

CONSTITUTION AND BY-LAWS
UERMMMMC MEDICAL ALUMNI ASSOCIATION OF AMERICA, INC.

Article I. **PREAMBLE**

1. We, the graduates of the University of the East Ramon Magsaysay Memorial Medical Center (UERMMMMC) MEDICAL ALUMNI ASSOCIATION OF AMERICA, INC. residing in North America imbued with the lofty aspiration to form a National Organization, as a non-profit charitable civic group to enable us to offer free medical services, financially assist and support the at-risk and needy of the communities in the U.S.A, Philippines, and other foreign countries, to promote closer fellowship among ourselves, and to help advise and financially assist in the continued existence of a high standard medical education at our Alma Mater through grants and scholarships, also financially support the UERMMMMC Charities, do hereby promulgate this Constitution and By-Laws.

Article II. **PURPOSE**

1. To unite all the medical alumni of the UERMMMMC into one National Organization with the awareness that survival, strength and progress of the association will depend upon its ability to act as a unified body.
2. To promote continuing medical education and inspire its members to attain the highest goals in Medicine thus providing high quality medical care to the health consumers.
3. To promote interest and unite all groups and individuals engaged in activities directed towards raising economic welfare, educational and scientific advancement of the UERMMMMC through Scholarships support, Government and Private Grants, and other fund raising efforts.
4. To solicit, collect, receive money and other assets by gifts, contribution, devise and bequest or otherwise, and to hold the name in trust for uses and purposes for which this Association is organized, thru the UERMMMMC-Medical Alumni Association of America, Inc. and the UERMMMMC Alumni Foundation USA, Inc.
5. To network and affiliate with other Allied Professional Groups and Charitable Organizations with similar medical missions and charitable goals for the at-risk and needy of the communities here in the U.S.A and abroad.
6. To maintain an open line of communication between the UERMMMMC College of Medicine and its Alumni practicing and/or residing in North America. And, organize its alumni to assist and support the College of Medicine in its efforts to administer and to operate successfully as a reputable medical institution.

Article III. **NAME OF THE ASSOCIATION**

Section 1. The Association shall be called the University of the East Ramon Magsaysay Memorial Medical Center or the **UERMMMMC MEDICAL ALUMNI ASSOCIATION OF AMERICA, INC.** Incorporated in the State of Missouri ó N00787522 on January 8, 2007. Granted IRS 501 (c)(3) Tax-Exempt Status with Effective Date of January 8, 2007 granted on December 13, 2007.

Section 2. **Legal Identity**

This Association shall have no capital stock and shall not be conducted for pecuniary profit. Shall be conducted as a charitable, tax-exempt and non-profit organization under the IRS Rulings. No income or money of any sort received by the association shall inure to the pecuniary benefit of any member of the association or to those persons within the relationship, which would preclude the association from being treated as a non-profit, tax-exempt charitable corporation by the Internal Revenue Code presently in effect or as it, may be changed in the future. However, actual expenses for the association may be paid to a member or person(s) who may incur such a legitimate expense(s) in-behalf of the Association.

Article IV. **MEMBERSHIP**

Section 1. **INDIVIDUAL MEMBERSHIP:**

- a. Membership in this Association is open to all Alumni of the UERMMMMC College of Medicine who are permanent residents or citizens of the United States of America.
- b. Lifetime membership may be held by any Alumni.
- c. A member in good standing must be a paid member annually or a Lifetime paid member, and may resign by presenting his/her resignation in writing to the Secretary who shall present it to the Executive Committee for action.
- d. HONORARY MEMBERS ó honorary recognition may be conferred on persons and other members who have rendered exceptional service or valuable performance to the Association upon recommendation of the Executive Committee followed by two-thirds vote of the members present at the annual meeting. Honorary members shall have all privileges of active members. Honorary members shall include past or current faculty members who are not graduates of the UERMMMMC College of Medicine.

- e. EMERITUS MEMBERS -shall consist of paid members, who upon their personal request or upon their local alumni chapter recommendation , shall be designated by majority vote of the Executive Committee.
They shall be: (1) Members who are no longer engaged in the practice of Medicine, either in private practice, public health, administration, teaching or any activity where their knowledge of Medicine earns them an income or, (2) Members whose health is such that their ability to carry on active practice has become greatly limited.
- f. Any alumnus/alumna who is not a permanent resident or citizen of the United States of America can be a member of this Association as long as he/she has paid the lifetime membership fee. (Amendment ratified on July 5, 2008 at San Francisco, California.)

