of music education through a variety of ensemble, choral music and dance. PPMA is organized and operated exclusively for literary and educational purpose as defined in Section 501(c) (3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

OBJECTIVES: The objectives of PPMA shall be:

1. To maintain a non-profit organization;
2. To offer PPMA members the opportunities to perform a variety of music forms and promote the culture exchange;
3. To provide the community with an enriching, educational, and cross-cultural experience through musical and dance performances; and
4. To foster appreciation for music education for all age groups.

ARTICLE III – DEFINITION OF TERMS

1. “PPMA” shall mean the Pacific Pearl Music Association.
2. “Subgroups (sub-group)” shall refer to Yangsheng Choir (YSC), Thousand Oaks Chinese Folk Ensemble (TOCFE) and Thousand Oaks Dance Ensemble (TODE).
3. “The Board” shall mean the Board of Directors of PPMA.
4. “Members” shall mean all active voting members of PPMA, who paid annual membership fee and participate in PPMA and its subgroups.
5. “BODs” shall mean the board of directors.
6. “PPMA Assets” shall refer to: instruments, equipment, music stands, music sheets, and performing uniform/performance dresses, which are purchased by any subgroups of PPMA for use in its activities. Assets also include cash and cash equivalents collected through PPMA, or created for PPMA performance events, or donated to PPMA for its events and activities, which PPMA is to have full rights of ownership.
7. “PPMA Fiscal Calendar Year” shall mean from January 1st to December 31st.
8. “PPMA Operation Calendar Year” shall mean from July 1st to June 30th.
9. “SOPs” shall mean the Standard Operation Procedures associated with PPMA business operations and procedures for PPMA as whole or associated subgroups.

ARTICLE IV – PPMA MEMBERSHIP

MEMBERSHIP

1. Anyone with basic knowledge of music who is willing to participate in the promotion of the objectives and purpose of PPMA and has the ability to perform may apply to join to at least one of the PPMA subgroups.
2. To become PPMA members, an application must be submitted and approved by the leaders of applied affiliate(s).
3. Each member of PPMA shall pay the annual membership due once a year at the first quarter of each calendar year exception might apply due to unprecedented situation.

RIGHTS AND OBLIGATIONS

1. PPMA members shall have the right to query and make suggestions in a good faith on the operation of PPMA.
2. All members have the privilege to vote, to elect and to be elected for PPMA officers with only one vote.
3. All members may leave PPMA at will.
4. All members should obey PPMA Bylaws and the associated SOPs.
5. All members are required to participate in the activities of PPMA and associated subgroups.

ARTICLE V – ORGANIZATION

PPMA BOARD

1. The Board members of PPMA shall have up to fifteen (15), and not fewer than seven (7) BODs.
2. The members of Board shall consist of the President, Secretary, Controller, Director of Marketing and Public Relations, Director and Assistant Director of each of the subgroups.

DUTY OF BOARD OF DIRECTORS

1. PPMA shall be governed by the BODs who are responsible for the implementation of PPMA's vision, strategy and oversee PPMA operation in accordance with the PPMA Bylaws and SOPs;
2. All members of Board shall be in compliance with PPMA Bylaws and associated SOPs;
3. All members of Board shall prepare an annual report and future plan associated to the duty and present to the Board at the 1st Quarterly BODs Meeting;
4. All members of Board shall seek the opportunity for the growth of PPMA.
5. Additional Duties may apply to the associated positions listed below.
 - 5.1 *President*: Shall be responsible for executing PPMA's business operational activities (aka Operation Officer) including but not limited to:

