

**NEW BY LAWS
OF
PERINATAL ASSOCIATION OF THE PHILIPPINES, INC**

PREAMBLE

Imploring the guidance of the Divine Providence and soliciting the blessings of Philippine health care providers, we, the organizers, bonded by a consummate desire to protect, promote and preserve fetal, neonatal and maternal welfare, shall, through the collaborative efforts of the charter societies, be the lead advocate in the field of Perinatal Medicine.

ARTICLE I

SECTION 1- NAME OF THE ASSOCIATION

The name of the association shall be the Perinatal Association of the Philippines, Inc.

SECTION 2 The Association is a non-stock, non-profit organization, declares no dividends and no part of its assets, property or net income will benefit a private person.

SECTION 3- OBJECTIVES

The goals and the purposes for which such an association is formed are as follows:

To promote maternal, fetal and neonatal well being

To promote the science and art of Perinatal medicine

To initiate training and research in the field of Perinatal medicine

To help promote and maintain liaison with related national and international organizations.

To provide expert advice pertaining to Perinatal Medicine.

To ensure the commitment and cooperation of its participating societies and members.

ARTICLE II

SECTION 1- OFFICE

The office of the association shall be in Metro Manila, Philippines.

SECTION 2- MANAGEMENT

It shall be managed by a Board of Trustees consisting of not less than 15 members.

ARTICLE III

Section 1 - INCORPORATION

The association was incorporated and approved by the Securities and Exchange Commission on January 22, 1991.

Section 2 - Original Incorporation

The names, incorporators of the said association are as follows:

NATIVIDAD L. PUERTOLLANO, M.D. (POGS)
MA. ROSARIO F. ESPERANZA, M.D. (PPS)
REBECCA M. RAMOS, M.D. (POGS)
CARMELITA B. CUYUGAN, M.D. (PPS, MCHAP)
CLEOTILDE B. ELMEDOLAN, R.M. (IMAP)
VICENTE X. GENATO, M.D. (POGS-MCHAP)
VIRGILIO R. OBLEPIAS, M.D. (POGS)
JULITA R. JALBUENA, M.D. (POGS)
HERMINIA BAJA-PANLILIO, M.D. (MCHAP)
HERMOGENES PURUGGANAN, M.D. (PPS)
NELIA SISON-SALVACION, M.D. (POGS)
EVANGELINE VALENCIA, R.M. (IMAP)

ARTICLE IV

SEAL

The association has for its official seal, an egg-shaped figure bearing the following inscription.

“PERINATAL ASSOCIATION OF THE PHILIPPINES, INC. 1991”

The image of the plant is a symbol of the life energy that runs in the organization. The four leaves shaped like caring hands represent the four founding organizations namely – The Philippine Obstetrical and Gynecological Society (POGS), Philippine Pediatric Society (PPS), Maternal and Child Health Association of the Philippines (MCHAP), and Integrated Midwives Association of the Philippines (IMAP). The silhouette of the fetus, which also resembles the image of a mother and child, is designed to look like a flower, representing the fruits of the labor and commitment of the various member institutions. Green is the color of life and prosperity. These elements are enclosed in an egg-shaped seal, which is a symbol of strength when held in an upright position. It is also a symbol of a healthy life cycle.

ARTICLE V

MEMBERSHIP

SECTION 1 - Classes of membership to this association shall consist of:

1. a. Institutional members

1.a.1. Charter members - Specialty societies with significant active involvement in Perinatal Medicine, are the:

Philippine Obstetrical and Gynecological Society (POGS)
Philippine Pediatric Society (PPS)
Maternal and Child Health Association of the Philippines (MCHAP)
Integrated Midwives Association of the Philippines (IMAP)

1.a.2. Affiliate Members – Other societies or association of regional or local coverage, which are affiliates members or affiliates of any of the aforementioned members or share the same interest in Perinatal Medicine, as accepted by the association.

1. b. Individual members

1.b.1. Charter members: Those individuals who are bona fide members of good standing in the charter society, and should maintain status of good standing in the association.

1. b.2. Honorary members: Those individuals who have gained prominence in the field of Perinatal Medicine, duly endorsed by the Perinatal Association of the Philippines (PAP) and or its charter/ institution, provided, they are of good moral character and in good standing in the community.

1.b.3. Affiliate members: Any person who shares in the commitment of the association to perinatal and neonatal health and welfare through magnanimous support, and is duly endorsed by any PAP member of good standing from a charter or affiliate society.

SECTION 2 - Classification of the members in any of the above categories shall be in accordance with the procedures and qualifications prescribed by the Board of Trustees of the association, except those in the special category.

SECTION 3 - DUTIES

3.a. Each of the four charter institutional members shall designate two (2) representatives who will automatically seat in the Board of Trustees and to nominate three (3) additional representatives to be elected to the Board during the Annual Meeting.

3.b Each charter institutional member shall contribute financial support to the Society as need arises.

3.c All members should help in the attainment of the objectives of the Association by actively participating and supporting its activities.

3.d Each affiliate institutional member shall designate one (1) representative who will automatically seat in the Board of Trustees and to nominate one (1) additional representative to be elected to the Board during the Annual Meeting.

SECTION 4 - PRIVILEGES OF MEMBERS

4.a Institutional members

4.a.1 Each Charter institutional member shall be entitled to at least two (2) seats in the board while Affiliate institutional member shall be entitled to at least one (1) seat.

4.a.2 All Charter and affiliate institutional members shall be entitled to all PAP publications.

4.a.3 All Charter and affiliate institutional members shall be entitled to a plaque of recognition.

4.b Individual members

4.b.1 Founding members shall be entitled to a certificate of recognition.

4.b.2 All members shall be entitled to certificates of membership and ID.

4.b.3 Every member in good standing has the right to vote and be voted upon if nominated to a position in the Board.

4.b.4 Each member is entitled to participate in all official functions of the organization.

4.b.5 All members shall expect support from the association in any professional problem within the capability of the society.

SECTION 5 – SANCTIONS

5.a Members of the Board of Trustees - Three (3) consecutive absences from Board meetings without valid reasons shall be brought to the attention of the respective societies, which they represent. The Board shall decide on appropriate sanctions/ actions in consultation with the officers of the concerned charter societies.

5.b Charter and Affiliate institutional members - Membership of charter and affiliate societies maybe canceled after three years of non-member representation without valid reasons as determined by the Board of Trustees after due process.

5.c Individual members - The Board is authorized to impose sanctions on any member whose actions are contrary to the By-laws and objectives of the association after due process.

SECTION 6 - ANNUAL MEETINGS

The annual meeting of the association shall be held at the principal office or at a place designated by the Board of Trustees on the last day of the month of September each year, unless such day is a legal holiday, in which case it shall be held on the next succeeding business day.

SECTION 7- SPECIAL MEETINGS

Special meetings may be called by the President of the Association or by order of a majority of the Board of Trustees whenever necessary.

SECTION 8 NOTICES

Notices of the time and place of the annual and special meetings shall be given either personally or by mail, at the official address of the member, at least one week before the date set for such meeting. The notice of every special meeting shall state briefly the purpose of the meeting and no other business shall be enacted upon at such meeting, except by the consent of all the members present therein. Notices regarding the amendments or repeal of the Code of By -Laws, or portion thereof, shall be send to the members at least thirty (30) days prior to the meeting.

SECTION 9- QUORUM

A quorum for the annual meeting shall consist of the majority of all members in good standing and a majority of which shall decide on any questions brought up during the meeting.

SECTION 10- ORDER OF BUSINESS

The order of business at the annual meeting of the association shall be as follows:

- a. Invocation
- b. Proof of notice of meeting
- c. Determination of a quorum
- d. Approval and adoption of the agenda
- e. Reading and approval of the minutes of previous meeting Business arising from the minutes of the previous meeting
- f. New business
- g. Other matters
- h. Adjournment

SECTION 11 - VOTING

11. a.1 Board meetings – Each member of the Board shall be entitled to one (1) vote.

The creation of an Executive Committee or other committees, the appointment of members thereto, the removal of members therefrom, and the dissolution thereof, shall require of the majority of the Board of Trustees of all the members of the Board of Trustees.

In addition to the requirements provided for in the Association By-laws any major policies or amendments thereof shall be passed only by a unanimous vote by the Board of Trustees.

The election or removal of the President, Vice-President, Secretary, Treasurer and other officers elected by Board of Trustees shall require the unanimous vote of all the members of the Board.

ARTICLE VI

BOARD OF TRUSTEES

SECTION 1 BOARD OF TRUSTEES

The corporate powers of the Association shall be exercised, its business conducted, and its property controlled and administered by the Board of Trustees composed of not less than fifteen (15) members as follows:

- 1.1 Two (2) from each charter institutional member
- 1.2 One (1) from each affiliate institutional member
- 1.3 Seven (7) seats in the Board as voted upon by the entire membership.

The members of the Board shall elect from among themselves the executive officers. No member of the board of trustees shall receive any compensation for services rendered to the Association.

No Board member shall hold office for more than six (6) consecutive years.

SECTION 2 BOARD MEETINGS

The Board shall hold regular meetings at such time and place as the Board may prescribe. Special meetings may be called by the President, or upon written request of two Trustees. Notice of all special meetings of the Board shall be given at least two days prior to the date fixed for such meeting.

SECTION 3 VACANCY

Except for the Executive officers, any vacancy in the Board of Trustees by reason of permanent disability, death, or resignation, the Trustee shall be replaced by the charter or affiliate society, which he/she represents and shall serve for the unexpired term of office.

ARTICLE VII

EXECUTIVE OFFICERS

SECTION 1 EXECUTIVE OFFICERS

The executive officers of the Association shall be elected by the Board of Trustees and shall consist of:

- 1.1 President
- 1.2 Vice-President
- 1.3 Secretary
- 1.4 Treasurer
- 1.5 PRO

Except for the President and Vice-President whose term of office is for not less than two years, all officers shall hold office for one year and may be re-elected to the same position only for one additional year.

SECTION 2 PRESIDENT

The President shall be the chief executive officer of the Association and in addition to such duties as may be delegated by the Board shall:

- 2.1 Preside at all meetings of the Board,
- 2.2 Act as Chair / presiding officer of the General Membership meeting.
- 2.3 Execute all the resolutions by the Board.
- 2.4 Exercise general supervision over the affairs, property, officers and employees of the Association.
- 2.5 Make and submit a comprehensive report of the operations of the association at the close of the fiscal year to the board and members at its annual meeting.
- 2.6 Manage the external affairs of the Association.

SECTION 3 VICE-PRESIDENT

The Vice-President shall manage the internal affairs of the Association and perform other duties as the Board may prescribe. In case of absence, disability or resignation of the President, the Vice-President shall exercise the powers and discharge the duties of the President.

SECTION 4 SECRETARY

The Secretary shall keep the seal, minutes of all meetings, list of members and other records of the Association. The Secretary is responsible for the Secretariat and when authorized by the Board affixes the Association's seal to any paper or document requiring the same.

SECTION 5 TREASURER

The Treasurer shall:

- 5.1 Be in charge of the funds, receipts, and disbursements of the Association.
- 5.2 Deposit all monies and other valuables of the Association in such banks as the Board may designate.
- 5.3 Render to the President or to the Board, whenever required, accounts of the financial condition and all the transactions of the Association.
- 5.4 Shall be one of the signatories in all checks issued by the Association.
- 5.5 Post a bond in such amount as may be fixed by the Board of Trustees.

SECTION 6 PUBLIC RELATIONS OFFICER (PRO)

The Public Relations Officer shall:

- 6.1 Issue press releases on the advocacies and activities of the Association.
- 6.2 Disseminate information and announcements in behalf of the Association.
- 6.3 Serve as the Editor-in-Chief of the Association's newsletter and other publications.

ARTICLE VIII

SECRETARIAT

The Secretariat shall be composed of an office clerk and a messenger and shall be under the supervision of the Board Secretary.

ARTICLE IX

CHAPTERS

Section 1 GUIDELINES ON ORGANIZATION OF CHAPTERS

- 1.1 The PAP Board of Trustees, upon petition of at least twenty active members of the charter and affiliate societies may establish chapters in a region, province or city.
- 1.2 Each Chapter shall be composed of at least twenty active members in actual residence in the region, province or city.
- 1.3 Each chapter society must be represented in the mid-year board meeting by its President or his/her designate.

