

(FINAL COPY)

**PROPOSED REVISED BY-LAWS  
OF  
ULTRASOUND SOCIETY OF THE PHILS, INC.  
("Corporation" or "USP")**

**ARTICLE I  
Meetings of Members**

**Section 1. Annual Meetings.** – The annual meetings of the members shall be held in the month of October of each year during the Annual Convention of the Corporation at a date and venue to be determined by the Board of Trustees of the Corporation.

During the meeting, the President shall render his/her Annual Report on the activities of the Corporation, and the Treasurer shall render his/her audited Financial Report on the financial status of the Corporation.

**Section 2. Special Meetings.** –Special meetings of the members may be called as the need thereof arises by the Board of Trustees or the President or upon petition of one-third (1/3) of the general membership who shall also determine the venue of the said meetings.

**Section 3. Notices.** – Notices of the date, time and place of annual and special meetings of the members shall be sent by the Secretary either by personal delivery, regular mail, facsimile or electronic mail at least two (2) weeks before the date set for such meetings to each member at his last known residential or business address, or e-mail address, or by publishing the notice in a newspaper of national circulation. In urgent cases, or when called by petition of one-third (1/3) of the general membership, the notice may be communicated at least two (2) days before the meeting either by personal delivery, special delivery mail, electronic mail or by telephone call immediately followed by electronic mail. The notice of every meeting shall state briefly the purpose or purposes of the meeting. No other business shall be considered at such meeting, except with the consent of all the members present thereat.

**Section 4. Waiver of Notice.** – Notice of meeting may be waived either expressly or impliedly by any member attending it.

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

**Section 6. Order of Business.** – The order of business at the Annual Meeting of the members shall be as follows:

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

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

**Section 7. Voting.** – Members shall be entitled to one vote, and they shall vote in person or by proxy or through remote communication or *in absentia*: *Provided*, That the votes are received before the Corporation finishes the tally of votes.

A member who participates through remote communication or *in absentia* shall be deemed present for purposes of quorum.

**Section 8. Proxy.** – Any member in good standing may appoint a proxy who is also a member in good standing, to attend any meeting and vote in his/her behalf in such meetings in his/her absence. Such proxy shall be submitted in writing to the Committee on Elections and Validation who shall validate the same based on the last published or available list of members in good standing. Validation of proxy shall be held prior to the casting of vote and shall be open to any member of the Corporation in good standing.

## **ARTICLE II Membership**

**Section 1. Classification of Members** – The members of USP shall be classified into the following categories:

- a) Fellow
- b) Fellow Emeritus

**Section 2. Qualifications of a Fellow.** – A person shall be qualified to be a Fellow of USP if he/she is:

- a) A member of the Philippine College of Radiology (“PCR”) who has been in ultrasound practice prior to January 31, 1989 and who has submitted a duly signed membership data shall be considered a Fellow [Grandfather Clause].
- b) A PCR Fellow who:
  - 1) Has the prescribed training in ultrasound under the supervision of a USP Fellow in good standing and obtained from a training institution duly accredited by the PCR; and
  - 2) Passed the certifying examination conducted by USP’s Philippine Board of Ultrasound (“PBU”).

**Section 3. Application for Certifying Examination.** – A qualified candidate applying for a Fellowship with USP must be sponsored by two (2) Fellows of USP in good standing and must submit a duly executed application form accompanied by supporting papers to the PBU secretary.

The PBU shall review the application for examination, and shall, together with the Board of Trustees, approve the application of the candidate.

Unsuccessful applicants may re-apply subject to the same process as the first application.

**Section 4. Admission as Diplomat/Fellow.** – A successful candidate must execute the pledge of membership and pay the admission and annual dues.

The PBU and Board of Trustees shall issue the corresponding certificate to the Fellow who shall now have the right to vote, to be appointed to committees and to hold elective office once qualified and maintains good standing.