- 5.1.1 Chair all PPMA meetings and oversee the operation for Finance, Marketing and Public Relations, and the subgroups;
- 5.1.2 Shall be the legal signatory for PPMA and shall present the legal document to the Board for review before signing the document;
- 5.1.3 Shall have the power to point an interim lead during his/her absence with majority approval from the Board;
- 5.1.4 Shall have a power to bring in external experts with approval of a majority vote of the Board to further support PPMA's functions;
- 5.1.5 Shall have the power to nominate honorary director(s) with approval of a majority vote of the Board.
- 5.2 Secretary: Shall be responsible for handling all PPMA administrative activities including but not limited to:
 - 5.2.1 Solicit the meeting agenda and send meeting notification to the participants prior to the meeting, scribe and file meeting minutes post the meeting;
 - 5.2.2 Maintain PPMA historical documentation including but not limited to, Bylaws, associated SOPs and correspondences;
 - 5.2.3 Chair the meeting during the absence of the President.
- 5.3 Controller: Shall be responsible for managing all PPMA financial activities including but not limited to:
 - 5.3.1 Manage main account activities and have the power to endorse for transfer funds within PPMA or on behalf of PPMA;
 - 5.3.2 Report the accounting activities of PPMA at the Quarterly BODs meeting;
 - 5.3.3 Work with the Directors of subgroups to develop associated financial SOPs and present to the Board for approval;
 - 5.3.4 Work with the Directors of subgroups and facilitate the preparation of necessary documentation for the annual Federal and State income tax returns;
 - 5.3.5 Work with the Directors of subgroups to prepare an annual projected budget of expenses and disbursement.
- 5.4 Director of Marketing and Public Relations: Shall support all PPMA activities related to the marketing and public relations aspects including but not limited to:
 - 5.4.1 Promote PPMA as a whole to seek resources for the growth of the organization and opportunities for performing;
 - 5.4.2 Interface with the local community as a PPMA representative to promote the musical appreciation activities;
 - 5.4.3 Serve as a liaison in a case of query of joint PPMA for a local musical group and providing a proposal to the BODs Meeting for review and approval;
 - 5.4.4 Oversee the PPMA website activities to ensure a positive image of PPMA presented to the public.

- 5.5 Director of subgroups: Shall be responsible for the affiliate's daily activities including but not limited to:
- 5.5.1 Organize group practices, performances, and recruit new members;
 - 5.5.2 Be responsible to manage accounting activities and be responsible for the financial well-being for the associated subgroups;
 - 5.5.3 Work with the Controller to prepare the necessary documentation for PPMA annual income tax return filing;
 - 5.5.4 Be the point person for the associated affiliate to coordinate the joint event with other music organization with consultation/notification to the PPMA President and the Board.
- 5.6 Assistant Director or Representative of subgroups: Shall assist the Director of associated subgroups to carry out the group activities and additional tasks including:
- 5.6.1 Act as a Director for the associated affiliate in absence of the Director;
 - 5.6.2 Manage the attendance of members' participation to the activities of PPMA and associated affiliate.
- 5.7 Honorary Director(s): For the business continuity and smooth transition, the President at the end of his/her term will become an Honorary Director at will and to assist the new President for executing PPMA's business operational activities.
- 5.8 Consultant(s): As a need arises and with a majority vote of the Board, the President will bring in consultant(s) to fulfill the needed and growth of PPMA. To provide the best support to PPMA, the consultant(s) shall participate to PPMA BODs meetings or special meetings related to his/her supporting function but with no voting power in the participated meetings.

ELECTION OF BOARD OF DIRECTORS

1. The Election of PPMA BODs shall be conducted by the Nomination Committee chaired by the President and at least two other Board members who appointed by the President.
2. In a case of vacancy, the Nomination Committee shall solicit nominations and present nominees' qualification and experience to the Board for review and approval.
3. A qualified nominee for a vacant Board position must have been an active member of PPMA in good standing continuously for at least one year.
4. The election of the Director, or Assistant Director or Representative of subgroups shall follow the same principle listed above, and shall be elected by at least 2/3 of members of subgroups with over fifty percent of participants at the subgroup's meeting.
5. All election process shall be transparent and the operation details of the election process which defined in PPMA's SOP shall be followed.

BOARD OF DIRECTORS TERMS

1. The elected Directors including the Directors of subgroups shall serve a two-year term and may be re-elected after completion of his/her term.

2. No elected Directors shall be eligible to hold the same position for more than two consecutive terms.
3. Honorary Director(s) shall serve one-year term without voting power in BODs meeting.
4. The terms for BODs should not be affected by the revision of PPMA Bylaws.

RESIGNATION

1. Board of Directors may resign at will.
2. The resignation letter shall be submitted to the Board at least 30 days prior to the effective date to ensure a smooth transition.

DISCIPLINE

A Board Director may be disciplined in a form of “Warning” or “Removal” from PPMA Board due to following conditions:

1. Misconduct or poor performance that results in serious property and reputation damage of PPMA and its subgroups;
2. Serious violation of copyright leading to significant loss of PPMA funds;
3. Misleading the PPMA Board to other illegal acts;
4. Use PPMA or its subgroups name for personal benefit;
5. Embezzle or divert any PPMA or associated subgroups funds;
6. Violation of PPMA Bylaws and associated SOPs;
7. Conflict of interest in any matter relating his/her duties;
8. In a case of removal, a petition by 1/3 of the Board members and approved by at least 2/3 of the current Board members is required.

COMPENSATION

All members of the Board shall serve PPMA voluntary and any monetary or equivalent compensation for the services rendered shall be prohibited. See “Conflict of Interests” section and PPMA SOP for detail regulation.

QUORUM

The quorum shall be at least fifty percent of the Board members.

ARTICLE VI – MEETINGS

ANNUAL ALL MEMBERS MEETING

1. PPMA should hold at least one annual meeting with all members’ participation.
2. Annual All Members Meeting should be chaired by the President or duly appointed designee with a notification to all members 15 days prior to the meeting.

SPECIAL MEMBER MEETING

1. PPMA member may request a special meeting with a valid purpose to the Board for approval;
2. If approved by the Board, the special meeting will be chaired by the President or duly appointed designee with a notification to all members 15-day prior to the meeting.

QUARTERLY BOARD OF DIRECTORS MEETING

1. The Board shall have regular Quarterly BOD Meeting to review PPMA business and operational activities.
2. The Quarterly BODs meeting shall be chaired by the President or duly appointed designee.
3. A quorum for the Quarterly BOD Meeting shall consist of more than fifty percent of the Board members.
4. The Quarterly BODs Meeting should be open to all PPMA members who are interested unless the Board by majority vote has chosen to hold an executive session.

EMERGENCY BOARD OF DIRECTORS MEETING

1. As a need arises and with a majority vote of the Board, the Emergency Meeting will be called by any Board member.
2. The quorum for the Emergency BODs Meetings shall equal that of Quarterly BODs Meetings.

ARTICLE VII - COMMITTEES

As the need arises and with a majority vote of the Board, the following Committees will be formed and will be disbanded when the need have been fulfilled. In addition, each Committee shall have a leader and at least two other Board members who pointed by the President.

AMENDMENT COMMITTEE

1. Motions involving in the policy additions or revisions of PPMA documents such as Bylaws or associated SOPs must be presented to the Board.
2. Amendment Committee members shall work on the amendment documents and propose the final revision draft to the Board members prior to the BODs Meeting for review;
3. The approval of amendment for Bylaws or associated SOPs revisions shall require 2/3 vote of the Board members present at BODs meeting with fifty percent of Board members' participation;
4. The effective date of documentation shall be the date of approval and new version of PPMA documents shall be filed by the Secretary or duly appointed designee.

5. Anything herein to the contrary notwithstanding, no change shall be made in these Bylaws which affect the exempt status of the organization under Section 501 (c) (3) of the Internal Revenue Code.
6. Whenever Bylaws are amended or new Bylaws are adapted, such action and the date on which it was taken shall be noted by The President on the original Bylaws in the appropriate place or a new set of Bylaws shall be prepared incorporating such changes.

NOMINATION COMMITTEE

Nomination Committee shall follow the PPMA Election Process listed in ARTICAL V – ORGANIZATION under ELECTION OF BOARD OF DIRECTORS.

EVENT COMMITTEE

Event Committee shall fulfill all event related responsibilities for a successful event including but not limited to: event planning, organizing, marketing, programming, staging technical supporting, etc.

FINANCIAL COMMITTEE

1. Financial Committee shall chaired by the Controller and include the Director(s) or Financial Representative(s) of all associated subgroups.
2. Financial Committee shall have regular meetings to review PPMA main account and associated subgroups' accounting activities.
3. Any new financial policies and procedures, including SOP shall be developed by the committee and be submitted to the Board for approval;
4. Approved financial policies and procedures shall be implemented and followed by all the members of Board including associated subgroups;
5. The financial records of the PPMA from main and associated subgroups accounts shall be public information and made available to all PPMA members;
6. The duties of financial committee shall include but not limited to:
 - 6.1 Develop annual financial budget and present to the Board;
 - 6.2 Develop fundraising plan for PPMA as whole or for each associated subgroups;
 - 6.3 Develop and provide annual financial reports to the board including membership, income, expenditures from main account and associated subgroups.

ARTICLE VIII - JOINING, DISASSOCIATING AND DISSOLVING

JOINING

1. A local musical group may request to join PPMA and an application with clear statement of qualification and group management information shall be submitted to the Board of PPMA for review and approval.

2. A majority of vote is required for a local musical group to join PPMA as one of PPMA subgroups.
3. Joint group shall participate in PPMA's activities to promote associated objectives and purpose.
4. The operation of joint group shall be in compliance with PPMA Bylaws and associated SOPs.

DISASSOCIATING

1. In the event of disassociation, a declaration letter with a plan and the signatures of the Directors of subgroups shall be submitted to the President and the Board of PPMA 30 days prior to the effective date of disassociation to ensure a smooth transition.
2. An Emergency BODs Meeting shall be called by the President with all BODs to discuss the situation and develop a plan to minimize the interruption to PPMA business operation and upcoming committed activities.
3. Controller shall contact the Bank immediately to withhold any activities on the account associate to the disassociated subgroups.
4. Based on the transition plan developed at the Emergency BODs Meeting, the assets of disassociated affiliate including but not limited to, funds, instrument, equipment, and customs shall be transferred to PPMA.
5. A formal announcement of disassociation of the affiliate shall be made to all PPMA members.

DISSOLVING

1. In the event of dissolution, an Emergency BODs Meeting shall be called by the President with a ninety percent of vote from the all PPMA members and with over fifty percent quorum of all PPMA members.
2. All the real assets of PPMA shall be distributed to one or more non-profit musical organizations, which satisfy the intent of section 501 (c) of the United States Internal Revenue Code.
3. No member or officer of PPMA shall have any financial gain as a result of this dissolution.
4. A formal announcement of dissolution shall be made to all PPMA members.

ARTICLE IX – DISCLAIM

1. Non-Discrimination: PPMA does not discriminate against individuals on the basis of race, color, sex, sexual orientation, gender identity, religion, disability, age, veteran status, ancestry or national or ethnic origin.
2. Conflict of Interests: PPMA prohibits any intentional or unintentional conflict of interests in the business operation which including but not limited to:
 - 2.1. No direct two family members shall serve on the Board of PPMA, and the nominee of the BODs shall not be the direct family member of current member of Board.
 - 2.2 For all PPMA or associated subgroups organized events, the event committee or the event organizers of PPMA or associated subgroups shall avoid providing benefit/opportunity to his/her directly family members.
3. PPMA disclaims all liabilities and responsibilities arising from any actions activities losses, damages, and legal issues for any group that is not a part of PPMA.

Document History

Version	Effective Date	Document Type
2.0	July 31, 2020	Amendment
1.0	October 1, 2009	Original

BOARD OF DIRECTORS APPROVAL SIGNATURE

Approved By: Danlin Chen  Date: 7/31/2020

Approved By: Zhibang Duan  Date: 7/31/20

Approved By: Linda G Huang  Date: 7-30-2020

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