Section 2 **Chapter Membership**

- a. A Chapter Organization shall have a set of Officers in accordance with Article VII - Section 5 and 7.
- b. A Chapter Organization shall function in accordance with the approved Constitution and By-Laws of the National Organization.
- c. Any member of the Chapter Organization shall automatically be a member of the National Organization and is subject to its by-laws.

Article V. **FISCAL YEAR AND MEMBERSHIP DUES**

- Section 1. The fiscal year shall be from January 1 to December 31st.
- Section 2. The annual dues for regular active members shall be \$50.00 per year (fees subject to change per Executive Committee's decision)
- Section 3. Lifetime membership shall be granted upon payment of \$500.00. Dues may be paid in full or in two consecutive yearly payments.
- Section 4. Honorary members are exempt from annual membership dues.
- Section 5. Emeritus Members are exempt from annual membership dues.
- Section 6. All dues are payable by January 31st of each year. If dues are not paid by February 28th, the treasurer shall send a notice to the members in arrears. The President, Treasurer and the Executive Committee shall meet to review the names of those who have not paid their annual dues and shall present their recommendations for Active Membership at the Annual Executive Committee meeting, which coincides with the annual convention. Decision will be effective for the coming Fiscal Year.

Article VI. **ORGANIZATIONAL STRUCTURE**

Section 1 - Executive Council:

The Executive Council shall consist of all elected officers of the Association, Executive Director and all Chapter Presidents as Ex-Officio Vice-Presidents, the immediate past three Presidents as its Advisers, the Chairpersons of each Standing Committees. Advisers and Chairpersons of Standing Committees do not have voting rights.

Section 2 - Executive Committee:

The Executive Committee shall consist of all currently elected Officers of the Association comprised of the President, President-Elect, Executive Vice President, Secretary, Treasurer, Auditor, and its Executive Director. The management and operations of the Association between annual meetings shall be vested in the Executive Committee.

Section 3 - Executive Director. An Executive Director shall be appointed by the President. He/she shall serve for a two-year term, subject to reappointment.

- a. The Executive Director shall manage the National Office and the day-to-day affairs of the Association. He/she shall perform duties as that of a Chief Operating Officer and other functions designated by the President and the Executive Committee. He/she shall be responsible in carrying all correspondence of the Association, shall notify Officers and Members of all regular, special and Officers/Executive Committee and General meetings.

Section 5 - Standing Committees. The standing committees are as follows:

- a. Nomination and Election - To nominate candidates whose consent has been obtained for the offices to be filled. And, to oversee the election of the MAAA, Inc. Executive Officers every two years.
- b. Membership & Directory - To recruit members and keep a current Alumni Directory. The Treasurer and Secretary are ex-officio officers.
- c. Scientific Program and Continuing Education - To plan and prepare programs, workshops or seminars for personal and professional growth or advancement of the Alumni. The CME Committee must arrange its certification no less than six months prior to the first day of the Annual Convention. The National & Co-Host Chairperson of this committee must coordinate with the National Convention Commissioner for a well planned CME and Convention.
- d. Constitution and By-Laws - To review the Association's Constitution and By-Laws and recommend, changes to the Executive Committee. Any amendment to the by-laws must be ratified by a majority vote of the general Membership in attendance at a called General Meeting.