**Section 5. Fellow Emeritus.** – A Fellow who retires from the practice of ultrasound shall be eligible for Fellow Emeritus status upon nomination by a Fellow in good standing and shall be conferred such status upon the approval of the Board of Trustees. The Fellow Emeritus shall be issued a plaque signifying his/her election as such and shall have the right to vote, to be appointed to committees but not to hold elective office, nor be required to pay dues.

**ARTICLE III**  
**Transitory Provisions**

**Section 1. Qualifications of Fellow without Prescribed Training.** – A PCR Fellow who has not undergone the required training mentioned in Article II hereof may be admitted as Fellow of USP if he/she complies with the following qualifications:

- a) Must pass the examination to be conducted by the PBU within two (2) years from effectivity of these amended By-Laws. The PBU, upon approval of the USP’s Board of Trustees, shall determine the frequency, date, place and time of the examinations. PBU shall conduct such examinations only within two (2) years from effectivity of this amended By-Laws; and
- b) Must be a PCR Fellow in good standing who has been in ultrasound practice for at least five (5) years as of the date of effectivity of these amended By-laws.

**Section 2. Application for Certifying Examination; Admission as Diplomate/Fellow.** The application for certifying examination and admission as diplomate/fellow shall follow the process for the regular examination mentioned in Article II hereof.

**ARTICLE IV**  
**The Board of Trustees**

**Section 1. The Board of Trustees; Qualification and Term.** – The general management of the Corporation shall be vested in the Board of nine (9) Trustees who shall be elected at the Annual Members’ Meeting. The immediate past president and the incumbent Chairman of the PBU shall be non-voting, ex-officio members of the Board. Only Fellows with the following qualifications and possess none of the disqualifications specified in the Revised Corporation Code, are entitled to hold office:

- a) Fellow for at least five (5) years;
- b) In good standing at the time of nomination.

Trustees shall serve for one (1) year until their successors are duly elected and qualified. No compensation shall be paid to any of the Trustees other than the necessary expenses incidental to the maintenance of the office.

**Section 2. Vacancies.** – Any vacancy in the Board of Trustees other than by removal or by expiration of term shall be filled by the vote of at least a majority of the remaining Board of Trustees if still constituting a quorum; otherwise, said vacancies must be filled by the members in a regular or special meeting called for that purpose.

When the vacancy is due to term expiration, the election shall be held no later than the day of such expiration at a meeting called for that purpose. When the vacancy arises as a result of removal by the members, the election may be held on the same day of the meeting authorizing the removal and this fact must be so stated in the agenda and notice of said meeting. In all other cases, the election must be held no later than forty-five (45) days from the time the vacancy arose. A trustee elected to fill a vacancy shall be referred to as replacement trustee and shall serve only for the unexpired term of the predecessor in office.

**Section 3. Quorum.** – The trustees shall act only as the Board and the individual trustees shall have no power as such. A majority of the trustees shall be necessary at all meetings to constitute a quorum for the transaction of any business, and every decision of a majority of the trustees duly assembled as a Board shall be valid as a corporate act.

**Section 4. Organizational Meeting.** – The Board of Trustees shall hold an organizational meeting immediately after their election. Thereafter, the Board of Trustees shall meet at least once every quarter at such time and at such place as the Board may fix.

**Section 5. Powers of the Board of Trustees.** – Without prejudice to such general powers as are expressly conferred upon it by statutes of the Philippines, the Board shall have the power to:

- a) Prescribe rules and regulations for the management of the Corporation’s affairs and activities not inconsistent with the Articles of Incorporation and these By-Laws;
- b) Approve or reject any application for membership in the Corporation as recommended by the PBU;

- c) Require special contribution and/or assessments from all Fellows of the Corporation, provided that the purpose for which the funds are to be used, the necessity therefore and the manner in which the same shall be spent is indicated in its resolution; and
- d) Delegate from time to time any of its powers that can lawfully be delegated to any standing or special committee or to any officer or agent, upon such terms as it may deem fit.

## **ARTICLE V Officers**

**Section 1. Elections.** – The officers of the Corporation shall be the President, First Vice President, Second Vice President, Secretary, Treasurer and Press Relations Officer all of whom shall be elected by the Board of Trustees among themselves by a majority vote at an organizational meeting.

