

CONSTITUTION AND BY LAWS OF THE
PHILIPPINE MEDICAL SOCIETY OF FLORIDA, INC.
EAST COAST CHAPTER

PREAMBLE

Whereas, the Philippine Medical Society of Florida, Inc., East Coast Chapter, is a non-profit organization under the laws of the State of Florida and functioning within the meaning of the section 501©3 of the Internal Revenue Code of 1986 or corresponding provisions of any future United States Internal Revenue Law, and

Whereas, the purposes for which the Philippine Medical Society of Florida, Inc., East Coast Chapter is organized are for charitable endeavors and community service, promotion of leadership and the medical education of the members,

Therefore, all registered members of the organization hereby organize themselves into a medical society governed by these laws.

ARTICLE I: NAME AND ADDRESS

The organization shall be known as Philippine Medical Society of Florida Inc., East Coast Chapter, thereunto referred as PMSF or the Society or the Organization. The Society's principal place of business is 6817 Southpoint Parkway, Suite 1604, Jacksonville, Florida, 32216-6298.

ARTICLE II: MEMBERSHIP

- A. Qualifications: Any physician or allied health professional of good moral character may apply for membership.
- B. Membership process: Upon invitation by an active member, an applicant shall file an application form with the Membership Committee which will recommend to the Executive Committee for approval. Acceptance by the applicant constitute pledge to abide by the provisions of the Constitution, By-Laws, Rules and Regulations and other promulgations of the society.
- C. Membership Classification:
 - 1. Active Members – Physicians who engage in the practice of medicine or previously active members and have met the requirements of Article II-A, B, and retired physicians who pays 50% of the annual dues.
 - 2. Associate Members – Non-dues paying retired physicians, medical residents and allied medical professionals and have met the requirements of Article II-A, B.

3. Honorary Members – Individuals with distinct qualifications and extraordinary contributions to the society and approved by the Executive Committee.
- D. Rights and Privileges:
1. Active members shall be able to attend all meetings, vote and participate in the proceedings and shall be eligible to hold office. Active members shall be able to elect the members of the Board and ratify the Constitution and By-Laws.
 2. Associate and Honorary members shall be able to attend meetings and activities but may not be able to vote.

ARTICLE III: OFFICERS

- A. Qualifications: All candidates to be elected or appointed shall possess the following:
 1. He or she must be an active member.
 2. He or she must be a member of good standing.
 3. He or she must be of good moral character with leadership traits.
 4. He or she must be able and willing to serve.
- B. Composition: The officers of the society shall consist of the Board of Directors and Executive Committee. The Executive Committee shall consist of the President, Vice President, Secretary, Treasurer, and Auditor. The Board of Directors shall consist of five(5) members elected by the active members. The Chairperson shall be elected by the members of the Board.
- C. Duties of the Board of Directors:
 1. Shall be the governing and policy making body.
 2. Shall set the mission statement and goals.
 3. Shall appoint the Executive Committee.
 4. Establish budgets, review management records, approve significant transactions.
 5. Shall set up controls and procedures and membership dues.
 6. Shall handle lawsuits and manage the media.
 7. Shall adopt resolution for the compliance with the Section 501©3 of the Internal Revenue Code of 1986 or corresponding section of any future Federal, State or local government.
 8. Shall investigate any member or officer who violates any of the provisions of the Constitution and By-Laws, Rules and Regulations and act accordingly.
 9. The chairperson of the Board shall preside over Board meetings and act as presiding officer of the Nominating and Election Committee.

10. The chairperson of the Board is a signatory to the disbursement of funds.

D. Duties of the Executive Committee:

1. President – Shall be the Chief Executive officer with the primary duty of implementing the policies and procedures set forth by the Board of Directors.

Shall be in charge of all things necessary for the governance and operation of the Society.

Shall preside over all executive and general assembly meetings.

Shall be in charge of signing approved disbursements of funds and communications.

Shall be the Compliance Officer.

Shall be signatory to disbursement of funds.

2. Vice President – Shall have the primary function of taking over and performing the duties of the President during his/her absence.

Shall assist the President in all undertakings and functions.

3. Secretary – Shall have the responsibility of keeping the minutes of all meetings and proceedings and to present them for approval.

Shall check and declare a quorum in all meetings.

Shall be responsible for disseminating letters, notices and other information.

Shall update the Members Directory.

Shall be the Historian and Custodian of the records.

4. Treasurer – Shall collect and receive all dues from the members as well as all other payments accruing to the Society and make deposits to properly approved accounts.

