

MAY 19, 1997

BYLAWS
Auxiliary to the Philippine American Medical Association of Georgia

ARTICLE I - Name

The name of this organization shall be the Philippine American Medical Association of Georgia Auxiliary.

ARTICLE II - Purposes

The purpose of the Auxiliary to the Philippine American Medical Association of Georgia shall be:

- (1) To extend the aim of the medical profession to organizations which look to the advancement of health education.
- (2) To promote fellowship among PAMAG families and Auxiliary members.
- (3) To provide service within our communities.
- (4) To do work and fulfill functions as may be approved from time to time by PAMAG.

ARTICLE III - Advisory Committee

This Auxiliary shall be guided in its policy by an Advisory Committee from PAMAG. The Advisory Board shall consist of the President and the President-Elect of PAMAG and the past two(2) Presidents of the Auxiliary.

ARTICLE IV - Membership

Membership in the Auxiliary to the PAMAG shall be based on spousal eligibility for membership in PAMAG. Two recommendations from PAMAG or Auxiliary members are needed for membership which will then be submitted for approval to the Executive Board.

Section 1. Categories: the categories of membership shall be Regular, Associate, and Honorary member.

A. Regular

- (1) A regular member shall be the spouse, or child (over 18 years of age) of an active member of PAMAG. If husband and wife are members of PAMAG, one or the other spouse is an automatic member of the auxiliary without terminating his or her membership in PAMAG.

B. Associate

Members of the Para-Medical profession such as Dentists, Nurses, Medical Technologists, Nutritionists, Pharmacists, Physical Therapists, or Respiratory Therapists, Spouse of Medical Student or Resident in Training of an approved Medical Center, Physician Assistants and other profession approved by the Executive Board, may likewise be members.

C. Honorary

An Honorary member shall be any member who is recommended by the Executive Board and approved by the Auxiliary in the general meeting.

Section 2. Rights and Privileges: (A) Regular members are entitled to vote and hold office and to such other rights and privileges that the Auxiliary may declare from time to time. (B) Associate and Honorary members are entitled to the same rights and privileges except to vote and hold office.

Section 3. Dues

No dues are collected from the members of the Auxiliary. However, voluntary financial contributions may be made to the Auxiliary.

ARTICLE V - Calendar Year

The fiscal year shall be the calendar year ending December 31st.

ARTICLE VI - Meetings

The regular meeting shall be held Bi-Annually on a day and time specified by the Executive Board.

Section 1. General Membership: General membership meetings shall be held during PAMAG's annual meeting. New officers are installed during the Fall Meeting Auxiliary Dinner Dance

Section 2. Special Meetings: Special meetings shall be called by the President or the Executive committee.

Section 3. Quorum: A majority of the members shall constitute a quorum at any regular, annual, or special meeting.

ARTICLE VII - Officers

Section 1. Designations: President, President-Elect, Secretary, and Treasurer.

Section 2. Duties: The duties of the officers shall be such as are implied by their respective titles. The regular term of office for all officers shall commence at the adjournment of the annual meeting at which they are installed.

(A) President: The President shall appoint the members of all standing and special committees; preside at all meetings of the Auxiliary, the executive committee, and the Executive Board; be an ex-officio member of all committees with the exception of the Nominating Committee.

(B) President-Elect: The President-Elect shall perform the duties of the office of President if there is a vacancy in that office; select appointees for the ensuing year.

(C) Secretary: The Secretary shall keep the minutes of all meetings of the Auxiliary, the Executive Committee and the executive Board and shall be custodian of all records belonging to the Auxiliary not specifically assigned to other officers. The secretary conducts the correspondence for the Auxiliary, the Executive Committee and the Executive Board; and keeps a full and correct list of members with their addresses and telephone numbers.

(D) Treasurer: The Treasurer shall be the custodian of all administrative funds of the Auxiliary; the treasurer shall pay bills authorized by the President, the Executive committee and Executive Board, in conformance with the budget. The treasurer shall present a statement of accounts at all meetings.

ARTICLE VIII - Nominations, Elections, Appointments & Vacancies

Section 1. Nominations: Nominations may be made from the floor, provided prior consent of the nominee has been obtained.

Section 2. Elections: Officers shall be elected during the week of PAMAG's Annual meeting. A majority vote shall decide the election. Elected Officers shall serve a 1 year term.

Section 3. Appointments and Vacancies: In the inability of the President to fulfill her duties, the President-Elect shall become the President and shall continue as President for her/his term. The office of President-Elect shall be filled by election of the Auxiliary at the next meeting. Other vacancies shall be appointed by the Executive Board.

