

On December 13, 2007 the UERMMMC-MAAA, Inc. was granted the IRS status as a 501 (c)(3) as a non-profit and charitable organization (with effective date as of January 07, 2007). The Constitution and By-Laws (CBL) Committee had an assigned task from Dr. Susan Suntay, as President (2010-2012) of reviewing our current CBL and bringing it into compliance with the State of Missouri Laws where MAAAI was registered as a 501 (c)(3). The CBL Committee thru its Chairman, Dr. Bhagwan Moorjani, explained the committee's decision to present to the Executive Council and to the general membership their reasons for their proposed "Constitutional Amendment".

The CBL Committee found many overlaps, redundancies and grammatical errors with our past CBL and it needed to be amended to be in compliance with the State of Missouri Laws. Therefore, in order to come up with a corrected and legally compliant CBL, the committee decided to do an entire "overhaul" of our existing CBL, based on the 2006, 2008, 2009 and the recently amended 2010 CBL and they made the necessary corrections and additions. (Attached herewith is a copy with redlined corrections and changes shown for everyone's review.)

The Executive Council reviewed, discussed via teleconferences, voted and unanimously approved the proposed 2011 CBL with additional suggestions which will be presented and discussed at the general meeting.

In the interest of time and for the benefit of all its MAAAI members, the Executive Council voted and approved to release a copy of the 2011 CBL via website and group emails at least 20-30 days in advance of the General Meeting scheduled on July 23, 2011 (8 am -12 noon) at the Chicago Convention instead of the 2010 CBL or currently required 2 days (48 hours) amendments copies distribution for members review and approval. Hard copies will be distributed by mail thru the MAAAI Newsletter and at the Chicago Convention registration (July 20-22, 2011). Friday, July 22 (1pm) is the last day of registration.

For early registration, go to: www.signupmaster.com/uerm or www.uermmmc.org or www.uermafusa.org or www.uermmarvadc.org.

Reminder: Only registered and paid members as of July 1, 2011 can vote. Lifetime members can vote. No proxy votes allowed.

At the scheduled General Meeting in Chicago, the 2011 CBL "Constitutional Amendment" will be presented to the MAAAI registered and paid alumni members for discussion and vote.

Article I. **PREAMBLE**

We, the graduates of the University of the East Ramon Magsaysay Memorial Medical Center (UERMMMMC), ~~MEDICAL ALUMNI ASSOCIATION OF AMERICA, INC.~~ **entitled to use and carry the MD title whether practicing medicine or not** ~~residing in~~ North America imbued with the lofty aspiration to ~~;~~ **hereby** form a National Organization, as a non-profit charitable civic group to ~~enable us to offer free medical services,~~ financially assist and support the ~~at-risk and needy of the communities in the U.S.A,~~ Philippines, and other foreign countries, to promote closer fellowship among ourselves, and to help advise and financially assist in the continued existence of a high standard medical education at our Alma Mater through grants and scholarships, also financially support the ~~ERMMMC Charities,~~ do hereby promulgate this Constitution and By-Laws.

Article II. **PURPOSE**

2.1. To unite all the medical alumni of the UERMMMMC into one National Organization with the awareness that survival, strength and progress of the association will depend upon its ability to act as a unified body.

~~2.~~ ~~To promote continuing medical education and inspire its members to attain the highest goals in Medicine thus providing high quality medical care to the health consumers.~~

~~2.3~~ **2.** To promote interest and unite all groups and individuals engaged in activities directed towards **the** raising economic welfare, educational and scientific advancement of the UERMMMMC through Scholarships support, Government and Private Grants, and ~~other fund-raising efforts.~~

~~2.3~~ ~~4.~~ To solicit, collect, receive money and other assets by gifts, contribution, devise and bequest or otherwise, and to hold the name in trust for uses and purposes for which this Association is organized, thru the UERMMMMC Medical Alumni Association of America, Inc. and the UERMMMMC Alumni Foundation USA, Inc.

~~2.3~~ ~~2.4~~ ~~5.~~ To network and affiliate with other Allied Professional Groups and Charitable Organizations with similar medical missions and charitable goals for the at-risk and needy of the communities here in the U.S.A and abroad. **interest as our association.**

~~2.4~~ ~~2.5~~ ~~6.~~ To maintain an open line of communication between the UERMMMMC College of Medicine and its Alumni practicing and/or residing in North America. And, organize its alumni to assist and support the College of Medicine in its efforts to administer and to operate successfully as a reputable medical institution. **whether licensed to practice medicine or not licensed to practice medicine**

~~2.5~~ ~~2.6.~~ To solicit, collect, receive money and other assets by **way of membership dues,** gifts, contribution, devise and bequest or otherwise, and to hold the name in trust for uses and purposes for which this Association is organized. ~~;~~ ~~thru the UERMMMMC Medical Alumni Association of America, Inc. and the UERMMMMC Alumni Foundation USA, Inc.~~ **(from 2006 cbl)**

~~2.6-2.7.~~ To recognize that all alumni who graduated from UERMMMC with the title of Doctor of Medicine shall have the right to use and carry the title of MD that was given to them by the School of Medicine. This right can only be revoked by the Dean of UERMMMC School of Medicine after following all proper procedures. No governmental agency in the Philippines or in North America has the right to revoke a title given by a legitimate school accredited and certified by the World Health Organization

~~2.6.1 2.7.1~~ It is the responsibility of the alumni to use the term doctor of medicine responsibly and in accordance with all laws of the Country, State and city the alumni resides in.

Article III. **NAME OF THE ASSOCIATION**

~~Section 1.3.1~~ The Association shall be called the **University of the East Ramon Magsaysay Memorial Medical Center** or the **UERMMMC MEDICAL ALUMNI ASSOCIATION OF AMERICA, INC.** Incorporated in the State of Missouri – N00787522 on January 8, 2007. Granted IRS 501 (c)(3) Tax-Exempt Status with Effective Date of January 8, 2007 granted on December 13, 2007.