Section 2 Objectives

- 2.1 Each chapter to be organized shall have a set of objectives consistent with that of the PAP.

Section 3 Obligations and Functions

Each chapter shall:

- 3.1 Conduct scientific programs and researches within the region, province, or city.
- 3.2 Conduct scientific meetings at least once a year.
- 3.3 Hold regular business meetings
- 3.4 Ensure attendance to all mother Society activities specifically the Annual Convention and Business Meeting.
- 3.5 Assist the Mother Society in its national undertakings.
- 3.6 Collect national annual membership dues from its members and remit the same to the Treasurer of the Society.
- 3.7 Be represented in the midyear board meeting and annual convention of the mother society.
- 3.8 Instill civic-mindedness and social responsiveness among its members.
- 3.9 Promote camaraderie among its members.

Section 4 Dues, Fees and Donations

- 4.1 The Society shall recognize the right of the Chapter to impose among its members any dues or fees consistent with its organizational needs over and above those obligations imposed by the Mother Society.
- 4.2 All donations in support of the Chapter activities shall belong to the Chapter except those donations solicited to and in behalf of the Mother Society.
- 4.3 The Chapter shall make it explicit to the donor/s that such donations to the local chapters is exclusively for the chapter's purposes and not for the Mother Society.
- 4.4 Registration fees imposed by the Chapter on participants during chapter scientific meetings involving participation of the Mother Society shall be jointly shared.

Section 5 Chapter Organization Protocol

- 5.1 At least twenty (20) active PAP members from the region duly representing the charter or affiliate organizations shall submit to the PAP Board of Trustees a written and signed petition for consideration. The PAP Board shall acknowledge the petitions.
- 5.2 The PAP Board of Trustees shall appoint an Ad Hoc Committee to be headed by a member of the Board to study the merits of the petition.
- 5.3 The Ad Hoc Committee shall submit its recommendations to the PAP Board of Trustees.
- 5.4 The PAP Board of Trustees shall act on the petition guided by the official report and recommendation of the Ad Hoc Committee.
- 5.5 Upon approval of the PAP Board of Trustees, the chapter shall be notified and officially recognized in appropriate ceremonies presided by the President of the PAP.
- 5.6 Use of the Society Logo and Letterhead - The Chapter upon recognition shall be authorized to use the official logo and letterhead of the PAP with the name of the chapter underneath and its officers on the left.
- 5.7 Dissolution of Chapters - The Board of Trustees after due process may dissolve a chapter on the following grounds:
 - 5.7.1 Failure to function as a chapter for two (2) consecutive years.
 - 5.7.2 Practices that is inconsistent with the Constitution and By-Laws of the Society.
 - 5.7.3 Voluntary request made by a majority of the members of the Chapter.

ARTICLE X

STANDING COMMITTEES

SECTION 1 COMMON PROVISIONS

1.a The standing committees of the association shall be namely:

- 1.a.1 Annual Convention
- 1.a.2 Audit
- 1.a.3 Awards
- 1.a.4 Nominations
- 1.a.5 COMELEC
- 1.a.6 Continuing Medical Education
- 1.a.7 Legislation and Amendments
- 1.a.8 Membership
- 1.a.9 Projects and Plans
- 1.a.10 Publication
- 1.a.11 Research and Statistics
- 1.a.12 Ways and Means

1.b Unless otherwise provided for, each standing committee shall be composed of a chairman and at least two (2) members who shall serve for a period of at least one (1) year.

1.c Unless otherwise provided for, the chairs shall be appointed by the President with the approval of the Board of Trustees. The members of each committee shall, upon recommendations of the Committee Chairman, be appointed by the President with the approval of the Board of Trustees.

1.c.1 Only members of the Board of Trustees shall be appointed chairs of the standing committees except for the COMELEC, Board Nominations and Legislations committee.

1.c.2 Each committee chair shall submit an annual action plan and budget proposal upon appointment and a written report of its activities to the President, at least, one (1) month before the Annual Convention.

SECTION 2 COMMITTEE ON ANNUAL CONVENTION

The Committee on Annual Convention shall:

- 2.1 Be chaired by the incumbent Vice-President or as prescribed by the Board of Trustees.
- 2.2 Be responsible for the organization, planning and conduct of the annual convention.

SECTION 3 COMMITTEE ON AUDIT

The Committee on Audit shall:

- 3.1 Consist of a chair and two (2) members, all of whom are Past Presidents or Past Treasurers of the Association.
- 3.2 Be approved by the President and approved by the Board of Trustees.
- 3.3 Examine and audit all accounts of the Association concerning revenues, expenditures, and use of funds and property in accordance with established accounting procedures.
- 3.4 Promulgate rules and regulations to safeguard the funds and properties, and regulate expenditures, in accordance with generally accepted accounting and auditing principles.
- 3.5 Prepare a report during the Annual Business Meeting.

SECTION 4 COMMITTEE ON AWARDS

The Committee on Awards shall:

- 4.1 Be chaired by a Trustee
- 4.2 Promulgate rules, procedures and criteria in the choice of nominees for awards, and honorary memberships that the society may grant, subject to the approval by the Board of Trustees.

SECTION 5 COMMITTEE ON NOMINATIONS

The Committee on Nominations shall:

- 5.1 Be chaired by a Past President of the Association
- 5.2 Verify that representatives of charter society members to the Board are equally committed to regular attendance to the meetings and active participation in at least one board committee to which he/she may be appointed.
- 5.3 Be responsible to ensure that the members nominated to the Board of Trustees is composed of professionals supportive of the Association's mission and vision and committed to meet their responsibilities if elected.
- 5.4 Guarantee that nominations to the Board can provide expert advice that is responsive to the diverse needs of the Association including, but not exclusive to the following:
 - 5.4.1 the profession and practice of perinatal/neonatal medicine and midwifery
 - 5.4.2 personal and fiscal management with corporate background or experience in leadership of government or private non-profit organizations
 - 5.4.3 client needs and satisfaction

SECTION 6 COMMITTEE ON ELECTIONS (COMELEC)

The committee on COMELEC shall:

- 6.1 Be chaired by a Past President, appointed by the Incumbent President and approved by the Board.
- 6.2 Formulate and implement the rules and procedures governing the nomination of candidates for election to the board of trustees and officers of the PAP.
- 6.3 Direct the conduct of elections of the same during the annual convention.

SECTION 7 COMMITTEE ON CONTINUING MEDICAL EDUCATION (CME)

The Committee on CME shall:

- 7.1 Be chaired by a Trustee
- 7.2 Include members representing various disciplines composing the association.
- 7.3 Plan a national program of continuing medical education in coordination with the Chapters' CME program in various regions.

SECTION 8 COMMITTEE ON LEGISLATION AND AMENDMENTS

The committee on Legislation and Amendments shall:

- 8.1 Be chaired by a Past President
- 8.2 Initiate, receive and study proposals to amend the by-laws and shall see to it that the meritorious proposals, after approval by the Board of Trustees, are sent to all members of the society, at least, thirty days (30) prior to the annual business meeting

SECTION 9 COMMITTEE ON MEMBERSHIP

The committee on Membership shall:

- 9.1 Be chaired by the Secretary of the Board
- 9.2 Review periodically, the current status of the members and recommend ways and means to ensure active membership.
- 9.3 Outline the guidelines for application, renewal, and maintenance of good standing. It shall also include the process of reclassification of membership as requested by institutional or individual members.
- 9.4 Recommend deletion from the roster, members who are no longer in good standing after appropriate information has been communicated to the member.

SECTION 10 COMMITTEE ON PROJECTS AND PLANS

The committee on Project and Plans shall:

- 10.1 Be chaired by a Trustee
- 10.2 Be responsible for drawing up projects in collaboration with development partners and organizations, who share the same concerns on maternal, perinatal and neonatal health care.

SECTION 11 COMMITTEE ON PUBLICATIONS

The committee on Publications shall:

- 11.1 Be chaired by the Public Relations Officer (PRO)
- 11.2 Organize and manage the editorial staff to oversee the publication and dissemination of relevant information in the journal of the PAP, newsletter, as well as in the website of the Association.

- 11.3 Be responsible for accepting, editing, printing and posting of articles and other relevant information in the journal, newsletter and the website of the Association.

The Journal of the PAP is the official publication for scientific articles and researches related to Perinatal Health.

SECTION 12 COMMITTEE ON RESEARCH AND STATISTICS

The Committee on Research and Statistics shall:

- 12.1 Be chaired by a Trustee with experience in the conduct, review and or publication of research studies.
- 12.2 Promote, initiate, supervise, and coordinate studies, researches projects of the Association.
- 12.3 Establish a set of guidelines for the submission of research proposals; outline the process of review and approval for funding support from the Association, if the Committee finds merit in the proposal. All PAP funded researches shall become the property of the Association.
- 12.4 Collect and compile data on nationwide statistics in Maternal, Perinatal and Neonatal Morbidity and Mortality.
- 12.5 Compile practice guidelines and standards of perinatal care.

SECTION 13 COMMITTEE ON WAYS AND MEANS

The Committee on Ways and Means shall:

- 13.1 Be chaired by the Treasurer
- 13.2 Devise ways and means to augment the Association's funds, and ensure its financial stability.
- 13.3 Explore sources of funding the various projects of the society and the different standing committees.

ARTICLE XI

COUNCIL OF ADVISERS

This shall be composed of past presidents of the association who shall elect among themselves the council's chair. The chair / a representative of the council of Advisers shall attend Board meetings. He/she shall have no voting power. Life membership shall be awarded to all the members of the council of Advisers and shall be accorded all the privileges due to regular member for free.

ARTICLE XII

FUNDS

The funds of the society shall consist of :

1. Annual dues and special assessments of members
2. Income derived from postgraduate courses and convention.
3. Gratuities from voluntary contributions.
4. Other sources as may be determined by the Board of Trustees.

In case of dissolution, assets of the Association shall be transferred to similar institution or to the government.

No part of the net income shall inure to the benefit of any of its members.

The Board of Trustees shall have the power to determine the amount, terms of payments of all dues, fees, and assessments, of the different charter institutions, affiliates and regular members. Funds may also be raised from voluntary contributions and other sources as may be determined by the Board of Trustees.

ARTICLE XIII

MEDICAL ETHICS

All members of the association shall abide by their reflective professional code of ethics.

ARTICLE XIV

FISCAL YEAR

The fiscal year of the society shall be January to December 31 of each year.

ARTICLE XV

AMENDMENTS

The By-laws or any portion thereof may be amended or repealed by a majority vote of the Board of Trustees in a regular or a special meeting called for the purpose and approved by majority of the active members present in the annual meeting. Provided however, that the proposed amendments have been submitted to individual members 30 days prior to the meeting.

ADOPTED in Quezon City, Metro Manila this 11th day of December 2007 by all the incorporators of the corporation, whose names and signatures appear on the left hand margin of each and every page.

(SGD) MA. THERESA HILARIO-JIMENEZ, M.D. (PPS)
(SGD) BELEN AMPARO E. VELASCO, M.D. (PPS, PSNBM)
(SGD) SUSAN PELEA-NAGTALON, M.D. (POGS)
(SGD) MA. LOURDES B. ESCOBAR, M.D. (POGS)
(SGD) MARIBEL EMMA CO-HIDALGO, MD.D. (POGS)
(SGD) BALBINA M. BORNEO, RN, RM, MAN. (MCNAP)
(SGD) MA. STEPHANIE FAY S. CAGAYAN, M.D. (POGS)
(SGD) SARAH M. DE LEON, R.M. (IMAP)
(SGD) MARY CHRISTINE ALICE D. TUMALE, M.D. (PPS, PSNBM)
(SGD) SHEILA R. YAP, M.D. (PPS)
(SGD) AURORA G. TEODORO, R.M. (IMAP)
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(SGD) PATRICIA M. GOMEZ, R.M. (IMAP)
SGD) EDNA A. CORPUZ-NAVALLO, M.D. (POGS)