ARTICLE IX - Executive Board

Section 1. Composition: The officers and chairmen of special committees shall constitute the Executive Board of the Auxiliary. The President or the President-Elect in the President's absence shall preside on all the meetings.

Section 2. Duties: (A) The executive Board shall have general supervision of the affairs of the Auxiliary

between business meetings. (B) The Executive Board shall be responsible for the financial operation of the Auxiliary. (C) The Executive Board shall fill any vacancies occurring in any office with the exception of the President and President-Elect.

Section 3. Quorum: A quorum of the Executive Board shall be a majority of its members.

Section 4. Presiding Officer: The President shall be the presiding officer of the Executive Board.

Section 5. Non-Liability of Directors: The Board Of Directors shall have not personal liability to the Association or it's members for any monetary damages for breach of duty or other duty as a Director, as provided for in the certificate of incorporation.

Section 6. The Association shall indemnify each of its directors and officers to the fullest extent Permitted by Law against expenses and other disbursements in connection with any action or proceeding to which such Director or Officer is made a party because he or she is or was a Director or Officer of the Association.

ARTICLE X - Executive Committee

Section 1. Composition: The Executive Committee shall consist of the President, the President-Elect, the Secretary, the Treasurer, and the Immediate Past President.

Section 2. Duties: The Executive Committee's duty shall be to transact emergency business that arises between meetings of the Executive Board.

Section 3. Quorum: A quorum of the Executive Committee shall be a majority of its members.

ARTICLE IX - Committees

Section 1. Designation: Function of the Auxiliary

Special Committees: Special Committees shall be those needed to carry out such specific programs or activities of the Auxiliary as deemed by the President and may include such programs which arise seasonally or periodically.

Section 2. Composition of Special Committees

Special Committees are composed of Regular and Honorary members necessary to carry out the special proposals, programs, and projects of the President with the approval of the Executive Board.

ARTICLE XII - Parliamentary Authority

The rules of parliamentary practice comprised in Robert's Rules of Order, Newly Revised, shall govern the proceedings of the Auxiliary, subject to any special rules which have been adopted.

ARTICLE XIII - Amendments

These Bylaws may be amended at any meeting of the Auxiliary by a majority vote, provided that previous notice of such proposed change has been given.

ARTICLE XIV - Disposition of Assets

Upon dissolution of this organization and after paying or adequately providing for the debts and obligations of the Auxiliary, the remaining assets shall be distributed to the Philippine American Medical Association of Georgia as recommended and approved by the Executive Board.

AMENDMENTS OF THE ABOVE BY-LAWS WAS APPROVED ON NOVEMBER 30,2002 AT GENERAL MEMBERSHIP MEETING.

BYLAWS

Auxiliary to the Philippine American Medical Association of Georgia

ARTICLE 1-NAME

The name of this organization shall be the *Philippine American Medical Association of Georgia Auxiliary*.

ARTICLE II – PURPOSES

The purpose of the Auxiliary to the Philippine American Medical Association of Georgia shall be:

1. To extend the aim of the medical profession to organizations which look to the advancement of health and education.
2. To promote fellowship among PAMAG families and Auxiliary members.
3. To provide service within our communities.
4. To do work and fulfill functions as may be approved from time to time by PAMAG.

ARTICLE III – ADVISORY COMMITTEE

This Auxiliary shall be guided in its policy by an Advisory Committee from PAMAG. The Advisory Board shall consist of the President and the President-Elect of PAMAG and the past two (2) Presidents of the Auxiliary. Members of the Advisory Committee can participate but cannot vote in meetings of the Auxiliary.

ARTICLE IV – MEMBERSHIP

Membership in the Auxiliary to the PAMAG shall be based on spousal eligibility for membership in PAMAG. Two recommendations from PAMAG or Auxiliary members are needed for membership which will be submitted for approval to the Executive Board.

Section 1. Categories: the categories of membership shall be Regular, Associate, and Honorary member.

A. Regular

1. A regular member shall be the spouse, or children (over 18 years of age) of an active member of PAMAG. If husband and wife are members of PAMAG, one or the other spouse is an automatic member of the Auxiliary without terminating his or her membership in PAMAG.

B. Associate

Members of the Para-Medical profession such as Dentists, Nurses, Medical Technologists, Nutritionists, Pharmacists, Physical Therapists, or

Respiratory Therapists, Clinical Research Associates and Managers, Spouse of Medical Student or Resident in Training of an Approved Medical Center, Physician Assistants and other medical and scientific professions approved by the Executive Board, may likewise be members.

C. Honorary

An Honorary member shall be any member who is recommended by the Executive Board and approved by the Auxiliary in the general meeting.

Section 2. Rights and Privileges:

A) Regular members are entitled to vote and hold office and to such other rights and privileges that the Auxiliary may declare from time to time.

B) Associate and Honorary members are entitled to the same rights and privileges except to vote and hold office.

Section 3. Dues

No dues are collected from the members of the Auxiliary. However, voluntary financial contributions may be made to the Auxiliary.

ARTICLE V- CALENDAR YEAR

The fiscal year shall be the calendar year ending December 31st.

ARTICLE VI – MEETINGS

The regular meeting shall be held annually (or no more than two) on a day and time specified by the Executive Board.

Section 1. General Membership.

General membership meetings shall be held during PAMAG'S annual meeting. New officers are installed during the PAMAG annual meeting and dinner dance.

Section 2. Special Meetings

Special meetings shall be called by the President or the Executive committee.

Section 3. Quorum

A majority of the members shall constitute a quorum at any regular, annual, or special meeting.

ARTICLE VII – OFFICERS

The officers of the Auxiliary may be appointed or elected with the approval of the Executive Board.

Section 1. Designations:

President (1), President-Elect (1), Vice President (1), Secretary (1), Treasurer (1), Public Relations Officer (1), and Advisors (2 or more).

Section 2. Duties

The duties of the officers shall be such as are implied by their respective titles. The regular term of office for all officers shall commence at the adjournment of the annual meeting at which they are installed.

- A. President: The President shall appoint the members of all standing and special committees; preside at all meetings of the Auxiliary, the executive committee, and the Executive Board; be an ex-officio member of all committees with the exception of the nominating committee.
- B. President Elect: The President-Elect shall perform the duties of the office of President if there is a vacancy in that office; select appointees for the ensuing year.
- C. Vice President: The Vice President shall assist the current President and President-Elect and shall automatically take the position of the President-Elect after the end of his/her term.
- D. Secretary: The Secretary shall keep the minutes of all meetings of the Auxiliary, the Executive Committee and the Executive Board and shall be custodian of all records belonging to the Auxiliary not specifically assigned to the other officers. In addition, the Secretary conducts the correspondence for the Auxiliary, the Executive Committee and the Executive Board, and keeps a full and correct list of members with their current addresses and telephone numbers.
- E. Treasurer: The Treasurer shall be the custodian of all administrative funds of the Auxiliary; the treasurer shall pay bills authorized by the President, the Executive Committee and Executive Board, in conformance with the budget. The Treasurer shall present a statement of accounts at all meetings.
- F. Public Relations Officer: The PRO is in charge of helping disseminate worthwhile and noteworthy information about the PAMAG Auxiliary to others, including but not limited to, PAMAG, other organizations and the public. This will be in the form of press releases and other acceptable, approved methods and in accordance with the Auxiliary's Bylaws.
- G. Advisors: The Advisors are resource persons and can be called upon to provide advice, guidance, and wisdom in the running of the PAMAG Auxiliary.

ARTICLE VIII – NOMINATIONS, ELECTIONS, APPOINTMENTS AND VACANCIES

Section 1. Nominations:

Nominations may be made from the floor, provided prior consent of the nominee has been obtained.

Section 2. Elections:

Officers shall be elected during the week of PAMAG's Annual meeting. A majority vote shall decide the election. Elected officers shall serve two (2) years terms.

Section 3. Appointments and vacancies:

In the inability of the President to fulfill her/his duties, the President-Elect shall become the President and shall remain as President also for her/his term, i.e., up to a total of two (2) terms. The office of President-Elect shall be filled by the Vice President. Other vacancies shall be appointed by the Executive Board.

ARTICLE IX – EXECUTIVE BOARD

Section 1. Composition:

The officers and the chairmen of special committees shall constitute the Executive Board of the Auxiliary. The President or in the President's absence, the President-Elect shall preside at all meetings.

Section 2. Duties:

- A. The Executive Board shall have general supervision of the affairs of the Auxiliary between business meetings.
- B. The Executive Board shall be responsible for the financial operation of the Auxiliary.
- C. The Executive Board shall fill any vacancies occurring in any office with the exception of the President and President-Elect.

Section 3. Quorum:

A quorum of the Executive Board shall be a majority of its members.

Section 4. Presiding Officer:

The President shall be the presiding officer of the Executive Board.

Section 5. Non-Liability of Directors:

delete
The Board of Directors shall have no personal liability to the association or its members for any damages for breach of duty or other duty as a Director. (as provided for in the certificate of incorporation. (Is the PAMAG Auxiliary a chartered corporation?)) - *delete*

Section 6. The Association shall indemnify each of its directors and officers to the fullest extent permitted by law against expenses and other disbursements in connection with any action or proceeding to which Director or Officer is made a party because he or she is or was a Director or Officer of the Association.

ARTICLE X – EXECUTIVE COMMITTEE

Section 1. Composition:

The Executive Committee shall consist of the President, the President-Elect, the Vice President, the Secretary, the Treasurer, the PRO and the immediate Past President.

Section 2. Duties

The Executive Committee's duty shall be to transact emergency business that arises between meetings of the Executive Board.

Section 3. Quorum:

A quorum of the Executive Committee shall be a majority of its members.

ARTICLE XI- COMMITTEES

Section 1. Designation: Function of the Auxiliary special Committees: ✓

A special Committees shall be those needed to carry out such specific programs or activities of the Auxiliary as deemed by the President and may include such programs which arise seasonally or periodically.

Section 2. Composition of Special Committees

Special Committees are composed of Regular and Honorary members necessary to carry out the special proposals, programs, and projects of the President with the approval of the Executive Board.

ARTICLE XII – PARLIAMENTARY AUTHORITY

The rules of parliamentary practice comprised in Robert's Rules of Order, Newly Revised, shall govern the proceedings of the Auxiliary, subject to any special rules which have been adopted.

ARTICLE XIII – AMENDMENTS

These Bylaws may be amended at any meeting of the Auxiliary by a majority vote, provided that previous notice of such proposed change has been given.

ARTICLE XIV –DISPOSITION OF ASSETS

Upon dissolution of this organization and after paying or adequately providing for the debts and obligations of the Auxiliary, the remaining assets shall be distributed to the Philippine American Medical Association of Georgia as recommended and approved by the Executive Board.

Notice: This amended Bylaw (7.18.2007.2.0) supersedes the original Bylaws which was approved on May 19, 1997 and supersedes the amended Bylaws approved on November 30, 2002

Date of Revision: August 10, 2007

Date Approved:

Date of Review:

Document ID: AB 7.18.2007.2.0.

Auxiliary

2007

**PHILIPPINE AMERICAN MEDICAL ASSOCIATION OF GEORGIA
AUXILIARY**

AGENDA FOR JULY 27, 2007

GENERAL MEMBERSHIP MEETING

HILTON DAYTONA BEACH RESORT, DAYTONA, FLORIDA

Presiding Officer **Linda Porquez**

Reading of Minutes **Didi Lazo**

Treasurer's Report **Didi Lazo**

Election of Officers

Amendment of By-Laws

New Business:
PACG Letter

Adjournment

**PHILIPPINE AMERICAN MEDICAL ASSOCIATION OF
GEORGIA
(PAMAG)**

REVISED PAMAG CONSTITUTION & BYLAWS

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 build 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).

ARTICLE 1. NAME OF ORGANIZATION AND LAWFUL STATUS

Section 1. The organization shall be known officially as the PHILLIPPINE AMERICAN MEDICAL ASSOCIATION OF GEORGIA. It shall also be known as PAMAG.

Section 2. PAMAG shall be 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- the shortened name of the PAMAG Board of Directors.

PAMAG Board Member- a member of the 15 member PAMAG Board of Director who may or may not be an Officer.

PAMAG Executive Committee- the committee composed of the PAMAG President, Vice President, Treasure, Secretary, and Immediate Past President that acts for and on behalf of the PAMAG Board when the Board is not in session or in case of an emergency but shall be accountable to the PAMAG Board for its actions. The PAMAG Executive Committee is usually the committee that is authorized by the PAMAG Board to complete tasks or make decisions when not completed or decided upon by the PAMAG Board.

ARTICLE III. PAMAG AIMS AND PURPOSES

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

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

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

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

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

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

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

ARTICLE IV. PAMAG MEMBERS & 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 others States USA enjoy all the rights, privileges, Officers and being appointed Chairman of committees, with the exception that they cannot be nominated or elected to the positions of PAMAG president and vice president. These two Officer positions are reserved for the PAMAG Members of Georgia USA.

Section 3. PAMAG Life members are qualified as those who are at least 62 years of age and must have been the PAMAG Members for at least 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 PAMAG Treasure, 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.

ARTICLE IV. PAMAG MEMBERS AND GENERAL MEMBERSHIP

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.

Section 6. The PAMAG General Membership generally authorizes PAMAG Board to complete task or make decisions when it has 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 those PAMAG Constitution & Bylaws approved by two-thirds (2/3) of the PAMAG Board shall take effect only after approval of majority vote of the PAMAG General Membership.

ARTICLE V. PAMAG BOARD

Section 1. The PAMAG Board shall be composed of fifteen (15) Board Members.

The PAMAG Board acts as a "collective singular" expressed by majority vote and every Board Member must abide by Board actions. EIGHT (8) of these PAMAG Board Members shall be Officers and seven (7) of these PAMAG Board Members shall be non-Officers. The Officers shall be elected during the PAMAG Annual General Membership Meeting. It is understood that the Vice President/President Elect automatically becomes President when his or her turns ends as Vice President and the President automatically becomes the Immediate Past President when his/her turn 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 shall constitute a quorum. The seven non-Officer Board Members shall be appointed by the PAMAG President.

Section 2. The PAMAG Board is in charge of every aspect of the affairs of the PAMAG and no Board Member shall proceed without prior Board authorization beyond those specifically authorized in the PAMAG Constitution & Bylaw 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.

ARTICLE V. PAMAG BOARD

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 the 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 Agenda.

Section 5. One-third (1/3) of the numbers of PAMAG Board Members shall constitute 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 communications, 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 affect.

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 shall be 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 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 and Bylaws or in the Certificate of Incorporation.

ARTICLE VI. PAMAG ADVISORY BOARD

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

ARTICLE VII. PAMAG PAST MEMBERS BOARD

The PAMAG Past Members Board shall be composed of all Past PAMAG Board Members other than the Past PAMAG Presidents. They may be appointed as Chairman of Committees and shall perform such other duties as may be assigned by the PAMAG President or by PAMAG Board. They may attend all PAMAG Board meetings and participate in all the proceedings. However, they cannot vote.

ARTICLE VIII. PAMAG AUXILIARY

PAMAG Auxiliary is a support system of the 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 participates in the PAMAG Local Arrangements Committee, and acts as the following staff during a 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 IX. PAMAG OFFICERS

Section 1. The PAMAG Officers shall consist of the President, the Vice President/President Elect, the Treasurer, the Secretary, the Pulic Relation Officer, the Auditor, the Parliamentarian, and the Immediate Past President. Other than the President and the Immediate Past President who automatically succeed to these positions when their turn as Vice President/President Elect and President respectfully 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 shall be Chief Executive Officer of PAMAG and shall be in charge managing and superintending the affairs of PAMAG subject to the control of the PAMAG Board . The President shall: a) President at all PAMAG 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 PAMAG's activities for the preceding year.

ARTICLE IX. PAMAG OFFICERS

During the Annual Meeting; e) Sign all deeds, mortgages, bonds, contracts, or other instruments which the PAMAG Board has authorized; f) Form committees disband such committees upon completion of functions; g) Perform all duties pertinent to the Office PAMAG President and such other duties as may be prescribed by the PAMAG Board.

Section 3. The PAMAG Vice President/President Elect shall perform the duties of the PAMAG President in the event of the latter's absent. Increasing the number of PAMAG Members belongs to this Office. The PAMAG Vice President 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; b) Accept all funds and issues receipts as appropriate; c) Deposit promptly all funds received; d) Send membership dues statements at least twice and collect membership dues; e) Disburse payments of obligations upon PAMAG Board authorization; f) Prepare financial statements of receipts and expenditures during PAMAG Board and General. Membership meetings; and g) Perform all duties pertinent to the Office PAMAG Treasurer, including, but not limited to, the filling of appropriate tax returns and renewals of nonprofit papers and other requirements and such other duties as maybe assigned by the PAMAG President or by the PAMAG Board. The PAMAG Treasurer shall make financial books reasonably available at all times to the PAMAG President and to the PAMAG Board.

Section 5. The PAMAG Secretary shall; a) Keep minutes of all PAMAG Board meetings and all general membership meetings as well as all PAMAG executive Board meetings; b) Insure 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 list all deeds of all real property of the PAMAG; d) Act as the custodian of the PAMAG Seal, if any, and insure that said seal is affixed to all documents where needed; e) Keep a register of the mailing addresses, email address, and telephone numbers of each PAMAG Member; and f) Perform all other duties pertaining 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 shall be responsible for communicating to the PAMAG Members as well as to the general public regarding activities and the programs of PAMAG. The PAMAG Public Relations Officer shall; a) Act as the Editor of PAMAG newsletter; b) Issues news releases to newspaper, magazines, etc.; and. c); Perform all other duties pertinent to the Office of PAMAG Public Relations Officer and such other duties as may be assigned by PAMAG President or by the PAMAG Board.

ARTICLE IX. PAMAG OFFICERS

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

Section 8. The PAMAG Parliamentarian shall interpret and make rulings on parliamentary procedures situations and call attention to the presiding officer to omissions, deviations, or arbitrary actions to proceed as set by the PAMAG Bylaw or Robert's Rules of Order, Newly Revised. The PAMAG Parliamentarian shall insure that copies of the PAMAG Bylaw and Robert's Rules of Order are readily available for quick reference at meetings.

Section 9. The PAMAG Immediate Past President shall serve as an Officer Board Member of the 15-member PAMAG Board and shall attend all PAMAG Board meetings and all PAMAG Executive Committee meetings. In the absence of the PAMAG President and of the PAMAG Vice President the immediate Past President shall preside at either meeting.

ARTICLE X. PAMAG COMMITTEES

Section 1. The PAMAG President shall appoint all Chairmen of all committees, create additional committees, as necessary, and disband committees when their functions are completed.

Section 2. The Chairman of the following seven (7) Committees shall become Board Members of the 15-members PAMAG Board; PAMAG CME, PAMAG Medical Mission, PAMAG Culture, PAMAG College Scholarship, PAMAG Local Arrangements, PAMAG Nominating, and PAMAG Constitution & Bylaws. Each Chairman as soon as possible shall submit fiscally responsible written budget of their committee to the PAMAG President for consideration by the PAMAG Budget Committee and for final approval PAMAG Board. All request for reimbursement from PAMAG Treasurer shall accompanied by the proper invoices or receipts.

ARTICLE X. PAMAG COMMITTEES

Section 3. The PAMAG Executive Committee shall be composed of the PAMAG President, Vice President/ 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 the event of an emergency but shall be accountable to the PAMAG Board for its actions.

Section 4. The PAMAG Membership Committee shall be composed of the Vice President/ President Elect, the Treasurer, the Public Relation Office, One (1) non-Officer Board member and five (5) PAMAG Members. This committee is designed effectively retained PAMAG Members and recruit additional Philippine American and other American physician 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 shall be composed of the PAMAG President, Vice President/President Elect and the Treasurer. This committee shall present the budget for the coming year to the PAMAG Board of approval. The PAMAG Board may amend the budget by majority vote.

Section 6. The PAMAG CME (continuing medical education) Committee shall be composed of two (2) non-Officer PAMAG Board Member three (3) PAMAG members. This Committee serves to provide great speakers and to obtain the proper CME certification for PAMAG's scientific conferences.

Section 7. The PAMAG Medical Mission Committee shall be composed of the PAMAG President, Vice President/President Elect and three (3) non-Officer Board members. This committee serves to conduct medical-surgical missions in Georgia USA and to the Philippines.

Section 8. The PAMAG Cultural Committee shall be composed of the PAMAG Public Relations Officer and two (2) non-Officer Board members. This committee shall serve a liaison to the Philippine American Center in Georgia (PACG) toward contributing to the cultural richness of Georgia and toward the preservation of the Philippine American heritage in Georgia for all generations. PAMAG shall donate ten (10) percent of its year-in funds to the PACG.

Section 9. The PAMAG College Scholarship Committee is composed of three (3) non-Officer Board members and two (2) PAMAG members. This committee serves to identify and help needy but deserving students in Georgia and in the Philippines complete college to improve their lives and through them, the lives of their families.

ARTICLE X. PAMAG COMMITTEES

Section 10. The PAMAG Nominating Committee is composed of three (3) Board members and two (2) PAMAG members this committee serves to select and nominate the best possible Officers of the PAMAG Board.

Section 11. The PAMAG Local Arrangement Committee is composed of two (2) Board members and three (3) PAMAG members. This committee serves to locate the best possible sites for its Annual Scientific, Sports Tournament and General Membership meeting and for its midyear meetings. This committee makes all the arrangements necessary to effect successful and fun-filled meetings.

ARTICLE XI. 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 said by the Board and paid for by the PAMAG.

ARTICLE XII. FINANCES

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

Section 2. Upon approval of the budget by the PAMAG Board, the PAMAG Treasurer and the President or the Vice President are authorized to make disbursements, by check, on accounts and expense provided for in the budget without additional approval PAMAG Board.

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

ARTICLE XIII. COMPENSATION

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

ARTICLE XIV. AMENDMENTS

The PAMAG Board may amend these PAMAG Constitution & Bylaws by two thirds (2/3) vote at any regular meeting 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 XV. USE OF PAMAG FUNDS AND DISSOLUTION

PAMAG shall use its funds only to accomplish the Aims and Purposes specified in these. PAMAG Constitution Bylaws, and part of said funds shall inure or be distribute to PAMAG Members. Should PAMAG be dissolved, any funds remaining shall go to the Philippine American Center in Georgia (PACG), which is a 501 (c) (3) Nonprofit publicly supported foundation.

ARTICLE XVI. PARLIAMENTARY AUTHORITY

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

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

Table of Contents

Preamble. (Page 1 of the unabridged PAMAG Constitution & Bylaws))

Article I. Name of Organization and Lawful Status (Page 2)

Article II. Definition of Terms (Page 2)

Article III. PAMAG Aims and Purposes (Pages 2-3)

Article IV. PAMAG Members and General Membership (Pages 3-4)

Article V. PAMAG Board (Pages 4-5)

Article VI. PAMAG Advisory Group (Page 5)

Article VII. PAMAG Auxiliary (Pages 5-6)

Article VIII. PAMAG Officers (Pages 6-8)

Article IX. PAMAG Committees & Chairmen (Pages 8-10)

Article X. PAMAG Executive Secretary (Page 10)

Article XI. PAMAG Finances (Page 10)

Article XII. PAMAG Compensation (Page 10)

Article XIII. PAMAG Constitution & Bylaws Amendments (Page 11)

Article XIV. Use of PAMAG Funds & Dissolution (Page 11)

Article XV. Parliamentary Authority (Page 11)

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).

9/19/2014

SYNOPSIS OF PAMAG CONSTITUTION & BYLAWS (Page 2)

Name of Organization and Lawful Status: The organization is known officially as the Philippine American Medical Association of Georgia or PAMAG. It shall be nonsectarian, nonpartisan, nonprofit, and non-stock. It shall observe all local, provincial/state, and national laws.

Definition of Terms: Each PAMAG Member belongs to the PAMAG General Membership while each PAMAG Board Member belongs to the PAMAG Board. The PAMAG Board is composed of Officer Board Members and Non-Officer Board Members. Both types can simply be referred to as Board Members.

The PAMAG Board includes all the Board Members whereas the PAMAG Executive Committee includes only five (5) of the Board Members, namely the President, VP/ President-Elect, Treasurer, Secretary, and Immediate Past President.

The PAMAG Executive Committee acts for and on behalf of the PAMAG Board when the Board is not in session or in case of 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.

PAMAG Aims and Purposes: Fostering awareness of the presence of Philippine American physicians in Georgia. Promoting the high competence of its Members and raising it through CME programs. Involving its Members in health and other civic matters in their particular communities. Knowing the history, geography, culture and continuing progress of Georgia. Helping contribute to the presentation and enjoyment of Philippine American culture. Undertaking medical/ surgical missions to the most indigent of indigents in Georgia USA and in the Philippines. Establishing college scholarship and education programs to the most indigent of indigents in Georgia and in the Philippines.

PAMAG Members & General Membership: Deals with who are PAMAG Members and PAMAG Members from other States USA, who are PAMAG Life Members, and other categories of PAMAG Membership. 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.

All Amendments to the 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.

PAMAG Board. It is composed of thirteen (13) Board Members. 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 and five (5) are Non-Officer Board Members appointed by the PAMAG President.

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.

SYNOPSIS OF PAMAG CONSTITUTION & BYLAWS (Page 3)

PAMAG Board (Continued)

Each PAMAG Board Member serves a two (2) year term until a successor has been chosen. Regular Board meetings shall be held at least twice a year. One-third (1/3) of PAMAG Board Members constitute a quorum. A vacancy in the PAMAG Board is filled by majority vote of the PAMAG Board.

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.

PAMAG Advisory Group. The PAMAG Advisory Group is composed of all Past PAMAG Presidents. They may participate in Board meetings but cannot vote.

PAMAG Auxiliary. PAMAG Auxiliary is a support system of PAMAG. It marshals the capabilities of its members toward the advancement of PAMAG. It holds fund raising activities, solidly participates in the PAMAG Local Arrangements Committee, and acts as the staff during PAMAG scientific conferences/ meetings, sporting events, hospitality/ fellowship functions, and dinner dances.

PAMAG Officers. 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 preside at all Board meetings; sign all documents pertaining to PAMAG; attest to the minutes of all meetings; present a report of PAMAG's activities for the preceding year during the Annual meeting; form committees and disband such committees upon completion of functions, etc.

The PAMAG VP/ President-Elect shall perform the duties of the PAMAG President in the latter'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 Treasurer is the custodian of all the funds of PAMAG and is the Chairman of the Budget Committee. The Treasurer shall accept all funds and issues receipts as appropriate; deposit promptly all funds; send membership dues at least twice; disburse payments for obligations upon Board authorization; prepare financial statements of receipts and expenditures during PAMAG Board and General Membership meetings; and file appropriate tax returns and renewal of nonprofit papers and other requirements. All requests for reimbursement shall be accompanied by the proper invoices or receipts.

The PAMAG Secretary shall keep minutes of all PAMAG General Membership meetings, all PAMAG Board meetings, and all PAMAG Executive Committee meetings; ensure that all notices of meetings are duly given; act as the custodian of all PAMAG RECORDS; inventory of equipment and furnishings, and lists and deeds of all real property of PAMAG; act as the custodian of the PAMAG seal, if any, and ensure that said seal is affixed to all documents where needed; keep a register of the email address, mailing address, and telephone number of each PAMAG Member.

SYNOPSIS OF PAMAG CONSTITUTION & BYLAWS (Page 4)

PAMAG Officers (Continued)

The PAMAG Public Relations Officer (PRO) is responsible for communicating to PAMAG Members and the general public about the activities and programs of PAMAG. The PRO is the Chairman of the Cultural Involvement Committee. The PRO acts as editor and publisher of publications and issue news releases to newspapers, etc.

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 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. The Parliamentarian chairs the Constitution & Bylaws Committee.

The PAMAG Immediate Past President (IPP) is an Officer Board Member of the 13-member PAMAG Board and shall attend all PAMAG Board and Executive Committee meetings. The IPP is the Chairman of the Community Involvement Committee.

PAMAG Committees & Chairmen

Each Chairman as soon as possible shall submit a fiscally responsible written budget of his or her Committee to the PAMAG President for consideration by the PAMAG Budget Committee.

The PAMAG Executive Committee is chaired by the President. Members are the VP/ President-Elect, the Treasurer, the Secretary, and the Immediate Past President. The functions of the Executive Committee has been detailed under **Definition of Terms**.

The PAMAG Membership Committee is chaired by the VP/ President-Elect. Members are the Treasurer, the PRO, and five (5) PAMAG Members. Its main activities are the recruitment and retention of Philippine American physicians in Georgia USA and in other States to PAMAG Membership, including second and succeeding generations.

The PAMAG Budget Committee is chaired by the Treasurer. Members are the President and the VP/ President-Elect. The Board approves or amends the budget.

The Chairman of the Continuing Medical Education (CME) Committee is appointed by the PAMAG President. Members are the PAMAG Secretary and 3 PAMAG Members. PAMAG scientific conferences provide the proper CME certification.

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.

The PAMAG Cultural Committee is chaired by the PRO. Members of the committee are three (3) PAMAG Members. Helping present performances is the goal.

The Chairman of the PAMAG College Scholarship & Education Committee is appointed by the PAMAG President. Members are the Secretary, a Past PAMAG President and three (3) PAMAG Members. The object is to identify and help the most needy but deserving students in Georgia USA and in the Philippines complete college to improve their lives and through them, the lives of their families.

SYNOPSIS OF PAMAG CONSTITUTION & BYLAWS (Page 5)

PAMAG Committees & Chairmen (Continued)

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

The Chairman of the PAMAG Local Arrangements Committee is appointed by the PAMAG President. Members are two (2) Board Members and 2 PAMAG Members. This committee makes all the arrangements necessary to effect successful and fun-filled meetings and conferences.

The Chairman of the PAMAG 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 Secretary, a Past President and two (2) PAMAG Members. Familiarity with all provisions of the Bylaws is essential in order to faithfully follow the Mission of PAMAG. .

The Chairman of the Community Involvement Committee is the Immediate Past President (IPP). Members are three (3) PAMAG Members. It urges participation of PAMAG Members in health and other civic matters in their particular communities.

PAMAG Executive Secretary. The PAMAG Executive Secretary as the PAMAG Board may designate shall report and be accountable to the PAMAG President and to the PAMAG Board. This position shall be bonded, with the bond paid for by the Board.

PAMAG Finances. All monies paid to PAMAG are placed in depositories and financial institutions (banks, etc.). Upon approval of the budget by the PAMAG Board, the 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 Board. PAMAG operates on the calendar year basis, with closing on December 31.

PAMAG Compensation. PAMAG Board Members shall not receive salaries for their services.

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

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.

PAMAG Parliamentary Authority. The Robert's Rules of Order, newly revised, when such rules are not inconsistent with these PAMAG Constitution & Bylaws.