At the expiration of their term of office, the officers shall turn-over all documents, accounts reports, monies and properties of the Corporation which are under their control and/or custody by virtue of their office to their respective successors within ten (10) days from the expiration of their term of office.

**Section 2. President.** – The President shall:

- a) Be the Chief Executive and official spokesman of the Corporation;
- b) Preside over general meetings of the Corporation and of the Board of Trustees;
- c) Sign jointly with the Secretary all certificates of membership;
- d) Execute and sign contracts for and in the name of the Corporation with the prior approval by the Board of Trustees;
- e) Appoint the Chairman and Members of all committees, whether standing or special;
- f) He/she shall act as ex-officio member of all standing and special committees; and
- g) Exercise such other powers and perform such other duties as Board of Trustees may prescribe.

**Section 3. First Vice President.** – The First Vice President, if qualified, shall perform the duties of the President in the absence or temporary incapacity of the latter for any cause. He/she shall also be the chairman of the internal or national affairs of the Corporation and perform such other duties as Chairman for internal affairs. He/she shall:

- a) Be the liaison between the Corporation and all national medical, paramedical civic societies or organizations, and governmental instrumentalities or agencies; and
- b) Assist the President and act for and his/her behalf when the President is unable to attend or upon the President's instructions on matters relating to the relationship and dealings of the Corporation with the above mentioned organizations or agencies.

**Section 4. Second Vice-President.** – The Second Vice President shall perform the duties of the President in the absence or temporary incapacity of both the President and First Vice-President. He/she shall perform the duties of the First Vice-President in the absence or temporary incapacity of the latter for any cause. He/she shall be chairman of the external or international affairs of the Corporation, and perform such other duties as the Board of Trustees may prescribe. As Chairman for External Affairs, he/she is:

- a) In-charge of coordinating the affairs and activities of the Corporation as related to its international commitments; and
- b) Responsible in assisting the President and act for and in his/her behalf when the President, or First Vice-President are unable to perform or attend their duties, or may act upon the President's instructions on matters relating to the relationships and dealings of the Corporation as it concerns with international agencies, Colleges or organizations.

**Section 5. Secretary.** – The Secretary shall:

- a) Keep a record of membership in the Corporation, indicating the names, addresses, etc., of members;
- b) Keep full minutes of all general meetings of the Corporation and of the Board of Trustees;
- c) Sign jointly with the President all certificates of membership;
- d) Keep the corporate seal and affix the same to certificates and other documents requiring said seal;
- e) Make service of such notices as may be necessary for general meetings of the Corporation and those of the Board of Trustees;
- f) Perform such other notices as may be prescribed by the Board of Trustees. With the approval of the Board of Trustees, the Secretary may designate an Assistant Secretary to help him/her in the performance of his/her duties.

**Section 6. Treasurer.** – The Treasurer shall:

- a) Have custody of all funds of the Corporation and keep a record of all receipts and disbursements in the corresponding books of account;
- b) Receive and give receipts for all moneys paid to the Corporation;
- c) Deposit in the name of the Corporation in such bank as may be designated by the Board of Trustees all the funds of the Corporation;
- d) Sign checks jointly with the President when authorized by the Board of Trustees;
- e) Render a financial report at the annual meeting of the Corporation or such other times as the Board of Trustees may require;
- f) Perform such other duties as may be prescribed by the Board of Trustees.

**Section 7. Public Relations Officer.** – The Public Relations Officer shall be responsible for:

- a) Creating a good public image of the Corporation;
- b) Issuing any publication or press releases as authorized by the President and/or Board of Trustees;
- c) Maintaining and administering the official website of the Corporation, its official Facebook and Twitter account, and all its social media accounts;
- d) Keeping the members and the public informed of the activities and projects of the Corporation;
- d) The publication of an official journal devoted to the advancement of the practice of ultrasonography in the Philippines;
- e) The publication of a directory of members of the Corporation;
- f) