

**By – Laws of**  
**Philippine Society of Echocardiography**  
**Name of Corporation**

**Article I**  
**Meetings**

Section 1. Annual Meetings - The annual meetings of the members shall be held at the principal office of the association on **April 28** of each year.

Section 2. Monthly /Special Meetings – Monthly/ Special meetings of the members shall be called every end of the month by the President of the association. During such meetings, the President shall render his monthly report to the members regarding the activities of the association.

(Is there really a monthly meeting for all members or just the officers alone?)

Special meetings may be called as the need thereof arises, by the Board of Trustees or the President or upon petition of 1/3 of the general membership.

Section 3. Notices- Notices of the date, time and place of annual, monthly and special meetings of the members shall be given either personally or by special delivery mail, at least once a week (one week) before the date set for such meeting. In urgent cases, the notice may be communicated at least two days before the meeting personally or by telephone, or by telegram, if contact is not possible. The notice of every special meeting shall state briefly the purpose or purposes of the meeting. No other business shall be considered at such meeting, except with the consent of all the members present thereat.

Section 4. Waiver of Notice - Waiver of Notice - Notice of meeting may be waived verbally by any member attending it.

Section 5. Quorum - A quorum for any meeting of the members shall consist of a majority of the members and a majority of such quorum may decide any question at the meeting, except those matters where the Corporation Code requires the affirmative vote of a greater proportion.

Section 6. Order of Business – The order of business at the annual meeting of the members shall be as follows:

- a. Proof of service of the required notice of the meeting, except when such notice is waived by the members constituting a quorum.
- b. Proof of the presence of a quorum.
- c. Reading and approval of the minutes of the previous annual meeting, except when such reading is dispensed with by a majority vote of those present.
- d. Unfinished business.
- e. Report of the President.
- f. Election of the Trustees for the ensuing year.
- g. Other matters.

The order of business at any meeting may be changed by a vote of a majority of the members present.

Section 7. Voting Proxy – Members shall be entitled to one vote, and they may vote either in person or in proxy, which shall be in writing and field (filed) with the Secretary of the Association before the scheduled meeting.

## **Article II Trustees**

Section 1. Board of Trustees – The corporate powers of the association shall be exercised, its business conducted and its property controlled by the Board of Trustees.

Section 2. Qualifications – No matters (member) shall be eligible for election to the Board of trustees unless he has the following qualifications:

1. **Physician technologist’s scientists.**
2. **Engaged the field of echocardiography**  
(Please give me eligibility requirements to be elected as board of trustees)

Section 3. Disqualification of Directors, Trustees or Officers – No members convicted by final judgement (judgment) of an offense punishable by imprisonment for a period exceeding six (6) years, or a violation of this code, committed within five (5) years prior to the date of his election or appointment, shall qualify as a trustee or officer.

## **Article III Officers**

Section 1. Officers – The officers of the association shall be a President, a Vice-President, a Secretary, a Treasurer and an Auditor. They shall be elected by the Board of Trustees from among themselves. The Board may combine compatible offices in a single person.

Section 2. Term of Office of Officers – All officers of the association shall hold office for one year and until their successors are duly elected and qualified.

## **Article IV Functions and Power of Officers**

Section 1. President – The President shall be the Chief Executive Officer of the Association. In addition to duties as such, he shall preside in all meetings of the Board of Trustees and those of the members of the association.

He shall execute all resolutions and/ or decisions of the Board of Trustees. He shall be charged with directing and overseeing the activities of the association. He shall appoint and have control over all employees of the association, review and approve expense vouchers. Together with the Secretary of the association, he shall present to the Board of Trustees and the members an annual budget and, from time to time as may be necessary, supplemental budgets. He shall submit to the Board as soon as possible after the close of each fiscal year, and to the members of each annual meeting, a complete report of the activities and operations of

the association for the fiscal year under his term.

Section 2. Vice President – The Vice President if, qualified, (omit) shall exercise all powers and perform all duties of the President during the absence or incapacity of the later (during his absence or incapacity) and shall perform duties that maybe assigned by the board of directors (Board of Trustees).

Section 3. Secretary – The Secretary shall give all the notices required by these by-laws and keep the minutes of all meetings of the members and of the Board of Trustees and of all meetings of all committees, in a book kept for the purpose. He shall keep the seal of the association and affix such seal to any paper or instrument requiring the same. He shall have custody of the correspondence files and all other papers that are to be kept by the Treasurer. He shall maintain the members' register, have charge of the bulletin board at the principle (principal) office of the association. He shall also perform all such other duties and work (omit, change to functions) as the Board of Trustees may from time to time assign to him.

Section 4. Treasurer – The Treasurer shall have charge of the funds, receipts and disbursements of the association. He shall keep all moneys and other valuables of the association in such bank or banks as the Board of Trustees may designate. He shall keep and have charge of the books of accounts which shall be open to inspection by any member of the Board of Trustees, (omit) whenever required, an account of financial condition of the association and of all transactions made by him as Treasurer. He shall also perform such other duties and functions as may be assigned to him from time to time by the Board of Trustees. He shall post a bond in such amount as may be fixed by the Board of Trustees.

Section 5. Auditor – He shall examine financial records and audit money. He shall also perform other functions as may be provided for (assigned) by the Board of Trustees.

#### Additional Article (Article V)

##### Committees

(What permanent committees do we have at the moment?)

Example, committee on membership, convention, etc. and their composition

#### **Article V**

#### **Members**

Section 1. Qualifications for Membership – The board shall determine the qualifications of an applicant for membership. ( I think there should be a committee on membership who would decide for the qualifications of an applicant)

(Questions: Do we have a category for membership? i.e. are cardiologists of the same category as echo techs or other non-cardiologist members? If yes, what are the qualifications to be a member? If not, we need to have a list of qualifications specific for each.)

Section 2. Rights of a Member – A member shall have the following rights.

- a. To exercise the rights to (To) vote on all matters relating to the affairs of the association;
- b. To be eligible to any elective or appointive office of the association;
- c. To participate in all deliberations / meetings of the association;
- d. To avail of all the facilities of the association;

- e. To examine all the records or books of the association during office hours.

Section 3. Duties and Responsibilities of the Members – A member shall have the following duties and responsibilities:

- a. To obey and comply with the by- laws, rules and regulations that may be promulgated by the association from time to time;
- b. To attend all meetings that may be called by the Board of Trustees;
- c. To pay membership dues and other assessments of the association.

**Article VI**  
**Suspension, Expulsion and**  
**Termination of Membership**

Suspension, expulsion and termination of membership, shall be in accordance with the rules and regulations of the association. (we need to site specific grounds for the above).

Any member of the association may file charges against a member by filing a written complaint with the Secretary of the association. (I think we should have a committee for this – Grievance Committee, perhaps, which will hear the charges so due process can be accorded to the one charged. The Board of Trustees shall call a special meeting of the members to consider the charges. The affirmative vote of 1/3 of all the members of the association shall be necessary to suspend a member; Provided that where the penalty is expulsion, the affirmative vote of 2/3 of all members shall be necessary to expel a member. (Also, any member may terminate his membership anytime)

**Article VII**  
**Fund**

Section 1. Funds – The funds of the association shall be derived from admission fees, annual dues and special assessments of members, gifts, donations or benefits.

Section 2. Fees and Dues – Every member of the association shall, in addition to the membership fee pay dues and/or assessments that may be imposed by the association from time to time.

Section 3. Disbursements – Withdrawal from the funds of the association, whether by check or any other instrument shall be signed by the Treasurer and countersigned by the President. If necessary, the Board of Trustees may designate other signatories.

Section 4. Fiscal Year – The fiscal year of the association shall be from January 1<sup>st</sup> to December 31<sup>st</sup> of each year.

**Article VIII**  
**Corporate Seal**

Section 1. Form – The corporate seal of the association shall be in such form and design as may be determined by the Board.

**Article IX**  
**Amendments of the By- Laws**

Section 1. Amendments – These by-laws, or any provision thereof, may be amended or repealed by a majority vote of the members and by a majority vote of the Trustees (omit) at any regular or special meeting duly held for the purpose.

Adopted this 18<sup>th</sup> day of May, 1992 in Quezon City by the affirmative vote of the under signed members representing a majority of the members of the association in a special meeting duly held for the purpose.

*(Note: 1. If filed with Articles of Incorporation, should be signed by all incorporations;*

*2 . If filed after incorporation, should be signed by majority of the members and should submit direction's certificate for the adoption of the by- laws).*

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