

**UERMMMC Alumni Foundation USA, Inc.
Constitution and Bylaws**

ARTICLE I

Name

The name of the Corporation shall be “University of the East Ramon Magsaysay Memorial Medical Center Alumni Foundation, USA, Inc.”

ARTICLE II

Purposes and Functions

Section 1. Mission. The University of the East Ramon Magsaysay Memorial Medical Center Alumni Foundation, USA, Inc. exists to support quality medical education and promote the interests of the alumni and non-alumni physicians.

Section 2. Purposes and Objectives. (1) To help the UERMMMC College of Medicine achieve its developmental goals; (2) help the UERMMMC College of medicine improve the facilities for teaching services and research which will improve the quality of education of physicians and medical care in the Philippines; (3) network with other organizations in supporting development of medical education and research in the Philippines and the United States; (4) foster ties between alumni and the medical community in the United States and in the Philippines; (5) sponsor CME programs as well as faculty development workshops.

Section 3. Legal Identity. The Corporation is organized not for profit. It shall have no capital stock and shall not be conducted for pecuniary profit. No income money or part of its earnings shall be used to the pecuniary benefit of any officer, director, member of committees or any person connected with the Corporation from being treated as a tax-exempt corporation by the Internal Revenue Service presently in effect or as it may be changed in the future. However, this shall not prevent reasonable compensation to any person for services or expenses incurred to or for the Corporation in effecting any of its purposes.

ARTICLE III

Board of Trustees

Section 1. Number and Qualifications. The affairs of the Corporation shall be managed by the Board of Trustees (the “Board”), the directors being known and styled as trustees. The board shall consist of 15 members. The initial trustees shall be those persons whose names and addresses are set forth in the Certificate of Incorporation and they shall serve until the first annual meeting of the Board and until the election and qualification of their successors. Thereafter, six trustees shall be elected at the annual meeting of the Board or at any adjournment thereof. In addition, the person serving as Dean of the UERMMMC College of Medicine shall be at all times a trustee *ex officio*. In the event that the Dean declines to serve, the Dean shall be entitled to appoint one person to serve as trustee instead. Each trustee shall continue in office until the next annual meeting of the Board held after the election of such trustee and until the election and qualification of a successor.

Section 2. Officers of the UERMMMC Alumni Association, USA. The President and President-elect of the UERMMMC Alumni Association, USA (national) automatically become members of the Board of Trustees during their term.

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Section 3. Vacancies. Any vacancy or vacancies created by death, resignation or incapacity may be filled at any meeting of the Board through election by a majority of trustees then in office. A trustee elected to fill a vacancy shall hold office until the next annual meeting of the Board and until the election and qualification of a successor.

ARTICLE IV

Meetings

Section 1. Annual and Special Meetings. An annual meeting of the Board shall be held during the first six months of each calendar year, on a date designated by the Board. The Chairman of the Board, the President or any other member of the Board may call a special meeting of the Board on not less than five (5) days' notice, given by the best available technology. All meetings of the Board shall be held at such place within or outside the State of New York as shall be designated in the notice of the meeting.

Section 2. Quorum and Vote. One-third of the members of the Board, present in person, shall constitute a quorum for the transaction of business at meetings of the Board and, except as otherwise expressly required by statute or these Bylaws, all matters shall be decided by the vote of a majority of the trustees present; but in the absence of a quorum those present at the time and place set for a meeting of the Board may take an adjournment from time to time without further notice, until a quorum shall be present.

Section 3. Other Officers. The members of the executive board of the Alumni Association (National) and the Chapter Presidents may also be allowed to attend meetings and participate in discussions but shall have no voting privilege. (Amendment now includes "officers of each chapter of the UERMMMCMAAA, Inc. are now non-voting board members of the foundation." Editor)

Section 4. Action Without a Meeting. Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting, if all members of the Board or the Committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consent thereto by the members of the Board or such committee shall be filed with the minutes of the proceedings of the Board or of such committee.

Section 5. Participation by Telephone. Anyone or more members of the Board or of a Committee thereof may participate in a meeting of the Board or the committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

ARTICLE V

Committees

Section 1. Executive Committee. The Board may, by resolution of a majority of the entire Board, create an Executive Committee which shall consist of at least three trustees, as the Board from time to time shall provide. Between meetings of the Board, the Executive Committee shall have and may exercise all of the powers of the Board. However, the Executive Committee shall not have authority to: (1) fill vacancies on the Board or any committee; (2) fix compensation of the trustees for serving on the Board or on any committee; (3) amend or repeal the Bylaws or adopt new Bylaws; or (4) amend or repeal any resolution of the Board which by its terms shall not be so amendable

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or repealable. Any action taken by the Executive Committee between meetings of the Board shall be reported to the Board at its next meeting.

Section 2. Audit Committee. The Board shall appoint an Audit committee consisting of the President, the Treasurer, and two other trustees. The Audit Committee shall recommend an auditor for the Corporation to be appointed by the Board, shall define the scope of the audit to be performed, and shall review the annual financial statements of the Corporation prior to their submission to the Board. The Audit Committee may examine and consider such other matters relating to the financial affairs of the Corporation, as the Committee deems desirable.

Section 3. Standing Committees. The standing committees shall be the following: (1) Executive, (2) Audit and Ethics, (3) Constitution & Bylaws, (4) Library & Shared Educational Materials, (5) Finance, Budget & Investment, (6) Fundraising, (7) Scholarship, (8) Conferences & Memorial Lectures, (9) Adopt, (10) Wish List, (11) Faculty Development, (12) Residents Award, (13) Community Service, (14) Recycling for Charity.

ARTICLE VI

Officers

Section 1. Election. The election of officers shall be held every two years during the annual meeting or at any adjournment thereof. The Board shall elect a Chairman, Vice-Chairman, President, Vice-President, Secretary, Treasurer, Assistant Secretary, and Recording Secretary. Any such office not filled at the annual meeting or adjournment thereof may be filled by the Board at any meeting. The Board may at any meeting by resolution elect and define the duties of such officers as it may from time to time determine. No officer, other than the Chairman of the Board, need be a trustee. The same person may be elected to more than one office, except the offices of President and Secretary shall not be held by the same person. A vacancy in any office may be filled by the Board at any meeting. All officers shall hold office at the pleasure of the Board or until their respective successors shall have been elected and shall have qualified. They shall receive such salaries or other compensation as may be authorized by the Board.

Section 2. Resignation and Removal. Any officer may resign at any time by delivering a written resignation to the President or Secretary of the Corporation. The acceptance of any such resignation unless required by the terms thereof, shall not be necessary to make the same effective. Any officer may be removed at any time for or without cause by vote of the trustees.

ARTICLE VII

Duties of Officers

Section 1. Chairman of the Board. The Chairman of the Board shall preside at meetings of the Board, shall be a member *ex officio* of all committees, and shall have such other duties as may be prescribed by the Board.

Section 2. Vice-Chairman. The Vice-Chairman will perform the functions of the Chairman during his absence. He/She will perform other duties assigned by the Chairman.

Section 3. President. The President shall be the chief executive officer of the Corporation and shall have general supervision over the business of the Corporation and over its several officers, subject however, to the control of the Board. Except as otherwise hereinafter provided by these Bylaws, or by resolution duly adopted at any meeting of the Board, the President shall power to sign for the Corporation all deeds and other agreements and formal instruments

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and shall be a member ex officio of all committees. In the absence or disability of the President, the Vice-President (or, if there be more than one, the Vice-Presidents, in the order of their appointment) shall have the powers and perform the duties of the President. In the absence or disability of the President and the Vice-President (or, if there be more than one, each Vice-President), a trustee of the Corporation may be appointed by the Board to discharge the President's functions in whole or in part, as the Board may specify.

Section 4. Secretary. The Secretary shall take and keep the true minutes of all meetings of the Board and of committees of the Corporation, shall have custody of the corporate seal, and shall have the authority to affix the same to any instrument requiring it, and when so affixed, to attest it. The Secretary shall notify trustees of their election, shall, under the general direction of the President, prepare and present the business to be acted upon at meetings of the Board and of Committees; shall in general perform all duties incident to the office of Secretary; and shall perform such other duties as may be assigned by the Board or the President. In the absence or disability of the Secretary, any Assistant Secretary shall have the powers and perform the duties of the Secretary.

Section 5. Treasurer. The Treasurer shall in general perform all duties incident to the office of Treasurer; the Treasurer shall have the custody of the funds and securities of the Corporation, shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation; shall exhibit such books of accounts and records at the office of the Corporation to any of the trustees at any time upon request and shall render a detailed statement to the trustees as often as they shall require it; shall deposit the funds of the Corporation in such banks or trust companies or in such vault or vaults as may from time to time be designated by the Board. The withdrawal of such funds and securities shall be made only on the signature or signatures of such one or more trustees, officers or employees of the Corporation as may be designated from time to time by the Board for such purpose. The Treasurer shall perform such other duties as from time to time may be assigned by the Board. The Treasurer, if required so to do by the Board, shall give a bond for the faithful discharge of the Treasurer's duties in such sum, and with such sureties, as the Board shall require. The expense of any such bond shall be paid by the Corporation. In the absence of the Treasurer, any Assistant Treasurer shall have the powers and perform the duties of the Treasurer.

Section 6. Qualifications of Officers. The nominees should have participated in the activities of the Foundation/alumni Association for at least two years. The qualified nominee shall submit a resume and a signed consent that he/she is willing to serve if elected. The documents shall be submitted three months prior to the Foundation's annual meeting (July/August). It is not necessary that a nominee be a medical alumni. Other community leaders who could be assets to the Foundation could also be elected as officers and members of the Board of Trustees.

ARTICLE VIII

Fiscal Year

The Corporation's fiscal year shall be the calendar year.