~~Section 2.3.2~~ Legal Identity

This Association shall have no capital stock and shall not be conducted for pecuniary profit. Shall be conducted as a charitable, tax-exempt and non-profit organization under the IRS Rulings. No income or money of any sort received by the association shall inure to the pecuniary benefit of any member of the association or to those persons within the relationship, which would preclude the association from being treated as a non-profit, tax-exempt charitable corporation by the Internal Revenue Code presently in effect or as it, may be changed in the future. However, actual expenses for the association may be paid to a member or person(s) who may incur such a legitimate approved expense(s) in-behalf of the Association approved by the executive committee.

Article IV. **MEMBERSHIP and Fiscal Year**

~~Section 1. INDIVIDUAL MEMBERSHIP:~~

- ~~a. Membership in this Association is open to all Alumni of the UERMMMC College of Medicine who are permanent residents or — citizens of the United States of America~~
- ~~b. Lifetime membership may be held by any Alumni.~~
- ~~c. A member in good standing must be a paid member annually or a Lifetime paid member, and may resign by presenting his/her resignation in writing to the Secretary who shall present it to the Executive Committee for action.~~
- ~~d. HONORARY MEMBERS — honorary recognition may be conferred — on persons and other members who have rendered exceptional service or valuable performance to the Association upon recommendation of the Executive Committee followed by two thirds vote of the members present at the annual meeting. Honorary members shall have all privileges of active members. Honorary members shall include past or~~

~~current faculty members who are not graduates of the UERMMMCC College of Medicine.~~

~~e. EMERITUS MEMBERS shall consist of paid members, who upon their personal request or upon their local alumni chapter recommendation, shall be designated by majority vote of the Executive Committee. They shall be: (1) Members who are no longer engaged in the practice of Medicine, either in private practice, public health, administration, teaching or any activity where their knowledge of Medicine earns them an income or, (2) Members whose health is such that their ability to carry on active practice has become greatly limited.~~

4.1 — Eligibility for membership: Application for voting membership in this Association is open to all Alumni of the UERMMMCC College of Medicine regardless of their status as to being a licensed physician that may or may not be practicing or non-licensed physician who support the purpose statement in Article 2. Membership is granted after completion and receipt of a membership application and annual dues (yearly or lifetime).

4.2 — Annual dues: The amount required for annual dues shall be \$50 each year, or a lifetime payment of \$500.00 that can be paid in full or in two equal installment over two consecutive yearly payment, unless changed by a majority vote of the members at an annual meeting of the full membership. Continued membership is contingent upon being up-to-date on membership dues. Membership dues are considered past due when not paid by the first day of the annual convention (normally held in July yearly). Any member who has not paid their dues by the due date would be considered voluntarily resigned unless they are a lifetime paid member.

4.3 - The fiscal year shall be a calendar year from January 1 to December 31.

4.4 — Rights of members: Each member shall be eligible to one vote in association elections. No proxy vote is allowed.

4.5 — Resignation and termination: Any member may resign by filing a written resignation with the secretary. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. A member can have their membership terminated by a majority vote of the board of directors.

4.6 — Non-voting membership: The membership of the organization shall have the authority to establish and define non-voting categories of membership.

4.6.1 Application for non-voting membership in this Association is open to any individual, irrespective of educational affiliation, who have rendered exceptional service or valuable performance to the Association, upon recommendation of the Executive Committee followed by two thirds vote of the members present at the annual meeting. Honorary members shall have all privileges of active members except for the right to vote and be a chairperson of any committee. Honorary

members may include past or current faculty members who are not graduates of the UERMMM College of Medicine.

Section 2 (4.7) - Chapter Membership

1. ~~4.7.1~~ A chapter organization shall have a set of Officers in accordance with Article VII—Section 5 and 7
 2. ~~A Chapter Organization shall function in accordance with the approved Constitution and By Laws of the National Organization.~~
 3. ~~Any member of the Chapter Organization shall automatically be a member of the National Organization and is subject to its by laws.~~
- 4.7.2. Each chapter shall set the membership dues from its members. The chapter is not responsible for collecting membership dues for the national association.
- 4.7.3. Membership in the national association is not automatic and each chapter member has the right to decide to be a member of the national association.

Article V. ~~FISCAL YEAR AND MEMBERSHIP DUES~~

~~Section 1. The fiscal year shall be from January 1 to December 31st.~~

~~Section 2. The annual dues for regular active members shall be \$50.00 per year (fees subject to change per Executive Committee's decision)~~

~~Section 3. Lifetime membership shall be granted upon payment of \$500.00. Dues may be paid in full or in two consecutive yearly payments.~~

~~Section 4. Honorary members is exempt from annual membership dues.~~

~~Section 5. Emeritus Members is exempt from annual membership dues.~~

~~Section 6. All dues are payable by January 31st of each year. If dues are not paid by February 28th, the treasurer shall send a notice to the members in arrears. The President, Treasurer and the Executive Committee shall meet to review the names of those who have not paid their annual dues and shall present their recommendations for Active Membership at the Annual Executive Committee meeting which coincides with the annual convention. Decision will be effective for the coming Fiscal Year.~~

Article VI. **ORGANIZATIONAL STRUCTURE**

~~Section 1—Executive Council:~~

~~The Executive Council shall consist of all elected officers of the Association, Executive Director and all Chapter Presidents as Ex Officio Vice Presidents, the immediate past three Presidents as its Advisers, the Chairpersons of each Standing Committees. Advisers and Chairpersons of Standing Committees do not have voting rights.~~

~~Section 2—Executive Committee:~~

~~The Executive Committee shall consist of all currently elected Officers of the Association comprised of the President, President Elect, Executive Vice President, Secretary, Treasurer, Auditor, and its Executive Director. The management and operations of the Association between annual meetings shall be vested in the Executive Committee.~~

~~Section 3—Executive Director. An Executive Director shall be appointed by the President. He/she shall serve for a two-year term, subject to~~

reappointment.

a. The Executive Director shall manage the National Office and the day-to-day affairs of the Association. He/she shall perform duties as that of a Chief Operating Officer and other functions designated by the President and the Executive Committee. He/she shall be responsible in carrying all correspondence of the Association, shall notify Officers and Members of all regular, special and Officers/Executive Committee and General meetings.

Section 5—Standing Committees. The standing committees are as follows:

a. Nomination and Election—To nominate candidates whose consent has been obtained for the offices to be filled. And, to oversee the election of the MAAA, Inc. Executive Officers every two years.

b. Membership & Directory—To recruit members and keep a current Alumni Directory. The Treasurer and Secretary are ex officio officers.

c. Scientific Program and Continuing Education—To plan and prepare programs, workshops or seminars for personal and professional growth or advancement of the Alumni. The CME Committee must arrange its certification no less than six months prior to the first day of the Annual Convention. The National & Co Host Chairperson of this committee must coordinate with the National Convention Commissioner for a well planned CME and Convention.

d. Constitution and By-Laws—To review the Association's Constitution and By-Laws and recommend, changes to the Executive Committee. Any amendment to the by-laws must be ratified by a majority vote of the general Membership in attendance at a called General Meeting.

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e. Media & Communications Committee—To publish Newsletter and press releases for the Association. To act as moderator for the National Association's website. The Executive Director and Secretary is an Ex Officio Member. The Newsletter Editor and Official Website Moderator is appointed by the President.

f. Circulation Committee—To act as the main distributor of all written Official Association's communications materials including Souvenir Programs, Journals, etc. The Chairperson is appointed by the President and all Chapter Secretaries are Ex Officios.

g. National Convention Commission—To plan with the co-hosting chapter or alumni group all the activities for the annual convention and reunion and other social or community affairs. The Commissioner is appointed by the current President and serves a 2 Year term. Official travel expenses by the Commissioner are included in the MAAA, Inc.'s Annual Budget.

h. Finance & Investment Committee—To formulate and oversee the development of the Investment Policy and Investments.

They will be responsible for the selection of the Financial Advisor. The President and the Dean of the College of Medicine shall be the Ex Officio Chairpersons. The President shall appoint the Committee

~~Chairperson and the 4 members of this Committee. Non-Alumni or Non-Physician with Professional Financial experience may be appointed as a member of this Committee by the President. The Association's elected Treasurer is automatically one of the 4 members of this committee. The Fund Raising Committee Chair and Auditor are ex-officio members. The Committee Chair(s) and one member shall act as the Investment Custodians for the Association and will oversee and work closely with the Investment Advisor and /or Managers.~~

~~i. Audit Committee—To review the income statement, balance sheet, and income tax return prepared by the Treasurer for the previous year and will present its report to the President, External Auditor, and Executive Committee at least 4 weeks prior to the Association's regular meeting that will coincide with the annual convention and reunion.~~

~~The Auditor will act as Chairperson and 3 committee members are appointed by the President. The Treasurer is an ex-officio member.~~

~~(1). External Auditor—the President or Committee Chairperson shall secure a Professional External Auditor for independent auditing of its annual financial report.~~

~~j. Fund Raising Committee—To develop and execute plans to raise funds for the projects of the Alumni Association. The Chairperson is appointed by the President and 3 Members. All Chapter Presidents and National Treasurers are Ex-Officio members.~~

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~~Section 6—The Chairpersons of each Standing Committee shall be appointed by the President.~~

~~Each Committee Chair shall be responsible for the achievement of the goals and implementation of the projects approved by the Executive Committee. Each Standing Committee shall submit a yearly written report of activities and accomplishments at the annual business meeting. Members of each committee must be an active Association or Chapter member.~~

~~Section 7—Elected Officers~~

~~The elected officers shall be a President, an Executive Vice President, a President Elect, a Secretary, a Treasurer and an Auditor. All elected Presidents of each Chapter shall serve as Ex-Officio Vice Presidents of the National Association's Executive Council. All Officers, the Executive Director and other members of the Executive Committee, the Executive Council and members of the Standing Committees shall serve without compensation.~~

~~Section. 8—Duties of the Elected Officers~~

~~1. President—shall be the Chief Executive Officer of the Association and shall have general supervision, direction and control of the business affairs of the Association. He shall preside at all meetings of the membership and the Executive Committee and Council.~~

He shall appoint the membership of all standing committees of the Association except the Executive Committee. He shall be ex-officio member of all standing committees and shall have the general powers and duties of management usually vested in the office of the President and shall have such other powers and duties as prescribed by the Executive Committee or its by-laws. He shall sit as a member of the Board of UERMMM Medical Alumni Foundation, Inc. during his term of duty as President.

2. Executive Vice President shall in the absence or disability of the President to perform the duties, responsibilities, and exercise the powers of the President and shall perform such duties as the Executive Committee may prescribe. All Chapter Presidents will automatically serve as ex-officio Vice Presidents of the the Executive Council and they shall relay all information and agenda taken during meetings to his/her local Chapter membership.

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3. Secretary shall keep accurate and complete minutes of all meetings with time and place of meeting whether regular or special, the notice given thereof, the names of those present and the proceedings thereof. He/she shall keep a membership list showing the names and addresses of alumni and coordinate with the Membership and Directory Committee in performing such functions including keeping all data current.

4. Treasurer shall receive, keep and oversee all the funds of the Association and disburse them only on the check of the Association, signed in the manner authorized by the Executive Committee. He/she shall render a financial report at each regular meeting of the Executive Committee and annual convention of the membership. The President, Treasurer, Executive Director and at least 3 elected Officers must be signatories to the MAAA, Inc. Bank Accounts.

The financial report that will be rendered at each regular meeting of the Executive Committee shall consist of the Income Statement, Balance Sheet and Income Tax Return of the previous year. The Treasurer shall also prepare the Annual Budget of the Association based on the previous 2 years Financial Reports of the Association which is to be presented at the regular meeting that will coincide with the annual convention and reunion.

The Treasurer shall submit the annual financial report for auditing and will also file for the Association's yearly income taxes.

