



## CONSTITUTION AND BYLAWS

### Table of Contents

ARTICLE 1 - NAME OF THE ASSOCIATION AND OFFICES .....	Page 1
Section 1.1	Name of the Association
Section 1.2	Office
Section 1.3	Other Offices
ARTICLE 2 - DECLARATION OF PRINCIPLES .....	Page 1
ARTICLE 3 - MEMBERSHIP .....	Page 2
Section 3.1	Qualification of Membership
Section 3.2	Categories of Membership
Section 3.3	Membership Dues
Section 3.4	Duties and Rights of Members
ARTICLE 4 - MEETINGS .....	Page 3
Section 4.1	Kinds of Meetings
Section 4.2	Scheduling General Membership and Board Meetings
Section 4.3	General Membership Meetings
Section 4.4	Board Meetings
Section 4.5	Special Forums
Section 4.6	Order of Business
Section 4.7	Rules of Order
ARTICLE 5 - OFFICERS AND TERM OF OFFICE .....	Page 4
Section 5.1	Board of Directors
Section 5.2	Election of Officers
Section 5.3	Terms of Office of Elected Officers
Section 5.4	Outgoing Officers and Committee Chairpersons
Section 5.5	Appointed Members of the Board of Directors
ARTICLE 6 - ELECTION OF OFFICERS .....	Page 5
Section 6.1	Date of Election of Officers
Section 6.2	Commission on Elections
ARTICLE 7 - POWERS AND DUTIES OF THE BOARD .....	Page 5
Section 7.1	The President
Section 7.2	The First Vice President

Section 7.3	The Second Vice President	
Section 7.4	The Secretaries	
Section 7.5	The Treasurer	
Section 7.6	The Auditor	
Section 7.7	The Members-at-Large	
Section 7.8	The Newsletter Editor	
Section 7.9	The Appointed Members of the Board of Directors	
ARTICLE 8 - COMMITTEES .....		Page 7
Section 8.1	The Major Committees	
Section 8.2	The Standing Committees	
Section 8.3	The Special Committees	
ARTICLE 9 - COMMISSION ON ELECTIONS .....		Page 8
Section 9.1	Appointment of Commission on Elections	
Section 9.2	Rules and Regulations during Election	
Section 9.2	Submission of Slate of Candidates	
ARTICLE 10 - DISBURSEMENT OF FUNDS .....		Page 9
Section 10.1	Issuance of Checks	
Section 10.2	Basis of Disbursement of Funds	
Section 10.3	Disbursement of Funds Outside of the Budget	
Section 10.4	Exhaustion of Foundation Funds	
Section 10.5	Disbursement of Remaining Foundation Assets in the Event of Foundation Dissolution	
ARTICLE 11 - AMENDMENT OF THE CONSTITUTION AND BYLAWS . . .		Page 10
Section 11.1	Approval of Amendment to the Constitution and Bylaws	
Section 11.2	Proposal for Amendments to the Constitution and Bylaws	
ARTICLE 12 - EFFECTIVITY .....		Page 10

<p align="center"><b>2011 Bylaws Committee</b>  Vladimir Santos, MD – Chairman  Antonio Baluga, MD  Edmundo Estrada, MD  Corazon Gemil, MD  Nicanor Granados, MD</p>
--



U.S.T. MEDICINE CLASS 1967  
FOUNDATION, U.S.A., INC.

**CONSTITUTION AND BY-LAWS**

(As amended on November 22, 2010 and approved on January 19, 2011 and additional amendment made on June 8, 2011 and approved on July 3, 2011 with special exemption)

**ARTICLE 1: NAME OF THE ASSOCIATION AND OFFICES**

Section 1.1 Name of the Association

The name of this association is: U.S.T. MEDICINE CLASS 1967 FOUNDATION U.S.A. INC., hereafter referred to as THE FOUNDATION.

Section 1.2 Office

The Foundation shall have its principal office at 5 Osprey Court, Egg Harbor Township, NJ 08234.

Section 1.3 Other Offices

The Foundation may also have offices at such other places as the President may from time to time determine or the business of the Foundation may require.

**ARTICLE 2: DECLARATION OF PRINCIPLES**

- a. To unite all alumni of the University of Santo Tomas Faculty of Medicine and Surgery, Class of 1967 and to promote harmonious and lasting relationship with the other alumni of the University of Santo Tomas, Faculty of Medicine and Surgery.
- b. To promote and help facilitate continuing medical education among the members of the University of Santo Tomas Faculty of Medicine and Surgery, Class of 1967 and other interested parties.
- c. To cooperate and coordinate with other federal, state and /or local organizations in worthy endeavors, specifically charitable, educational and scientific such as health screening and medical and surgical outreach programs.
- d. To promote good and friendly relations with other Filipino or Filipino-American organizations in the United States.

e. To provide and/or raise funds to help upgrade the Faculty of Medicine and Surgery of the University of Santo Tomas, support its Medical Missions and Charity Hospital, and other charitable organizations or medical missions.

f. Any member of the Foundation can make recommendations along this line to the President and/or to the Board of Directors.

## ARTICLE 3: MEMBERSHIP

### Section 3.1 Qualification of Membership

Any graduate of the University of Santo Tomas Faculty of Medicine and Surgery Class of 1967, or any person who has a special interest in the objectives of the Foundation shall be eligible for membership.

### Section 3.2 Categories of Membership

#### 3.2.1 Individual Membership

Individual members are all members of the Class of 1967 of the University of Santo Tomas Faculty of Medicine and Surgery.

#### 3.2.2 Special Membership

Special members are those individuals other than members of the Class of 1967 of the University of Santo Tomas Faculty of Medicine and Surgery who have a special interest in the objectives of the Foundation.

### Section 3.3 Membership Dues

Membership dues shall be determined by the Board of Directors.

### Section 3.4 Duties and Rights of Members

3.4.1 All Individual Members (members of the Class of 1967 of the University of Santo Tomas Faculty of Medicine and Surgery) have the right:

- a. To vote and to be voted upon in the election of Foundation officers. If unable to attend any meeting in person, any Individual Member can assign a proxy vote to another Individual Member.
- b. To participate in the deliberations in any meeting.
- c. To vote on any matters presented for deliberation in any meeting.
- d. To be entitled to such other rights and privileges bestowed by the Board of Directors of the Foundation or inherent or implied in the Foundation membership.
- e. To participate in activities of the Foundation and enjoy all benefits and advantages resulting therefrom.

3.4.2 Special Members cannot vote, be elected as an officer nor be appointed as a member of the Board of Directors. However, they can participate in the deliberation and discussion of any matter presented to the general membership and be appointed as a member of any committee at the discretion of the corresponding Committee Chairperson. They can also participate in all other activities of the Foundation and enjoy all the benefits and advantages resulting therefrom.

## ARTICLE 4: MEETINGS

### Section 4.1 Kinds of Meetings

The Foundation has the following kinds of meetings: General Membership Meetings, Board Meetings, Committee Meetings and Special Forums.

### Section 4.2 Scheduling General Membership and Board Meetings

General Membership Meetings or Board Meetings may be called by the President at any time or upon a verbal or written request from at least three (3) members of the Board of Directors. Notices including the agenda shall be sent to all concerned by the Secretary of the Foundation not less than one month before the meeting.

### Section 4.3 General Membership Meetings

General Membership Meetings shall be held at least once every two (2) years. The presence of at least 25 members and proxy members shall constitute a quorum.

### Section 4.4 Board Meetings

Board Meetings shall be held at least annually or more frequently at the discretion of the President. Board Meetings can be held via the Internet or by phone and video conferencing. A consensus of opinion can also be obtained through written communications. A simple majority of the Board Members shall constitute a quorum.

### Section 4.5 Special Forums

Special forums can also be called by the President in certain circumstances where a consensus of opinion is needed from the FOUNDATION members or votes from the Board of Directors via the Internet, by phone or video conferencing or via written communication. Participation by at least 25 individual

members or a simple majority of the Board of Directors shall constitute a quorum.

#### Section 4.6 Order of Business

The order of business at all meetings shall be as follows:

1. Call to order
2. Determination of Quorum
3. Reading, correction and approval of the previous minutes
4. Reading of correspondence
5. Reports of Executive Officers
6. Reports of committees
7. Unfinished business
8. New Business
9. Adjournment

#### Section 4.7 Rules of Order

The rules contained in the current Robert's Rules of Order shall govern the proceedings of all meetings, in the absence of specific provisions in the Constitution and By-laws.

### ARTICLE 5: OFFICERS AND TERM OF OFFICE

#### Section 5.1 Board of Directors

The Foundation shall have a BOARD OF DIRECTORS composed of the following: President, 1st Vice President, 2nd Vice President, two (2) Secretaries, Treasurer, Auditor, two Members at Large, a Newsletter Editor, the immediate past President and at least six (6) other appointed Members.

#### Section 5.2 Election of Officers

During the General Membership Meeting, only the President, 1st vice President, 2nd Vice President, two (2) Secretaries, Treasurer, Auditor and two Members at Large shall be elected by members of the Foundation.