ARTICLE IX

Investments

Section 1. Investments and Proxies. The Board shall have power to make investments of the funds of the Corporation and to change the same, and may from time to time sell any part of the securities of the Corporation or any rights or privileges that may accrue thereon. Any officer of the Corporation, or such other person as the Board may designate, may execute and deliver on behalf of the Corporation proxies on stock owned by the Corporation, appointing persons

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to represent and vote such stock at any meeting of stockholders, with full power of substitution and rescinding such appointments.

Section 2. Transfer and Assignment. The Board may authorize any officer of the Corporation, trustee or any person or persons to execute such form of transfer and assignment as may be customary or necessary to constitute a transfer of stocks, bonds, or other securities standing in the name of or belonging to the Corporation. A corporation or person transferring any such stocks, bonds, or other securities pursuant to a form of transfer or assignment so executed shall be fully protected, and shall be under no duty to inquire whether or not the Board has taken action in respect thereof.

ARTICLE XX

Contracts, Checks and Other Instruments

The Board may authorize any officer or officers, in the name of or on behalf of the Corporation to enter into any contract or to execute and to deliver any instrument, or to sign checks, drafts, endorsements, notes or other evidences of indebtedness of the Corporation, and such authority may be general or confined to specific instances; and unless so authorized by the Board or Bylaws of the Corporation, no officer shall have power or authority to bind the Corporation by any contract or engagements or to render it pecuniarily liable for any purpose or for any amount. The Board shall have discretion to reject any grant, gift or bequest the conditions of which might conflict with or jeopardize the Corporation's charitable purposes. The Board shall have final authority over the making of all grants and other charitable expenditures, and nothing in the Article shall constitute any restriction or limitation of any powers of the Board conferred by statute or by these Bylaws.

ARTICLE XI

Loans

No loan shall be contracted on behalf of the Corporation and no negotiable paper shall be issue on its behalf unless authorized by the vote of the Board. When so authorized by the Board, any officer may effect loans and advances at any time for the Corporation from any bank, trust company or other institution, or from any firm, corporation or individual. Such authority may be general or confined to specific instances. No loans other than through the purchase of bonds, debentures or similar obligations of the type customarily sold in public offerings, or through ordinary deposit of funds in a bank, shall be made by the Corporation to its trustees or officers, or to any corporation, firm, association or other entity in which one or more of its trustees or officers are directors or officers or hold a substantial interest, except a loan to another Type B corporation, as defined in the New York Not-for-Profit Corporation Law.

ARTICLE XII

Indemnification of Trustees and Officers

To the extent permitted by law, any person made, or threatened to be made a party to any action, suit or proceeding, civil or criminal, by reason of being or having been, or having done or not having done anything in the capacity of, a trustee or officer of the Corporation shall be indemnified by the Corporation against all reasonable expenses and costs, including attorneys' fees, actually and necessarily incurred by, or imposed upon, such person in connection with or resulting from such action, suit or proceeding, or in connection with any appeal therein, including any judgment, fine or settlement, provided, however, that either (a) said action, suit or proceeding shall be prosecuted

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against such person to final determination and it shall not be fully adjudged that such person was liable for negligence or misconduct in the performance of duties to the Corporation as such trustee or officer, or (b) said action, suit or proceeding shall be settled with the approval of the Board or otherwise terminated as against such person without a final determination on the merits and the Corporation shall be advised in writing by its counsel that, in the opinion of such counsel, such person was not liable for negligence or misconduct in the performance of duties to the Corporation, as charged in such action, suit or proceeding. The foregoing right of indemnification shall not be exclusive of any other rights to which any such trustee or officer may be entitled as a matter of law, or which may be lawfully granted to such trustee or officer, and the indemnification hereby granted by the Corporation shall be in addition to and not in limitation of any other privilege or power which the Corporation may lawfully exercise with respect to indemnification or reimbursement of trustees or officers. The term "person" as used in this article shall include the executor, administrator or other personal representative of a trustee or officer.

ARTICLE XIII

Waiver of Notice

Whenever any notice is required to be given under the provisions of the laws of the State of New York or under the provisions of the Certificate of Incorporation or Bylaws of this Corporation, a waiver thereof, in writing, signed by the person or persons entitled to said notice whenever before or after the time stated therein, shall be deemed equivalent to the required notice.

ARTICLE XIV

Amendments

These Bylaws may be amended or repealed at any meeting of the Board, provided that written notice of the proposed amendment or repeal has been sent to each trustee of the Corporation at least five (5) days in advance of the date set for the meeting.

These Bylaws have been amended and approved at the meeting of the Officers and Members of the Board of Trustees on the thirteenth day of November, one thousand nine hundred and ninety four, at the Radisson Empire Hotel in the City of New York.

(Sgd.) El B. Castro, M.D.
Chairman, Constitution and Bylaws Committee

(Sgd.) Felicisima David-Quines, M.D.
Secretary, UERMMMM Alumni Foundation USA, Inc.

(Sgd.) Francisco R. Rabadam, M.D.
President, UERMMMM Alumni Foundation USA, Inc.

(Sgd.) Wilmer G. Heceta, M.D.
Chairman of the Board of Trustees, UERMMMM Alumni Foundation USA, Inc.

Revised: 11/13/1994
Text Approved: 7/30/1995