Shall be a signatory to disbursement of funds.

Shall be the custodian of all properties, assets and funds of the Society.

Shall provide financial reports.

Shall submit himself or herself to financial audit.

5. Auditor – Shall authenticate the Treasurer's report.

Shall see to it that all funds and properties are in order.

- E. Term of office: All officers shall serve for 2-year term beginning January 1st following the election and ending December 31st on the 2nd year.

- F. Committees: The President shall appoint all Committee Chairperson. The Chairpersons shall appoint their own members subject to confirmation by the President.

1. Membership Committee – Shall be responsible in recruiting new members and assisting in the application and approval process.
2. Committee on Continuing Medical Education – Shall arrange and coordinate meetings and seminars for the continuing medical education of the members.

3. By-Laws Committee – Shall be responsible for recommending changes, amendments to the Constitution and By-Laws and for the approval by the Board of Directors and ratification by the General Assembly.
 4. Medical Mission and Community Service Committee – Shall engage in medical care programs for the underprivileged patients of the community and abroad.
 5. Financial and Budget Committee – Shall present the annual budget and investment strategies for approval by the Board of Directors.
 6. Ad Hoc Committee – The President shall create or abolish ad hoc committees to accomplish specific functions or goals as situations arise.
- G. Parliamentarian – He or she will be appointed by the President to act as advisor to the President or Presiding Officer on all the meetings in respect to matters of parliamentary procedures.

ARTICLE IV: ELECTIONS

- A. Nominating Committee – The Board of Directors shall convene as the Nominating Committee at least sixty(60) days prior to the election. The Chairperson of the Board shall act as Presiding Officer. The Committee shall accept, vet the candidates and certify that the nominees will serve if elected. The Nominating Committee’s report shall be published to the membership at least thirty(30) days prior to election.
- B. Nomination by Petition – An active member shall have the right to nominate one or more candidates with a written approval by each nominee to serve if elected. The names of the nominees shall be included in the Nominating Committee’s report. No nominations from the floor are allowed.
- C. Conduct of Election – The Board of Directors shall convene as the Election Committee with the Chairperson as the Presiding Officer. They shall determine the manner in which the election shall be conducted. The Committee shall be responsible for counting the ballots and reporting the results to the membership.
- D. Voting – Any active member may vote by secret ballot, by acclamation or electronically as decided by the Election Committee. The Presiding Officer shall not be able to vote unless to break a deadlock. Early or absentee voting shall be determined by the Committee.
- E. Campaigning – Under no circumstances shall the society’s assets or goodwill, including but not limited to the stationary and logo, be used for election campaign purposes.

ARTICLE V: MEETINGS

- A. General meetings shall be held quarterly while special meetings shall be called by the President as the need arises.
- B. Board meetings shall be held as determined by the Chairperson.
- C. Quorum – Majority of Officers (50% plus 1) shall constitute a quorum in any officers meeting. Twenty five percent (25%) of active members are considered the majority and is required to conduct business, elect members of the Board of Directors, and approve amendments of the Constitution and By-Laws.
- D. Rules and Procedures – The current edition of Robert’s Rules of Order shall govern this society in parliamentary procedures that are not provided by the Constitution and By-Laws or Rules and regulations.

ARTICLE VI: FUNDS AND DISBURSEMENTS

- A. All funds accruing to the Society shall be deposited by the Treasurer to an account in the name of the Society. All disbursements shall be approved by the Board of Directors. Checks shall be signed by two of the following: Chairperson of the Board of Directors, President and Treasurer.
- B. General Funds – Shall cover the operating expenses of the Society and shall be provided by the annual per capita dues from each member, continuing medical education related revenues, advertising revenues from publications and exhibits and investments of the reserved funds.
- C. Emergency Funds – Shall be set aside from the General Funds by the Budget Committee and approved by the Board of Directors.
- D. Medical Mission and Community Service Funds – A PMSF Medical Mission Fund shall be established and deposited in a separate account from the General Funds in the name of the Society. The funds are provided by donations and fundraising solely for these purposes. The checks shall be signed by two(2) of the following officers: Chairperson of the Board of Directors, President and the Treasurer.
- E. Future Projects – Shall be funded by raising funds specifically for each project.
- F. Transfer of funds – Shall be approved by the Board of Directors.
- G. Tax Exempt Status:
The Society shall be exempt from the Federal Income Tax under Section 501 (a) of the Internal Revenue Code as an organization described in Section 501(c)3 effective October 27, 1995. Notwithstanding any other provisions of these articles, this organization shall not carry on any business not permitted by an organization exempt from Federal Income Tax under section 501(c) of the Internal Revenue Code of 1986 or corresponding provision of any future United States Internal Revenue Code.