#### Section 5.3 Terms of Office of Elected Officers

The elected officers shall hold office for two (2) years, until their successors are elected and their term of office shall immediately commence upon the proclamation of their election by the Commission on Elections and their induction into office. Any member officer may be re-elected for the same position for another term for a maximum of two consecutive terms. Subsequently, any past officer may be elected for a position he/she previously held or any other position as long as the last mentioned stipulation is followed.

#### Section 5.4 Outgoing Officers and Committee Chairpersons

All outgoing Officers, Board Directors and Committee Chairpersons are required to provide assistance to the incoming Officers, Board Directors and Committee Chairpersons to insure smooth transition of office for at least a period of 6 months following the end of their tenure

#### Section 5.5 Appointed Members of the Board of Directors

The President shall appoint 6 Directors from amongst the Foundation membership. The immediate past President shall automatically be a member of the Board with the same tenure as the rest of the Directors. All Directors shall serve a term of two (2) years.

### ARTICLE 6: ELECTION OF OFFICERS

#### Section 6.1 Date of Election of Officers

The election of Officers of this Foundation shall be held every two (2) years on the date determined by the President with the approval of the Board.

#### Section 6.2 Commission on Elections

The election shall be conducted by the Commission on Elections pursuant to Article 9. Immediately after the final results are determined, the Commission on Elections shall proclaim the winning officers who shall thereafter be inducted into office

### ARTICLE 7: POWERS AND DUTIES OF THE BOARD

#### Section 7.1 The President

7.1.1 The PRESIDENT shall serve as the executive head of the Foundation and shall be presiding officer at the General Membership and Board Meetings.

7.1.2 The PRESIDENT shall appoint all Chairpersons of the Standing and Special Committees.

7.1.3 The President shall exercise all such powers inherent in the office of the President.

7.1.4 The PRESIDENT shall not vote on matters brought for decision before the members of the Foundation or the Board of Directors unless it is to break a tie or cause a tie.

## Section 7.2 The First Vice President

The FIRST VICE PRESIDENT shall perform such functions as the title would indicate by general usage as well as those that may be assigned by the President or Board of Directors. He/she shall take the place of the President in his/her absence.

## Section 7.3 The Second Vice President

The SECOND VICE PRESIDENT shall help the first Vice President in the performance of his/her duties, as well as those that may be assigned by the President or Board of Directors. He/she shall take the place of the 1st Vice President in his/her absence.

## Section 7.4 The Secretaries

7.4.1 The RECORDING SECRETARY shall keep minutes of all meetings of the Foundation and shall be the custodian of the records of the Foundation.

7.4.2 The CORRESPONDING SECRETARY shall conduct the correspondence of the Foundation, issue notices of meetings, keep the roll of all members and discharge such duties as may be assigned to him/her by the President or Board of Directors.

## Section 7.5 The Treasurer

The TREASURER shall be responsible for the safeguarding of all funds and property of the Foundation and the proper disbursement of the funds. Such funds shall be kept on deposit in financial institutions approved by the Board of Directors, which may be withdrawn only upon checks signed by the Treasurer with the authorization of the President or in his/her absence, by either one of the Vice Presidents. The TREASURER shall likewise be responsible for filing the required annual state and federal financial reports.

## Section 7.6 The Auditor

The AUDITOR shall be charged with the primary duty of auditing all funds and property of the Foundation as well as disbursements thereof on a semi-annual basis. The Auditor will submit a financial statement duly signed by the Treasurer to the Board of Directors based on this audit. The Auditor may be assigned by the President and/or the Board of Directors to perform other duties and functions pertinent to his/her office.

## Section 7.7 The Members at Large

The two MEMBERS AT LARGE shall perform liaison duties between the Board of Directors and the members of the Foundation as well as with other alumni groups of the University of SantoTomas Faculty of Medicine and Surgery and such other duties and functions that the President and/or the Board of Directors may assign.

#### Section 7.8 The Newsletter Editor

The NEWSLETTER EDITOR who shall be appointed by the President, is responsible for dissemination of information both within and outside of the Foundation regarding the Foundation and its activities by way of correspondences, press releases, e-mails, ads or announcements and shall be in charge of the publication of the newsletter of the Foundation.

#### Section 7.9 The Appointed Members of the Board of Directors

The appointed members of the BOARD OF DIRECTORS shall participate in the deliberations of the Board in cooperation with the elected Officers. Any Director may be assigned by the President to perform such other duties and functions for the good of the Foundation.

### ARTICLE 8: COMMITTEES

#### Section 8.1 The Major Committees

- 8.1.1 The Foundation shall have two (2) major types of committees:
  - a. Standing Committees and
  - b. Special Committees.
- 8.1.2 The Chairperson of each individual committee shall be appointed by the President.
- 8.1.3 Each Committee Chairperson shall appoint at least two (2) members to his/her assigned Committee.

#### Section 8.2 Standing Committees

The Standing Committees are those which handle a specific part of the regular on-going work of the Foundation. Each Standing Committee will have a tenure of two (2) years. The following are the Standing Committees:

- 8.2.1 The MEMBERSHIP COMMITTEE shall conduct a regular registration drive annually to update and maintain the optimum number of members. It shall be in charge of forming a sub-committee to be called Awards

Committee. The Awards Committee shall be charged with establishing criteria in selecting deserving members of the Foundation to receive awards of merit of distinction or whatever the committee will designate. The Membership committee shall coordinate its activities with the Secretaries of the Foundation.

- 8.2.2 The FINANCE COMMITTEE, at the beginning of each term and with the President's agreement, will submit to the Board the budget for the next 2 years together with the sources of funds and proposals of ways and means to secure them. This committee shall coordinate its activities with the Treasurer of the Foundation.
- 8.2.3 The PUBLIC INFORMATION COMMITTEE shall be in charge of planning and publishing programs, sending fliers, and posting notices, streamers, car stickers and other medium which will convey the image of solidarity among members of the Foundation. This committee shall submit to the Board proposals of activities for approval and shall coordinate with the Members at Large of the Foundation all activities related thereto.
- 8.2.4 The LEGAL AFFAIRS COMMITTEE shall be in charge of preparing necessary documents for the Foundation, in consultation with the Board. Members shall be familiar with the state and federal law in relation to the activities of the Foundation.

### Section 3 Special Committees

All other committees not mentioned above shall be called SPECIAL COMMITTEES. SPECIAL COMMITTEES are formed by the President or the Board of Directors when necessary and shall be dissolved when the tasks assigned are done.

## ARTICLE 9: COMMISSION ON ELECTIONS

### Section 9.1 Appointment of Commission on Elections

- 9.1.2 The President shall appoint the Chairperson and two (2) members of the Commission on Elections at least one hundred and eighty (180) days before the next election.
- 9.1.2 The Commission on Elections has exclusive charge of the election of officers of the Foundation.

### Section 9.2 Rules and Regulations during Election

The Commission on Elections shall adopt its own rules and regulations relative to the conduct of the election.

### Section 9.3 Submission of Slate of Candidates

The Commission on Elections shall submit a slate of candidates for the next election at least thirty (30) days before the said election.

## ARTICLE 10: DISBURSEMENT OF FUNDS

### Section 10.1 Issuance of Checks

Disbursement of Foundation funds can be done through the issuance of checks signed by the Treasurer with the authorization of the President or in his/her absence, by either one of the Vice Presidents.

### Section 10.2 Basis of Disbursement of Funds

Disbursements of funds will be based primarily on the budget as approved by the Board of Directors.

### Section 10.3 Disbursement of Funds Outside of the Budget

The President or in his/her absence, either one of the Vice Presidents may direct the Treasurer to disburse funds outside of the approved budget without a separate approval of the Board of Directors as long as the amount being disbursed is less than \$1000. The issuance of any check for \$1000 or more will need a separate approval of the Board of Directors.

### Section 10.4 Exhaustion of Foundation Funds

The Board is authorized to set an annual budget that will include the annual expenses of the Foundation as well as the expected sources of income to the Foundation. Should unexpected expense over the budget occur in any given year, money will be raised that year from the membership to correct the deficit rather than tapping Foundation funds to serve as a deterrent to its exhaustion.

### Section 10.5 Disposition of Remaining Foundation Assets in the Event of Foundation Dissolution

Because the Foundation is a 501(c)(3) entity (federal tax-free and non-profit organization), in the event it is forced to dissolve as an entity for various reasons including inability to maintain membership because of aging, illness and death of the majority of its members, any assets left can not inure to the benefit of a

private person. The legal beneficiary of any remaining assets will be the University of Santo Tomas Medical Alumni in America (USTMAAA).

## ARTICLE 11: AMENDMENT OF THE CONSTITUTION AND BYLAWS

### Section 11.1 Approval of Amendment to the Constitution and Bylaws

This Constitution and By-Laws may be amended upon approval by at least two-thirds (2/3) of the members present at a General Membership or Special meeting provided one (1) month notice is given of the intended action.

### Section 11.2 Proposal for Amendments to the Constitution and Bylaws

Amendments to the Constitution and Bylaws may be proposed by any member, discussed, and then voted upon during any General Membership meeting of the Foundation.

## ARTICLE 12: EFFECTIVITY

This Constitution and By-Laws shall take effect immediately upon approval by a simple majority of the members during a general membership meeting.

DATE APPROVED: July 3, 2011.