5. Auditor shall review income statements, balance sheet(s), and Income Tax Return prepared by the Treasurer for the previous year and must certify to the accuracy of all financial reports prior to Treasurer's Financial Report to the President, the Executive

~~Committee and the External Auditor.~~

~~Section 10 — VACANCY~~

~~A vacancy in any office shall be referred to the Executive Committee who shall appoint a member to fill the unexpired term, until the next biennial election. Majority vote shall be required.~~

~~Article VI V. ORGANIZATIONAL STRUCTURE~~

~~5.1 - BOARD OF DIRECTORS~~

5.1.1 — Board role, and size: The Board of Directors shall have the ultimate control and management of the affairs and business of this organization. Such Board of Directors shall only act in the name of the organization when it shall be regularly convened by its chairman (who is elected by the members that comprise the board of directors) after due notice to all the directors of such meeting. The board is responsible for overall policy and direction of the association, and delegates responsibility of day-to-day operations to the President and the Executive Committee. The board of director shall be comprised of the President or vice president of each chapter association. The Board members will choose their chairman. The number of board of directors will be determined by the number of chapter associations in existence.

5.1.2 — Terms: All board members shall serve during their term as chapter president

5.1.3 — Meetings and notice: The board shall meet at least quarterly, at an agreed upon time and place. The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary. This meeting may take place via teleconference or via web conferencing. An official board meeting requires that each board member have written notice either by mail or via electronic method at least 28 days in advance.

5.1.4 — Quorum: A quorum must be attended by at least seventy five percent of board members for business transactions to take place and motions to pass.

5.1.5 — Officers and Duties: There shall be two officers of the board, consisting of a chairman, and secretary. Their duties are as follows:

5.1.5.1 The chairman shall convene regularly scheduled board meetings, shall preside over such meeting and shall uphold the best interest of the organization.

5.1.5.2 The secretary shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that records are maintained.

5.1.6 — Vacancies: When a vacancy on the board exists, the chapter that created the vacancy shall provide a replacement within 28 days. These vacancies will be filled only

to the end of the particular board member's term, unless if the vacancy was created due to the board member(s) non attendance at required board meetings.

5.1.7 — Special meetings: Special meetings of the board shall be called upon the request of the chairman, or one-third of the board. Notices of special meetings shall be sent out by the secretary to each board member at least two weeks in advance.

5.1.8 Any board of director member that fails to attend at least 50% of the regular meeting in a calendar year will be deemed to be uninterested in being part of the board and will be removed immediately without cause.

5.1.8.1 In the event that a board member is removed from office, a replacement will come from the chapter that created the vacancy, in the event that no members of the chapter is interested in being part of the board, the board will choose a member of the national association that is not affiliated with any chapter so as not to give any chapter the advantage of having more than one member.

5.1.8.2 The board shall convene a special meeting within 15 days to recommend possible replacements from the involved chapter. The board will also decide on other possible candidates from the chapter up to 3 and 3 others from the national membership without a chapter membership. This will provide 6 options

5.1.8.2.1 The nominee shall be informed by the chairman of the board of their nomination due to a vacancy.

5.1.8.2.2 The nominee will have 5 days to provide a response if the position will be accepted or not.

5.1.8.2.2 In the event the 1st choice does not accept the position the board shall inform the 2nd second up to the 6th choice in order until one accepts the position. Each nominee will have 5 days to respond with a decision.

~~Section 2~~ — 5.2 Executive Committee: The Executive Committee shall consist of all currently elected Officers of the Association comprised of the President, President-Elect, ~~Executive Vice President~~, Secretary, Treasurer, Auditor, and its Executive Director.

~~Except for the power to amend the Articles of Incorporation and bylaws~~, the Executive Committee shall have management and operations of the Association in the intervals between ~~annual meetings shall be vested in the executive committee~~ quarterly meetings of the board of directors, and is subject to the direction and control of the full board.

5.2.1 - President- shall be the Chief Executive Officer of the Association and shall have general supervision, direction and control of the business affairs of the Association **and answerable to the board of directors of the association**. He shall preside at all meetings of the membership and the Executive Committee. ~~and Council~~. He shall appoint the ~~membership~~ **chair** of all standing committees of the Association except the Executive Committee. ~~He shall be ex-officio member of all standing committees and shall have the general powers and duties of management usually vested in the office of the President and shall have such other powers and duties as prescribed by the Executive Committee or its by laws. He shall sit as a member of the Board of UERMMMCM Medical Alumni Foundation, Inc. during his term of duty as President.~~ **The President shall report to the Board of Directors at its quarterly meeting.**

5.2.2 President-elect

5.2.2.1 The term of the president elect shall begin began when the term of the current president ends.

5.2.2.2 The president elect ~~Executive Vice President~~ shall in the absence, incapacitation, or disability of the President ~~to perform the function~~ duties, responsibilities, to exercise the powers of the President and shall perform such duties as the Executive Committee may prescribe. All ~~Chapter Presidents~~ will automatically serve as ~~ex officio Vice Presidents of the the Executive Council and they shall relay all information and agenda taken during meetings to his/her local Chapter membership.~~ assume the duties of the president for the period of time the president is unable to do his duties. If the president is permanently incapacitated, the president elect shall take over the responsibilities of the President for the remainder of the term.

~~5.2.2.2.1 The president elect will become president when the current term ends except if the president elect shall become president for at least 18 months of the prior president's terms in this situation a new election at the earliest annual convention shall take place for a president elect. If the president elect shall take office for less than 18 months than the president elect will carry out the term that was as president elect and the term that would be president~~

5.2.2.2.1 If the president elect permanently assumed the duties of the president 18 months or more before his/her actual term of office, a new election at the earliest annual convention shall take place for a new president elect. If the president elect assumed the duties as president less than 18 months before his actual term of office, then the president elect will carry out the prior presidents' term and his/her actual term of office as president.

5.2.3 The secretary shall be responsible for keeping records of all actions, including overseeing the taking of minutes at all meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained. The secretary shall keep a membership list showing the names and addresses of alumni and coordinate with the Membership and Directory Committee in performing such functions including keeping all data current. The secretary shall assume the duties of the president, if the president and the president-elect are both temporarily or permanently incapacitated.

5.2.4 The treasurer shall make a report at each meeting. The treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to board members and the public. The treasurer shall render a financial report at each regular meeting of the Executive Committee and annual convention of the membership. The President, Treasurer and at least the chairman of the board of Directors or his chosen representative must be signatories to the MAAA, Inc. Bank Accounts. The financial report that will be rendered at each regular meeting shall consist of the Income Statement, Balance Sheet and Income Tax Return of the previous year. The Treasurer shall also prepare the Annual Budget of the Association

based on the previous 2 years Financial Reports of the Association which is to be presented at the regular meeting that will coincide with the annual convention and reunion. The Treasurer shall submit the annual financial report for auditing and will also file for the Association's yearly income taxes.

~~Section 4~~ **5.2.5** - Auditor – shall review income statements, balance sheet(s), and Income Tax Return prepared by the Treasurer for the previous year and must certify to the accuracy of all financial reports prior to Treasurer's Financial Report to the President, the Executive Committee and the External Auditor.

~~Section 3~~ **5.3**- Executive Director. An Executive Director shall be appointed by the President. The Executive Director will service only for the term of the President that appoint the Executive Director.

5.3.1 The Executive Director shall manage the National Office and the day to day affairs of the Association. ~~He/she~~ The Executive Director shall perform duties as that of a Chief Operating Officer and other functions designated by the President and the Executive Committee. ~~He/she~~ The Executive Director shall be responsible in carrying all correspondence of the Association, shall notify Officers and Members of all regular, special and Officers/Executive Committee and General meetings.

5.3.2 The Executive Director will also report to the Board of Directors and shall abide by the decisions of the board of directors in the event that the board believes the actions taken by the Executive Director will harm the organization.

5.4 Advisers

5.4.1 There shall be 6 advisers of the association.

5.4.1.1 The advisers will be the immediate past president, the dean of the college of medicine, the president and chairman of the foundation, one past president at the discretion of the president and one member of the general membership

5.4.2 The advisers will have no voting privileges and their role is to provide advice only when requested by the president.

5.4.3 The term of the appointed adviser is only for the term of the president that appointed the individual to the adviser position.

~~Article VII. NOMINATIONS AND ELECTIONS~~

~~Section 1. The **Nomination Committee** shall consist of three members including the Chairperson. The Chairperson shall be the immediate Past President. One member from the Executive Board and one from the membership at large shall be appointed by the President.~~

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~~The Committee Chair shall accept letter of intent from Executive~~

Committee nominees for President Elect, Executive Vice President, Secretary, Treasurer and the Auditor.

Section 2. The **Election Committee** shall consists of three members including the Chairperson. The Chairperson shall be appointed by the current President and shall be from previous Presidents other than the immediate past President. One member from the Executive Council and one from the membership at large, and shall be appointed by the President.

Section 3. It shall be the duty of the Nominating Committee to receive applications from nominees and to nominate candidates whose consent have been obtained for the offices to be filled at least 30 days prior to the date of the election.

Section 4. Only paid members in good standing are eligible for nominations. Nominees must be duly qualified to hold office in accordance with the provisions of this By Laws.

Section 5. The candidates for all elective offices shall submit their intent of candidacy no less than 30 days prior to the date of election, to the Chairman of the Nominating Committee via postal or electronic mail. A copy of intent of candidacy shall be mailed (postal or electronic) also to the President and Election Committee Chairman by the aspiring candidate.

Section 6. No nominations shall be accepted from the floor on the day of the election.

Section 7. Voting members of the official biennial elections of officers are limited to Lifetime members and regular members who have paid their current membership dues prior to election date. New members should have paid their membership dues 30 days prior to election.

Section 8. Roster of voting members shall be furnished by the treasurer no less than 48 hours prior to the election. The list shall be submitted to the President and the Chairman of the Election Committee. This roster shall be the official list of voters that shall be used by the Election Committee on the day of the election.

Section 9. The Election Committee shall prepare the ballots with the names of candidates printed no later than 10 days prior to the date of elections. The ballots shall be numbered and checked by the Chairman of the Nominating Committee and attested and signed by the Chairman of the Election Committee.

Section 10. There shall be no voting by proxy. Official Ballots shall be distributed to members in good standing 48 hrs prior to day of election. Members must bring their ballots on Election Day and must sign the election roster on or prior to Election Day.

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Section 11. Elections shall be held from 8:00 a.m. to 10:00 a.m. during the biennial General Meeting. No ballots will be accepted after 10:00 a.m. The Election Committee shall be responsible for counting and verification of votes.

~~Results shall be announced prior at end of General Meeting.~~

~~Section 12. A protest on the proceedings, conduct, and result of the election shall be submitted in writing within 4 hours post announcement of the official election results to the Chairman of the Election Committee. The written protest shall be submitted to the Executive Committee for final decision before induction commences.~~

~~Section 13. Elected Officers shall be inducted on the night of the election except in the event that an outstanding protest has been submitted to the Election Committee. The special induction to assume office will then be held by no later than September 15 of the subsequent month(s) of the same year or the date designated by the Incoming President but, no more than 90 days past election.~~

~~Section 14. Any elected officer may be removed from office by three fourths vote of the Executive Committee at any duly called meeting and provided that at such meeting shall first find such officer has not performed his duties in the best interest of the Association, and provided that at such meeting the officer in question shall have been given opportunity to respond upon written notice of at least thirty days to show cause and appeal, why he/she should not be removed from office.~~

~~Section 15. Term of Office. The term of office for elected officers or appointed members of the Executive Board or chairpersons of the Committee shall be for two years.~~

~~No Executive Officer shall be elected for more than two consecutive terms in the same office.~~

~~Section 16. The election by mail may be done by lifetime members and members of good standing who continuously pay his/her annual dues for the last five (5) years prior to the election. The request for election by mail must be submitted by postal mail to the Election Committee at least 1 week prior to election. The official ballot must be received by the Election Committee no later than one day before the Election Day, otherwise the ballot will be invalidated.~~

ARTICLE VII VI— COMMITTEES

6.1 — Committee formation, role and function: There will be standing committees of the association and ad hoc committees. The President may create committees as the needs arise and once their functions are completed, and have given their final report, it is automatically dissolved. The President will appoint the chairperson of the committee and will come from the general membership unless otherwise noted in their respective section. Each Committee Chair shall be responsible for the achievement of the goals and implementation of the projects approved by the Executive Committee. Each Standing Committee shall submit a yearly written report of activities and accomplishments at the annual business meeting. Members of each committee must be an active Association or Chapter member.

6.1.1 Any Ad Hoc or Special Committee that is created for a specific special function or assignment, must give a report to the President and Board of Directors prior to its dissolution unless it is discharged by the president or by the Board of Directors.

6.2 – The Standing Committees are as follows and shall comprise of 4 additional members for each committee in addition to the chairman of the committee:

6.2.1 Nomination and Election Committee - To nominate candidates whose consent has been obtained for the offices to be filled. And, to oversee the election of the MAAA, Inc. Executive Officers every two years. The members of the committee will be chosen by the chairperson who shall choose 4 members and must come from the following: membership (2 members); ex-officio (including former Presidents) (1 member); and from the Board of Directors (1 member).

6.2.1.1 The Committee Chair shall accept letter of intent from ~~Executive Committee~~ nominees from the general membership for President Elect, Executive Vice President, Secretary, Treasurer and the Auditor.

6.2.1.2. It shall be the duty of the Nominating and Election Committee to receive applications from nominees and to nominate candidates whose consent have been obtained for the offices to be filled at least 60 days prior to the date of the election.

6.2.1.3. Only paid members in good standing are eligible for nominations. Nominees must be duly qualified to hold office in accordance with the provisions of this By-Laws.

6.2.1.4. The candidates for all elective offices shall submit their intent of candidacy no less than 60 days prior to the date of election, to the Chairman of the Nominating and Election Committee via postal or electronic mail. A copy of intent of candidacy shall also be mailed (postal or electronic) also to the Executive Director by the aspiring candidate.

6.2.1.4.1 Applications received after the deadline will not be included in the ballot. The deadline is set at 60 days before the first day of the annual convention. The chairman of the nominating committee will inform the general membership through the executive director of the total number of nomination received at the end of the business day of the deadline or the time of the delivery of mail by the USPS.

~~6.2.1.4.1 6.2.4.1.1~~ It is the responsibility of the candidate to ensure that their candidacy is received on time by the chairman of the nominating committee.

6.2.1.4.2 If the nominating committee chairman fails to provide the number of received nominations as stated in ~~6.2.1.4.1 2.4.1~~ above, he (the chairman) shall be removed immediately and the letters of intent received will be delivered to the Chairman of the Board of Directors unopened.

6.2.1.4.2.1 In the event that this action is taken, the date on the nomination envelope will be used as the date of qualification.

~~2.5. No nominations shall be accepted from the floor on the day of the election.~~

~~2.6.~~ **6.2.1.5** Voting members of the official biennial elections of officers are limited to Lifetime members, regular members and new members who have paid their current membership dues prior to election date **45 days of the annual convention**. ~~New members should have paid their membership dues 30 days prior to election.~~

~~2.7.~~ **6.2.1.6** Roster of voting members shall be furnished by the treasurer no less than 40 days prior to the election. The list shall be submitted to the President and the Chairman of the Nomination and Election Committee and posted on the official website (<http://www.uermmmc.org>) of the association.

6.2.1.6.1 This roster shall be the official list of voters that shall be used by the Nomination and Election Committee on the day of the election.

6.2.1.7. The Nomination and Election Committee shall prepare the ballots with the names of candidates printed no later than 20 days prior to the date of elections. The ballots shall be numbered and checked by the Chairman of the Nominating Committee and attested and signed by the Chairman of the Election Committee.

6.2.1.8. There shall be no voting by absentia nor by proxy. Official Ballots shall be distributed to voting members at the place of election.

6.2.1.9. Elections shall be held from 8:00 a.m. to 10:00 a.m. during the biennial General Meeting. No ballots will be accepted after 10:00 a.m. The Election Committee shall be responsible for counting and verification of votes. Results shall be announced ~~prior at end of General Meeting.~~ **within 2 hours of the election by the chairperson of the committee.**

6.2.1.10. A protest on the proceedings, conduct, and result of the election shall be submitted in writing within 4 hours post-announcement of the official election results to the Chairman of the Election Committee. The written protest shall be submitted to the Executive Committee ~~for final decision before induction commences.~~ **The officer whose position is being protested will not be inducted until after a full investigation being conducted by the board of directors**

6.2.1.10.1 The board of directors will commence a fact finding committee immediately to resolve the protest. The candidate protesting the results has the right to present witnesses and documents to support their case and to accept or refute the decision.

6.2.1.10.2 The board of directors will attempt to resolve the protest prior to the planned induction of officers. In the event that the protest cannot be resolved before the induction, the position in question will be left vacant.

6.2.1.10.2.1 The board of directors will have 15 days to resolve the protest and present a written report to the officer that protested the results.

6.2.1.10.2.2 If the protester accepts the decision, the winning candidate will assume the position that was in protest and will be inducted by the president of the local chapter or President of the association, ~~or~~ at any meeting of the association or local chapter.

6.2.1.11. Elected Officers shall be inducted on the night of the election ~~except in the event that an outstanding protest has been submitted to the Election Committee. The special induction to assume office will then be held by no later than September 15 of the subsequent month(s) of the same year or the date designated by the Incoming President but, no more than 90 days past election.~~

~~Section 14. Any elected or appointed officer may be removed from office by three-fourths vote of the Executive Committee at any duly called meeting and provided that at such meeting shall first find such officer has not performed his duties in the best interest of the Association, and provided that at such meeting the officer in question shall have been given opportunity to respond upon written notice of at least thirty days to show cause and appeal, why he/she should not be removed from office.~~

6.2.1.12. Term of Office. The term of office for elected officers or appointed members of the Executive Board or chairpersons of the Committee shall be for two years, starting from the time of induction and ending at the time of the next induction. July 1st and ending June 30th of the second year.

6.2.1.13.1 No Executive Officer shall be elected for more than two consecutive terms in the same office.

6.2.2 Membership & Directory - To recruit members and keep a current Alumni Directory. The Treasurer and Secretary are ex-officio officers.

6.2.3 Scientific Program and Continuing Education - To plan and prepare programs, workshops or seminars for personal and professional growth or advancement of the Alumni. The CME Committee must arrange its certification no less than six months prior to the first day of the Annual Convention. The National & Co-Host Chairperson of this committee must coordinate with the National Convention Commissioner for a well planned CME and Convention.

6.2.4 Constitution and By-Laws - To review the Association's Constitution and By-Laws and recommend, changes to the Executive Committee **and Board of Directors**. Any amendment to the by-laws must be ratified by a majority vote of the general Membership in attendance at a called General Meeting.

6.2.5 Media & Communications Committee – To publish Newsletter and press releases for the Association. To act as moderator for the National Association's website. The Executive Director and Secretary is an Ex-Officio Member. The Newsletter Editor and Official Website Moderator is appointed by the President.

6.2.5.1 The official website of the association are <http://www.uermmmc.org> and <http://www.uermmmc.info>

6.2.5.2 The official website username and password will be turned over to the incoming president immediately following the taking of the oath of office by the existing President.

6.2.5.3 The official website is the property of the association and not of any individual.

6.2.5.4 Payment for maintenance of the website domain and hosting plan shall be paid by the association

6.2.6 Circulation Committee – To act as the main distributor of all written Official Association’s communications materials including Souvenir Programs, Journals, etc. The Chairperson is appointed by the President and all Chapter Secretaries are Ex-Officios.

6.2.7 National Convention Commission – To plan with the co-hosting chapter or alumni group all the activities for the annual convention and reunion and other social or community affairs. The Commissioner is appointed by the President and serves a ~~2~~3-Year term for a smooth transition to the next term. Official travel expenses by the Commissioner is included in the MAAA, Inc.’s Annual Budget.

6.2.8 Finance & Investment Committee- To formulate and oversee the development of the Investment Policy and Investments. They will be responsible for the selection of the Financial Advisor. The President and the Dean of the College of Medicine shall be the Ex-Officio Chairpersons. The President shall appoint the Committee Chairperson ~~and the 4 members of this Committee~~. Non-Alumni or Non-Physician with Professional Financial experience may be appointed as a member of this Committee by the President **upon approval by the board of directors. The members of the committee will be chosen by the chairperson who shall choose 4 members and must come from the following: membership (2 member); and from the Board of Directors (1),** The Association’s elected Treasurer is automatically one of the 4 members of this committee **(1 member)**.

6.2.8.1 The Fund Raising Committee Chair and Auditor are ex-officio members. The Committee Chair(s) and one member shall act as the Investment Custodians for the Association and will oversee and work closely with the Investment Advisor and /or Managers.

6.2.9 Audit Committee - To review the income statement, balance sheet, and income tax return prepared by the Treasurer for the previous year and will present its report to the President, External Auditor, and Executive Committee at least 4 weeks prior to the Association’s regular meeting that will coincide with the annual convention and reunion. The Auditor will act as Chairperson and 4 committee members are appointed by the ~~President~~ **chairperson**. The Treasurer is an ex-officio member.

6.2.9.1 External Auditor – the President or Committee Chairperson shall secure a Professional External Auditor **upon the approval of the board of directors** for independent auditing of its annual financial report.

6.2.10 Fund Raising Committee - To develop and execute plans to raise funds for the projects of the Alumni Association. The Chairperson is appointed by the President and 4 Members **are appointed by the chairperson**. All Chapter Presidents and National Treasurers are Ex-Officio members.

ARTICLE ~~(VIII)~~ VII — MEETINGS AND CONVENTION OF MEMBERS

7.1 — *Regular meetings*: Regular meetings of the executive committee shall be held at a time and place designated by the President.

7.2 — *Annual meetings*: An annual meeting of the members shall take place in the month of July, the specific date, time and location of which will be designated by the President, receive reports on the activities of the association, and determine the direction of the association for the coming year. At the annual meeting the members shall elect officers every other year (normally even number year)

7.3 — *Special meetings*: Special meetings may be called by the President, the Executive Committee or a simple majority of the board of directors. A petition signed by fifty (50%) percent of chapter presidents or 5% of the voting members may also call a special meeting. Special meetings must be called by the President within 60 days. In the event the President does not call for a meeting within 60 days, the Board of Directors shall call for a meeting within 30 days.

7.4 — *Notice of meetings*: Printed notice of each meeting shall be given to each voting member, by mail, or via electronic methods such as email not less than 28 days prior to the meeting.

7.5 — *Quorum*: The members present at any properly announced meeting shall constitute a quorum.

7.6 — *Voting*: All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

7.7 — *Annual Conventions and Reunions*: At least ~~ninety~~ **180** days notice of the annual meeting must be given to the members. Business matters, election of officers, induction of officers, reunion and ball shall be the order of the day at the annual convention. The local alumni chapter or the chapter nearest the convention and the Executive Committee shall be considered to organize and co-host the affair. An active group of alumni without a chapter desirous of co-hosting a convention in their city may submit their written request for consideration to the National Convention Commission or Convention Commissioner for recommendation to the Executive Committee.

7.7.1 The National Convention Commissioner (NCC) will plan and oversee the co-host chapter/group, all programs and activities of the Annual Convention and

Reunion and other Alumni or community social affairs. a) The ~~NCC~~ National Convention Commission shall consist of: the immediate Past-Convention Chairperson(s), the current acting Convention Chairperson (s), the next Convention Chairperson, the President-Elect, the Executive Director, and Treasurer.

7.7.2 The President of the MAAA, Inc. has the right to appoint the NCC Commissioner and Chairperson(s) from the Co-Host Chapter or Group of Alumni. The National Convention Commissioner's term shall be for a 3-Year term which coincides with the President-Elect's term for smooth transition of planned conventions.

7.7.3 The Annual Convention sites is recommended by the NCC and selected by the Executive Committee and the NCC Commissioner at least 3 Years in advance. Hotel or convention venue must be selected and arranged for at least 2-3 years in advance.

7.7.4 The National Convention Commissioner and the current Convention Chairperson(s) shall negotiate and arrange with the selected venues its hotel rates, room and vendors Agreements for the Annual Convention and Reunion.

7.7.5 The Commissioner will act as the Official Representative of the Association with rights to sign Agreement Contracts with the selected hotel and vendors unless otherwise assigned over by the Commissioner and after consultation with the President. Final hotel contract will be signed by both NC Commissioner and President, and/or by the Chapter President.

Article Chapter VIII: Communication

8.1 Official communication from the members to the Board of directors and the President will be via certified mail with return receipt.

8.1.1 Any officer of the association that refuses to accept certified mails sent by any member of the association of officer will be deemed insubordinate and will be grounds for removal from office immediately, unless the individual can provide a valid written statement that prevented the acceptance of the mailing

8.1.2 It is the responsibility of the officers to ensure that alternative arrangements are made for acceptance of certified mail from the members

8.1.3 The return receipt or unaccepted mail will be considered delivered to the officer.

8.1.4 Emails and telephone conversations are not considered official communication but informal communications to the officers and BOD

8.2 Communication between officers and/or the board of directors may be via teleconference or emails provided the record of the communication shows the date, time and name of the individual that sent the email. If the meeting will take place via teleconference a record of those in attendance and the time and date of the meeting will be recorded by the secretary of the BOD or officers.

8.2.1 The communication will be reported and ratified in the next schedule meeting the officers will sign their name next to their votes if there was one done during the teleconference.

Article IX. CHAPTER ORGANIZATION

~~9.1. Chapter Organization could be organized. It shall consist of members residing in a geographical location close to each other and any other members in accordance with the chapter bylaws. Organization of such chapter shall be with the approval of the Executive Committee of the National Organization.~~

~~Section 2. A general meeting and election of Chapter Officers may be called for the purpose of discussing a given course of action.~~

~~Section 3. Only members residing on the geographical areas defined shall have the right to vote on such meetings unless the matter for discussion involves the general membership of National Association.~~

~~Section 4-9.2. Matters involving the National Association shall be governed by the National By-Laws and subject to approval by the Executive Committee. The Chapter membership shall abide by the Constitution and By Laws of the National Association.~~

~~Section 5. Chapter By Laws shall be drafted. The provisions shall be in conformance with the National By Laws as its Chapter.~~

~~Section 6~~ 9.3. The Chapter Organization shall maintain regular communication with the National Association and encouraged to be part of the activities of the National Association .

~~Section 7~~ 9.4. Each Chapter may collect their own chapter membership dues separate from the obligatory National Association membership dues for operational and management purposes in compliance with IRS Rules.

Article X: Removal from Office

10.1: Only active members have the right to ask for removal proceedings against any officer. A certified mail should be sent to the address of the chairman of the board of directors who will then activate the fact finding committee

10.2: All elected officers may be removed from office

10.3: If any officer is subject to removal the secretary of the board of directors shall head the fact finding committee formed to evaluate the merits of the removal complaint.

10.3.1: The committee shall be composed of 5 members including the chairperson.

10.3.2: The committee has 30 days to provide a report to the board of directors of whether the officer should be removed or not.

10.3.3: The officer shall have the right to present witnesses and argue the case in front of the fact finding committee.

10.4: Grounds for Removal

10.4.1: If the offense deemed is not a ground for removal the committee will provide a written report and the chairperson will convene a special meeting of the board of directors within 5 days to provide a report to the full board. The chairman of the board will inform the officer in question and the general membership of the fact finding committee within 5 days.

10.4.2: Once it is determined by the fact finding committee that the officer has committed a removal offense, the chairman of the board will notify the officer of the fact finding committee results within 5 days of receiving the report and will convene a special meeting of the membership within 30 days for its final vote.

10.4.3: The report will be sent via registered mail with return receipt. Failure of the officer to accept delivery of the certified mail does not absolve the officer from removal of office. It is the officer(s) responsibility to provide a valid address to accept certified mails.

10.5: The general membership will vote on a special meeting date within 60 days of the report of the chairperson and board of directors regarding the officer in question.

10.5.1: A quorum of ½ of the active membership must be present for the removal vote to take place. If there is no quorum present during the removal vote the proceeding will be deemed void and the officer will not be impeached. No further removal proceedings will take place for the same complaint.

10.5.2: A 2/3 vote of the members present will determine the results of the proceeding.

Article XI. PARLIAMENTARY AUTHORITY

Roberts Rule of Order shall govern the order of business at all meetings of this Association, its Chapters and the Executive Committee except as otherwise provided in these By-Laws or the Executive Committee.

Article XII. AMENDMENTS

12.1 These By-Laws may be amended at any regular meetings of the Association by a majority 75% vote of members in attendance provided a copy of the proposed amendments shall have been submitted in writing (this includes posting in the official website) to the members at least 2 60 days before the called regular meeting.

12.2 Any amendments to the by-laws will need to have been approved by 75% of the executive committee prior to being reviewed by the board of directors for final approval to be voted on by the general membership.

12.3 Upon the recommendation of the executive committee by a vote of 75%, the board of directors will vote on the amendments and will need 75% of votes in the affirmative for the proposed amendment to be brought to the general membership.

12.4 Any amendments to the by-laws that the general membership will vote upon must be accompanied by the entire by laws with strikeouts of what is to be deleted and in red what is to be added in the appropriate section of the by-laws

12.5 Any amendments to the by-laws that does not conform to section 12.4 will be deemed void.

Submitted by: The Constitution & By-Laws Committee
May 29, 2011 (edited final draft)