ARTICLE VII: AMENDMENTS TO THE CONSTITUTION AND BY-LAWS

- A. Any provision of any section in the Constitution and By-Laws may be amended in any meeting. Any three(3) active members may, propose amendments to the By-Laws Committee. The By-Laws Committee shall review and present the proposed amendments to the Board of Directors prior to ratification by the membership. The Board of Directors shall determine the need to review the Constitution and By-Laws.
- B. The Constitution and By-Laws shall become effective as soon as approved.

ARTICLE VIII: RULES AND REGULATIONS

- A. The Rules and Regulations shall implement the principles laid out in the Constitution and By-Laws as well as the following:
 - 1. Annual dues for Active and Associate members shall be determined by the Board of Directors. These dues shall be payable on January 1st of each year. Any member who fails to pay his/her annual dues by April 1st or fails to pay any assessments and fees when due, shall be given notice by the Secretary that his her membership will be terminated 30 days thereafter unless all delinquent dues, assessments and fees are paid within that period. Dues paid after April 1st may be subject to late fee penalty as determined by the Board of Directors. A member suspended for non-payment of dues shall be reinstated to his/her membership upon payment of dues, assessments or fees. Any member who tenders his/her resignation from the Society at anytime after he/she was officially accepted a member, shall not receive any refund of dues.
 - 2. The Board of Directors shall investigate any charges against any member of the Society as soon as the Board receives the written charges or complaint. Any member or officer who is guilty of violating any of the provisions of the Articles of Incorporation and By-Laws, Rules and Regulations, shall be liable to counsel, probation, suspension or expulsion. Counsel, censure or probation shall require a majority vote by ballot of the Board of Directors. Suspension and expulsion shall require a majority vote by ballot of the active members. Any member suspended for a definite time shall be reinstated to full prior status at the expiration of this period. Any member expelled from the Society for any cause shall be eligible for membership one year from the date of expulsion on the same terms and in like manner as an original applicant. Confidentiality shall be maintained until such time as the Board of Directors has found probable cause for guilt and is ready to be presented to the active members for a decision.

3. The Committees shall convene their own meeting and members are notified for the meeting two weeks in advance unless otherwise specified by the Chairperson of the committee. Committee reports shall be handed to the Secretary for record keeping.
4. Quarterly meetings shall be held with two weeks notification to the members and such notice shall have the agenda, time and place of the meeting. Emergency meetings shall be called by the President with confirmation by the Board of Directors as deemed necessary and with due notification.
5. The Society shall have the right of ownership of the assets and goodwill which include but not limited to stationary, logo, insignia, mailing and telephone directory, records, minutes of meetings, and any recording of meetings. Under no circumstances shall these properties be sold, profited of, distributed, or used by members and others without the permission by the Board of Directors.
6. Reimbursement or expenditures of the Society shall be accompanied by proper proof or receipts.
7. The Society shall utilize merchant's and consumers credit in the conduct of business as necessary.
8. Members inviting guests in addition to their spouse or partner shall be charged the cost of the dinner, unless they are potential members then they are free of charge but with prior approval by the Membership Committee Chairperson.
9. Elected and appointed officers who fail to attend a minimum of 50% of Committee and Board meetings shall be subject for removal. Excused absence requires due notification.
10. Grievances and complaints shall be acted upon by the Board of Directors upon receipt of a written complaint.
11. Special elections shall be held in cases of sudden vacancy of office with a thirty (30) day notification called by the President as soon as necessary.
12. Emergency fund shall not exceed more than one thousand (\$1,000.00) dollars per year.

ARTICLE IX: CODE OF ETHICS

- A. The principles as set forth in the Code of Ethics of the Florida Medical Association shall be adopted and shall govern the conduct of the members as interpreted by the Board of Directors.

ARTICLE X: DISSOLUTION AND TERMINATION

- A. Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501©3 of

- the Internal Revenue Code of 1986 or corresponding section of any future Federal, State, or local government for public purpose.
- B. Any such assets not so disposed shall be decided by a court of competent jurisdiction in Duval County.

APPROVED BY THE BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE

SIGNED BY:

Chairperson of the Board of Directors
Date:

President
Date: