



**PAMAG CONSTITUTION & BYLAWS**  
**Philippine American Medical Association of Georgia (PAMAG)**

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**Preamble:**

We the Philippine American physicians in Georgia, acknowledging the providence of Almighty God and recognizing the need to form a strong union to strengthen the bonds that hold us together, and desiring to contribute significantly to Georgia USA and to the Philippines, do hereby promulgate these Constitution & Bylaws of the Philippine American Medical Association of Georgia (PAMAG).

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### **Article I. Name of Organization and Lawful Status**

Section 1. This organization is known officially as the PHILIPPINE AMERICAN MEDICAL ASSOCIATION OF GEORGIA. It also is known as PAMAG.

Section 2. PAMAG shall be a nonsectarian, nonpartisan, nonprofit, and non-stock organization.

Section 3. PAMAG shall observe all local, provincial/ state, and national laws.

### **Article II. Definition of Terms**

PAMAG Member – a member of the PAMAG General Membership.

PAMAG Board Member – one of the 13 members of the PAMAG Board of Directors composed of eight (8) Officer Board Members elected by the PAMAG General Membership and five (5) Non-Officer Board Members appointed by the PAMAG President. Both types can simply be referred to as Board Members.

PAMAG Officer Board Member – a PAMAG Board Member who is also an Officer.

PAMAG Board – the shortened name of the PAMAG Board of Directors.

PAMAG Executive Committee – Chaired by the PAMAG President, with the VP/ President-Elect, Treasurer, Secretary, and Immediate Past President as committee members, it acts for and on behalf of the PAMAG Board when the Board is not in session or in case of an emergency or when authorized by the Board to complete tasks or make decisions when not completed or not decided upon by the PAMAG Board but is accountable to the PAMAG Board for its actions.

### **Article III. PAMAG Aims & Purposes**

Section 1. PAMAG fosters an awareness of the presence of Philippine American physicians in Georgia.

Section 2. PAMAG promotes the high level of medical competence of its members and helps raise it through the development of continuing medical education programs.

Section 3. PAMAG enhances the involvement of its members in health and other civic matters in their particular communities.

Section 4. PAMAG encourages greater knowledge of the history, geography, culture, and continuing progress of Georgia.

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### **Article III. PAMAG Aims & Purposes (Continued)**

Section 5. PAMAG helps contribute to the presentation and enjoyment of Philippine American culture in Georgia.

Section 6. PAMAG undertakes medical/ surgical missions in Georgia and in the Philippines to assist the most indigent of indigents in attaining better health.

Section 7. PAMAG shall establish college scholarship and education programs in Georgia and in the Philippines to help the most needy but deserving students improve themselves and through them, improve their families.

### **Article IV. PAMAG Members & PAMAG General Membership**

Section 1. PAMAG Members are those who are dues-paid and/ or assessment-paid (if any) Philippine American or other American physicians in Georgia USA or from other States. PAMAG Members are members of the PAMAG General Membership. Membership dues shall be payable on an annual basis in the amount set by the PAMAG Board.

Section 2. PAMAG Members from other States USA enjoy all the rights, privileges, and responsibilities of PAMAG membership such as being elected as PAMAG Officers and being appointed Chairmen of committees, with the exception that they cannot be nominated or elected to the positions of PAMAG President and VP/ President-Elect. These two Officer positions are reserved for PAMAG Members in Georgia USA.

Section 3. PAMAG Life Members are qualified as those who are at least sixty two (62) years of age and must have been PAMAG Members for at least ten (10) years. They are members of the PAMAG General Membership. After they meet the qualifications for Life membership, as determined by the PAMAG Secretary and the PAMAG Treasurer, they shall pay one lump sum in the amount set by the PAMAG Board.

Section 4. Other categories of PAMAG membership and corresponding fees (if any) shall be created by PAMAG Board action.

Section 5. PAMAG membership may be terminated by:

- a) Written resignation by a PAMAG Member;
- b) Failure to pay annual dues after ninety (90) days from the dates dues are payable; or
- c) Two-thirds (2/3) vote of the PAMAG Board without cause or with cause, including, but not limited to, conduct unbecoming of a PAMAG Member, breach of the BYLAWS, or actions prejudicial to the aims or refute of PAMAG.

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### **Article IV. PAMAG Members & PAMAG General Membership (Continued)**

Section 6. The PAMAG General Membership generally authorizes the PAMAG Board to complete tasks or make decisions when it had not completed them or decided upon them during the Annual General Membership meeting. It shall authorize a vote by PAMAG Members and Life Members via email and via mail for those without email on matters that require such vote by the General Membership.

Section 7. All Amendments to these PAMAG Constitution & Bylaws approved by two-thirds (2/3) of the PAMAG Board shall take effect only after approval by majority vote of the PAMAG General Membership.

### **Article V. PAMAG Board**

Section 1. The PAMAG Board shall be composed of thirteen (13) Board Members. The PAMAG Board acts as a “collective singular” expressed by majority vote. Every Board Member must abide by Board actions. Eight (8) are Officer Board Members elected by the PAMAG General Membership during the Annual meeting and five (5) are Non-Officer Board Members appointed by the PAMAG President. It is understood that the President-Elect automatically becomes President when his/ her tenure ends as President-Elect and the President automatically becomes the Immediate Past President when his/ her tenure ends as President. A slate of nominees shall be presented by the PAMAG Nominating Committee to the PAMAG General Membership for a vote. One-third (1/3) of the PAMAG General Membership constitutes a quorum.

Section 2. The PAMAG Board is in charge of every aspect of the affairs of PAMAG and no Board Member shall proceed without prior Board authorization beyond those specifically authorized in the PAMAG Constitution & Bylaws for officers’ duties, activities and prerogatives. The Board shall establish rules, regulations, policies and practices concerning funds, contracts, banking, deposits, checks, drafts, gifts, properties and assets, and any other matter that concerns PAMAG.

Section 3. Each PAMAG Board Member shall serve a two (2) year term until a successor has been chosen.

Section 4. a) Regular Board meetings shall be held at least twice a year. Written notice – email is acceptable – shall be sent by the PAMAG Secretary at least four (4) weeks before the meeting, specifying the date, time, and place and the Agenda.

b) Special meetings may be called by the PAMAG President or by one-third (1/3) of the PAMAG Board for significant and specific purposes. Written notice – email is acceptable – shall be sent by the PAMAG Secretary at least two (2) weeks before such meeting, specifying the date, time, and place and the Agenda.

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### **Article V. PAMAG Board (Continued)**

Section 5. One-third (1/3) of the number of PAMAG Board Members constitutes a quorum. Resolutions, decisions or actions are passed by simple majority. Where appropriate, PAMAG Board Members may vote via telephone conference call or other electronic media communication, including, but not limited to, email. Additionally, PAMAG Board Members may vote without such meeting provided each one signs a written "Consent to Action in Lieu of a Meeting" or writes an email to that effect.

Section 6. A PAMAG Board Member may be removed with or without cause at any time by a two-thirds (2/3) vote of the PAMAG Board Members at a meeting specifically called for the purpose.

Section 7. In between meetings, a vacancy in the PAMAG Board is filled by majority vote of the PAMAG Board Members.

Section 8. The PAMAG Board at its discretion may employ an Executive Secretary and other employees and shall fix the salary and other considerations of employment.

Section 9. The PAMAG Board at its discretion may appoint a Legal Counsel.

Section 10. The PAMAG Board may designate a P.O. Box or equivalent in Georgia as its principal mailing address.

Section 11. PAMAG Board Members shall not have any personal liability to the Corporation or to Board Members for any monetary damages for breach of duty or other duty as a Board Member, as provided for in the PAMAG Constitution & Bylaws or in the Certificate of Incorporation.

### **Article VI. PAMAG Advisory Group**

The PAMAG Advisory Group is composed of all Past PAMAG Presidents. They serve as advisors to the PAMAG President and to the PAMAG Board. They may be appointed as Chairmen of Committees and shall perform such other duties as may be assigned by the PAMAG President or by the PAMAG Board. They may attend all PAMAG Board meetings and participate in the proceedings. However, they cannot vote.

### **Article VII. PAMAG Auxiliary**

The PAMAG Auxiliary is a support system of PAMAG. As such, it is in accord with the Aims and Purposes of PAMAG. It marshals all the capabilities of its members toward the advancement of PAMAG. The PAMAG Auxiliary holds fund raising activities, solidly

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### **Article VII. PAMAG Auxiliary**

participates in the PAMAG Local Arrangements Committee, and acts as the staff during PAMAG scientific conferences, sporting events, hospitality/ fellowship functions, and dinner dances. The PAMAG Auxiliary may suggest ideas and strategies that make PAMAG stronger and more effective as an organization.

### **Article VIII. PAMAG Officers**

Section 1. The PAMAG Officers shall consist of the President, the VP/ President-Elect, the Treasurer, the Secretary, the Public Relations Officer, the Auditor, the Parliamentarian, and the Immediate Past President. Other than the President and the Immediate Past President who shall automatically succeed to these positions when their tenure as President-Elect and President respectively end, the PAMAG Officers shall be elected by the PAMAG General Membership during the Annual General Membership meeting. A slate of nominees shall be presented by the PAMAG Nominating Committee to the General Membership for a vote.

Section 2. The PAMAG President is the Chief Executive Officer of PAMAG and is in charge of managing and superintending the affairs of PAMAG subject only to the will and direction of the PAMAG Board. The PAMAG President is the Chairman of the PAMAG Executive Committee. The President shall:

- a) Preside at all PAMAG General Membership and Board meetings;
- b) Sign all documents pertaining to the business of PAMAG;
- c) Attest to the minutes of all meetings;
- d) Present a report of activities of PAMAG for the preceding year during the Annual Meeting;
- d) Sign all deeds, mortgages, bonds, contracts, or other instruments which the PAMAG Board had authorized;
- e) Form committees and disband such committees upon completion of functions.
- f) Perform all other duties pertinent to the Office of PAMAG President and such other duties as may be prescribed by the PAMAG Board.

Section 3. The PAMAG VP/ President-Elect shall perform the duties of the PAMAG President in the event of the President's absence. The VP/ President-Elect is the Chairman of the Membership Committee. Increasing the numbers of PAMAG Members belongs to this Office. The PAMAG VP/ President-Elect shall also perform all other duties as prescribed by the PAMAG President or by the PAMAG Board.

Section 4. The PAMAG Treasurer shall:

- a) Be the custodian of all the funds of PAMAG and chairs the Budget Committee;
- b) Accept all funds and issues receipts as appropriate;
- c) Deposit promptly all funds received;

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### **PAMAG Officers (Continued)**

- d) Send membership dues statements at least twice and collect membership dues;
- e) Disburse payments for obligations upon PAMAG Board authorization;
- f) Prepare financial statements of receipts and expenditures during PAMAG Board and General Membership meetings; and
- g) Perform all other duties pertinent to the Office of PAMAG Treasurer, including, but not limited to, the filing of appropriate tax returns and renewals of nonprofit papers and other requirements and such other duties as may be assigned by the PAMAG President or by the PAMAG Board. The Treasurer shall make financial books reasonably available at all times to the President and to the PAMAG Board.

#### Section 5. The PAMAG Secretary shall:

- a) Keep minutes of all PAMAG General Membership meetings, all PAMAG Board meetings, and all PAMAG Executive Committee meetings;
- b) Ensure that all notices of meetings are duly given in accordance with the provisions of these BYLAWS;
- c) Act as custodian of all PAMAG RECORDS, inventory of equipment and furnishings, and lists and deeds of all real property of PAMAG;
- d) Act as the custodian of the PAMAG seal, if any, and ensure that said seal is affixed to all documents where needed;
- e) Keep a register of the mailing address, email address, and telephone number of each PAMAG Member; and
- f) Perform all other duties pertinent to the Office of PAMAG Secretary and such other duties as may be assigned by the PAMAG President or by the PAMAG Board. The PAMAG Secretary shall be reasonably available at all times to the PAMAG President and to the PAMAG Board.

#### Section 6. The PAMAG Public Relations Officer (PRO) is responsible for communicating to PAMAG Members and the general public regarding the activities and programs of PAMAG. The PRO is the Chairman of the Cultural Involvement Committee, which shall help contribute to the presentation and enjoyment of Philippine American culture in Georgia. The PAMAG PRO shall:

- a) Act as editor and publisher of publications;
- b) Issue news releases to newspapers, magazines, etc;
- c). Perform all other duties pertinent to the Office of PAMAG PRO and such other duties as may be assigned by the PAMAG President or by the PAMAG Board.

#### Section 7. The PAMAG Auditor is responsible for examining and checking accounts, claims, etc. by comparing the charges with the vouchers, by examining witnesses as necessary, and reporting the result annually by early January. The PAMAG Auditor shall perform all other duties pertinent to the Office of PAMAG Auditor and such other duties as may be assigned by the President or by the PAMAG Board.



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### **Article VIII. PAMAG Officers (Continued)**

Section 8. The PAMAG Parliamentarian interprets and makes rulings on parliamentary procedure situations and calls the attention of the presiding officer as to omissions, deviations, or arbitrary actions in procedure as set by the PAMAG Bylaws or Robert's Rules of Order, Newly Revised. The PAMAG Parliamentarian ensures that copies of PAMAG Bylaws and Robert's Rules of Order are readily available for quick reference at meetings. The Parliamentarian is the Chairman of the Constitution & Bylaws Committee.

Section 9. The PAMAG Immediate Past President (IPP) serves as an Officer Board Member of the 13-member PAMAG Board and shall attend all PAMAG Board meetings and all PAMAG Executive Committee meetings. The IPP is the Chairman of the Community Involvement Committee, which promotes the involvement of PAMAG Members in health and other civic matters in their particular communities.

### **Article IX. PAMAG Committees & Chairmen**

Section 1. Other than the Committees specifically assigned to PAMAG Officers by these Bylaws, namely, Executive, Membership, Budget, Cultural Involvement, Constitution & Bylaws, and Community Involvement, the PAMAG President appoints the Chairmen of all committees, creates additional committees, as necessary, and disbands committees when their functions are completed.

Section 2. The Chairmen of the following five (5) Committees are Non-Officer Board Members: PAMAG CME, PAMAG Medical Mission, PAMAG College Scholarship & Education, PAMAG Local Arrangements, and PAMAG Nominating.

Each Chairman as soon as possible shall submit a fiscally responsible written budget of their committee to the PAMAG President for consideration by the PAMAG Budget Committee and for final approval by the PAMAG Board. All requests for reimbursement from the PAMAG Treasurer shall be accompanied by the proper invoices or receipts.

Section 3. The PAMAG Executive Committee is chaired by the President. Members are the VP/ President-Elect, the Treasurer, the Secretary, and the Immediate Past President. This committee shall act for and on behalf of the PAMAG Board when the Board is not in session or in case of an emergency or when authorized by the Board to complete tasks or to make decisions when not completed or not decided upon by the Board but is accountable to the PAMAG Board for its actions.

Section 4. The PAMAG Membership Committee is chaired by the VP/ President-Elect. Members are: the Treasurer, the Public Relations Officer, and five (5) PAMAG Members. This committee is designed to effectively retain PAMAG Members and recruit additional

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### **Article IX. PAMAG Committees & Chairmen (Continued)**

Philippine American and other American physicians in Georgia USA and from other States to PAMAG membership, including, but not limited to, second and succeeding generation physicians.

Section 5. The PAMAG Budget Committee is chaired by the Treasurer. Members are: the President and the VP/ President-Elect. This committee shall present the budget for the coming year to the PAMAG Board for approval. The PAMAG Board may amend the budget by majority vote.

Section 6. The Chairman of the PAMAG CME (Continuing Medical Education) Committee is appointed by the President. Members are: the PAMAG Secretary and three (3) PAMAG Members. This committee serves to provide great speakers and to obtain the proper CME certification for PAMAG scientific conferences.

Section 7. The Chairman of the PAMAG Medical Mission Committee is appointed by the President. Members are: the PAMAG President, the VP/ President-Elect, the Secretary, and five (5) PAMAG Members. This committee coordinates and conducts medical/ surgical missions in Georgia USA and in the Philippines.

Section 8. The PAMAG Cultural Committee is chaired by the PAMAG Public Relations Officer. Members are: 3 PAMAG Members. This committee serves as liaison to the Philippine American Center in Georgia (PACG) toward contributing to the cultural richness of Georgia and toward preserving the Philippine American heritage in Georgia for all generations. PAMAG donates ten (10) % of its year-end funds to PACG.

Section 9. The Chairman of the PAMAG College Scholarship & Education Committee is appointed by the PAMAG President. Members are: the Secretary, a past PAMAG President, and 3 PAMAG Members. This committee serves to identify and help the most needy but deserving students in Georgia and in the Philippines complete college to improve their lives and through them, the lives of their families.

Section 10. The Chairman of the PAMAG Nominating Committee is appointed by the President. Members are: the VP/ President-Elect, two (2) Officers, one (1) non-Officer Board Member, and 3 PAMAG Members. This committee selects and nominates the best possible Officers of the PAMAG Board.

Section 11. The Chairman of the PAMAG Local Arrangement Committee is appointed by the PAMAG President. Members are two (2) Board Members and two (2) PAMAG Members. This committee serves to locate the best possible sites for its Annual Scientific, Sports Tournament, and General Membership Meetings and for its midyear meetings.

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### **PAMAG Committees & Chairmen (Continued)**

This committee makes all the arrangements necessary to effect successful and fun-filled meetings and conferences.

Section 12. The Chairman of the Constitution & Bylaws Committee is the Parliamentarian. Making changes in the PAMAG Constitution & Bylaws and submission of Bylaws changes to the proper authority belong to this Office. Members are the PAMAG Secretary, a PAMAG Past President and two (2) PAMAG Members. This committee urges all in PAMAG to be thoroughly familiar with all provisions in the Bylaws so that everyone is following the MISSION of the organization.

Section 13. The Chairman of the Community Involvement Committee is the Immediate Past President (IPP). Members are three (3) PAMAG Members. This committee promotes the involvement of PAMAG Members in health and other civic matters in their particular communities. It encourages active participation in the life, work, and play of their communities so that they become more livable, safe, and peaceful.

### **Article X. PAMAG Executive Secretary**

The PAMAG Executive Secretary as, the PAMAG Board may designate, shall report and shall be accountable to the PAMAG President and to the PAMAG Board. Other subordinate employees as the PAMAG Board may designate shall report and shall be accountable to the PAMAG Executive Secretary. They shall be bonded by a sufficient fidelity bond in the amount set by the Board and paid for by PAMAG.

### **Article XI. PAMAG Finances**

Section 1. All monies paid to PAMAG are placed in such depositories and financial institutions (banks, etc.) as the PAMAG Board may designate.

Section 2. Upon approval of the budget by the PAMAG Board, the PAMAG Treasurer and the President or the VP/ President-Elect are authorized to make disbursements, by check, on accounts and expenses provided for in the budget without additional approval from the PAMAG Board.

Section 3. PAMAG operates on the calendar year basis, with closing on December 31.

### **Article XII. PAMAG Compensation**

PAMAG Board Members shall not receive salaries for their services. However, by resolution of the PAMAG Board, a fixed sum for expenses for attendance at specified meetings shall be the only compensation allowed.

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### **Article XIII. PAMAG Constitution & Bylaws Amendments**

The PAMAG Board may amend these PAMAG Constitution & Bylaws by two-thirds (2/3) vote at any regular meeting or at a special meeting called for the purpose. All Amendments thus voted shall take effect only after approval by majority vote of the PAMAG General Membership.

### **Article XIV. Use of PAMAG Funds & Dissolution**

PAMAG shall use its funds only to accomplish the Aims and Purposes specified in these PAMAG Constitution & Bylaws, and no part of said funds shall inure or be distributed to PAMAG Members. Should PAMAG be dissolved, any funds remaining shall go to a 501 (c) (3) nonprofit publicly supported foundation, at the discretion of the PAMAG Board.

### **Article XV. Parliamentary Authority**

The most current edition of Robert's Rules of Order shall be the final authority on all questions of parliamentary procedure when such rules are not inconsistent with these PAMAG Constitution & Bylaws.