- e. Media & Communications Committee ó To publish Newsletter and press releases for the Association. To act as moderator for the National Association's website. The Executive Director and Secretary is an Ex-Officio Member. The Newsletter Editor and Official Website Moderator is appointed by the President.
- f. Circulation Committee ó To act as the main distributor of all written Official Association's communications materials including Souvenir Programs, Journals, etc. The Chairperson is appointed by the President and all Chapter Secretaries are Ex-Officios.
- g. National Convention Commission ó To plan with the co-hosting chapter or alumni group all the activities for the annual convention and reunion and other social or community affairs. The Commissioner is appointed by the current President and serves a 2-Year term. Official travel expenses by the Commissioner are included in the MAAA, Inc.'s Annual Budget.
- h. Finance & Investment Committee- To formulate and oversee the development of the Investment Policy and Investments. They will be responsible for the selection of the Financial Advisor. The President and the Dean of the College of Medicine shall be the Ex-Officio Chairpersons. The President shall appoint the Committee Chairperson and the 4 members of this Committee. Non-Alumni or Non-Physician with Professional Financial experience may be appointed as a member of this Committee by the President. The Association's elected Treasurer is automatically one of the 4 members of this committee. The Fund Raising Committee Chair and Auditor are ex-officio members. The Committee Chair(s) and one member shall act as the Investment Custodians for the Association and will oversee and work closely with the Investment Advisor and /or Managers.
- i. Audit Committee - To review the income statement, balance sheet, and income tax return prepared by the Treasurer for the previous year and will present its report to the President, External Auditor, and Executive Committee at least 4 weeks prior to the Association's regular meeting that will coincide with the annual convention and reunion. The Auditor will act as Chairperson and 3 committee members are appointed by the President. The Treasurer is an ex-officio member. (1). External Auditor ó the President or Committee Chairperson shall secure a Professional External Auditor for independent auditing of its annual financial report.
- j. Fund Raising Committee - To develop and execute plans to raise funds for the projects of the Alumni Association. The Chairperson is appointed by the President and 3 Members. All Chapter Presidents and National Treasurers are Ex-Officio members.

Section 6 - The Chairpersons of each Standing Committee shall be appointed by the President.

Each Committee Chair shall be responsible for the achievement of the goals and implementation of the projects approved by the Executive Committee. Each Standing Committee shall submit a yearly written report of activities and accomplishments at the annual business meeting. Members of each committee must be an active Association or Chapter member.

Section 7 - Elected Officers

The elected officers shall be a President, an Executive Vice-President, a President-Elect, a Secretary, a Treasurer and an Auditor. All elected Presidents of each Chapter shall serve as Ex-Officio Vice Presidents of the National Association's Executive Council. All Officers, the Executive Director and other members of the Executive Committee, the Executive Council and members of the Standing Committees shall serve without compensation.

Section. 8 - Duties of the Elected Officers

1. President- shall be the Chief Executive Officer of the Association and shall have general supervision, direction and control of the business affairs of the Association. He shall preside at all meetings of the membership and the Executive Committee and Council. He shall appoint the membership of all standing committees of the Association except the Executive Committee. He shall be ex-officio member of all standing committees and shall have the general powers and duties of management usually vested in the office of the President and shall have such other powers and duties as prescribed by the Executive Committee or its by-laws. He shall sit as a member of the Board of UERMMMC Medical Alumni Foundation, Inc. during his term of duty as President.
2. Executive Vice President- shall in the absence or disability of the President to perform the duties, responsibilities, and exercise the powers of the President and shall perform such duties as the Executive Committee may prescribe. All Chapter Presidents will automatically serve as ex-officio Vice-Presidents of the the Executive Council and they shall relay all information and agenda taken during meetings to his/her local Chapter membership.

3. Secretary- shall keep accurate and complete minutes of all meetings with time and place of meeting whether regular or special, the notice given thereof, the names of those present and the proceedings thereof. He/she shall keep a membership list showing the names and addresses of alumni and coordinate with the Membership and Directory Committee in performing such functions including keeping all data current.
4. Treasurer- shall receive, keep and oversee all the funds of the Association and disburse them only on the check of the Association, signed in the manner authorized by the Executive Committee. He/shall render a financial report at each regular meeting of the Executive Committee and annual convention of the membership. The President, Treasurer, Executive Director and at least 3 elected Officers must be signatories to the MAAA, Inc. Bank Accounts.

The financial report that will be rendered at each regular meeting of the Executive Committee shall consist of the Income Statement, Balance Sheet and Income Tax Return of the previous year. The Treasurer shall also prepare the Annual Budget of the Association based on the previous 2 years Financial Reports of the Association which is to be presented at the regular meeting that will coincide with the annual convention and reunion.

The Treasurer shall submit the annual financial report for auditing and will also file for the Association's yearly income taxes.

5. Auditor shall review income statements, balance sheet(s), and Income Tax Return prepared by the Treasurer for the previous year and must certify to the accuracy of all financial reports prior to Treasurer's Financial Report to the President, the Executive Committee and the External Auditor.

Section 10 of VACANCY

A vacancy in any office shall be referred to the Executive Committee who shall appoint a member to fill the unexpired term, until the next biennial election. Majority vote shall be required.

Article VII. NOMINATIONS AND ELECTIONS

Section 1. The **Nomination Committee** shall consist of three members including the Chairperson. The Chairperson shall be the immediate Past-President. One member from the Executive Board and one from the membership at-large shall be appointed by the President.

The Committee Chair shall accept letter of intent from Executive Committee nominees for President-Elect, Executive Vice-President, Secretary, Treasurer and the Auditor.

Section 2. The **Election Committee** shall consists of three members including the Chairperson. The Chairperson shall be appointed by the current President and shall be from previous Presidents other than the immediate past President. One member from the Executive Council and one from the membership at-large, and shall be appointed by the President.

Section 3. It shall be the duty of the Nominating Committee to receive applications from nominees and to nominate candidates whose consent have been obtained for the offices to be filled at least 30 days prior to the date of the election.

Section 4. Only paid members in good standing are eligible for nominations. Nominees must be duly qualified to hold office in accordance with the provisions of this By-Laws.

Section 5. The candidates for all elective offices shall submit their intent of candidacy no less than 30 days prior to the date of election, to the Chairman of the Nominating Committee via postal or electronic mail. A copy of intent of candidacy shall be mailed (postal or electronic) also to the President and Election Committee Chairman by the aspiring candidate.

Section 6. No nominations shall be accepted from the floor on the day of the election.

Section 7. Voting members of the official biennial elections of officers are limited to Lifetime members and regular members who have paid their current membership dues prior to election date. New members should have paid their membership dues 30 days prior to election.

Section 8. Roster of voting members shall be furnished by the treasurer no less than 48 hours prior to the election. The list shall be submitted to the President and the Chairman of the Election Committee. This roster shall be the official list of voters that shall be used by the Election Committee on the day of the election.

Section 9. The Election Committee shall prepare the ballots with the names of candidates printed no later than 10 days prior to the date of elections. The ballots shall be numbered and checked by the Chairman of the Nominating Committee and attested and signed by the Chairman of the Election Committee.

Section 10. There shall be no voting by proxy. Official Ballots shall be distributed to members in good standing 48 hrs prior to day of election. Members must bring their ballots on Election Day and must sign the election roster on or prior to Election Day.

- Section 11. Elections shall be held from 8:00 a.m. to 10:00 a.m. during the biennial General Meeting. No ballots will be accepted after 10:00 a.m. The Election Committee shall be responsible for counting and verification of votes. Results shall be announced prior at end of General Meeting.
- Section 12. A protest on the proceedings, conduct, and result of the election shall be submitted in writing within 4 hours post-announcement of the official election results to the Chairman of the Election Committee. The written protest shall be submitted to the Executive Committee for final decision before induction commences.
- Section 13. Elected Officers shall be inducted on the night of the election except in the event that an outstanding protest has been submitted to the Election Committee. The special induction to assume office will then be held by no later than September 15 of the subsequent month(s) of the same year or the date designated by the Incoming President but, no more than 90 days past election.
- Section 14. Any elected officer may be removed from office by three-fourths vote of the Executive Committee at any duly called meeting and provided that at such meeting shall first find such officer has not performed his duties in the best interest of the Association, and provided that at such meeting the officer in question shall have been given opportunity to respond upon written notice of at least thirty days to show cause and appeal, why he/she should not be removed from office.
- Section 15. Term of Office. The term of office for elected officers or appointed members of the Executive Board or chairpersons of the Committee shall be for two years.
No Executive Officer shall be elected for more than two consecutive terms in the same office.
- Section 16. The election by mail may be done by lifetime members and members of good standing who continuously pay his/her annual dues for the last five (5) years prior to the election. The request for election by mail must be submitted by postal mail to the Election Committee at least 1 week prior to election. The official ballot must be received by the Election Committee no later than one day before the Election Day, otherwise the ballot will be invalidated.

Article VIII. **MEETINGS AND CONVENTIONS**

Section 1. Regular meetings of the Executive Committee shall be held periodically as designated by the President and the Executive Committee.

Section 2. Regular membership meeting shall be held once a year at a time and place designated by the Executive Committee. At least ninety days notice of the annual meeting must be given to the members.

Business matters, election of officers, induction of officers, reunion and ball shall be the order of the day at the annual convention . The local alumni chapter or the chapter nearest the convention and the Executive Committee shall be considered to organize and co-host the affair.

An active group of alumni without a chapter desirous of co-hosting a convention in their city may submit their written request for consideration to the Convention Commissioner for recommendation to the Executive Committee.

Section 3. Special Meetings shall be called upon by the President and must be called by him/her when requested in writing by at least ten members for such purpose and at such date as may be designated. At least 4 weeks notice of a special meeting must be given to the members.

The Executive Vice-President or any of three members of the Executive Committee could call a special meeting in the event of President's absence, inability or refusal to act on certain matters.

Section 4. A quorum for the Executive Committee meetings shall be three members of the Committee. A quorum for the regular membership meetings shall be fifty members of the Association. A majority is two thirds of the quorum of membership in attendance.

Section 5. Annual Conventions and Reunions:

The National Convention Commission (NCC) will plan and oversee with the co-host chapter/group, all programs and activities of the Annual Convention and Reunion and other Alumni or community social affairs.

a) The NCC shall consist of: the immediate Past-Convention Chairperson(s), the current acting Convention Chairperson (s), the next Convention Chairperson, the President-Elect, the Executive Director, and Treasurer.

The current President of MAAA, Inc. has the right to appoint the NCC Commissioner and Chairperson(s) from the Co-Host Chapter or Group of Alumni. The National Convention Commissioner's term shall be for a 2-Year term, which coincides with the current President's term.

The Annual Convention sites is recommended by the NCC and selected by the Executive Committee and the NCC Commissioner at least 3 Years in advance. Hotel or convention venue must be selected and arranged for at least 2-3 years in advance.

The National Convention Commissioner and the current Convention Chairperson(s) shall negotiate and arrange with the selected venues its hotel rates, room and vendors Agreements for the Annual Convention and Reunion.

The President will act as the Official Representative of the Association with rights to sign Agreement Contracts with the selected hotel and vendors unless otherwise assigned over by the President.

Article IX. **CHAPTER ORGANIZATION**

Section 1. Chapter Organization could be organized. It shall consist of members residing in a geographical location close to each other. Organization of such chapter shall be with the approval of the Executive Committee of the National Organization.

Section 2. A general meeting and election of Chapter Officers may be called for the purpose of discussing a given course of action.

Section 3. Only members residing on the geographical areas defined shall have the right to vote on such meetings unless the matter for discussion involves the general membership of National Association.

Section 4. Matters involving the National Association shall be governed by the National By-Laws and subject to approval by the Executive Committee. The Chapter membership shall abide by the Constitution and By-Laws of the National Association.

Section 5. Chapter By-Laws shall be drafted. The provisions shall be in conformance with the National By-Laws as its Chapter.

Section 6. The Chapter Organization shall maintain regular communication with the National Association.

Section 7. Each Chapter may collect their own chapter membership dues separate from the obligatory National Association membership dues for operational and management purposes in compliance with IRS Rules.

Article X. **PARLIAMENTARY AUTHORITY**

Roberts Rule of Order shall govern the order of business at all meetings of this Association, its Chapters and the Executive Committee except as otherwise provided in these By-Laws or the Executive Committee.

Article XI. **AMENDMENTS**

These By-Laws may be amended at any regular meetings of the Association by a majority vote of members in attendance provided a copy of the proposed amendments shall have been submitted in writing to the members at least 2 days before the called regular meeting.

Article XII. DISSOLUTION

Section 1. In the event of dissolution of this Association, the membership will be notified and approval obtained by two-thirds majority vote, thirty days prior to dissolution.

Section 2. Liabilities will be resolved and funds donated to chosen non-profit and charitable organization(s).

PRESENTED FOR APPROVAL OF THE EXECUTIVE COMMITTEE ON
NOVEMBER 22, 2008 IN BLOOMFIELD, NEW JERSEY.

Flocerfida de Jesus, M.D.
Chairman, By-Laws Committee

Irene I. Manlapaz, M.D.
Ex-Officio Chairman

Members: Ida Tiongco, M.D.
Teresita Lu-Melocoton, M.D.
Zenaida Arrambide, M.D.
Freshnedie Valen, M.D.

Lamberto Tan, M.D.
Ma. Monina P. Kane, M.D.
Carlos Gotardo, M.D.

APPROVED BY A MAJORITY VOTE AT THE EXECUTIVE COUNCIL
MEETING HELD ON NOVEMBER 22, 2008 AT PANDAN ASIAN CUISINE
RESTAURANT, BLOOMFIELD, NEW JERSEY

RATIFIED BY A MAJORITY VOTE AT THE REGULAR MEETING HELD
ON JULY 4, 2009 AT WALDORF=ASTORIA HOTEL IN NEW YORK, NEW
YORK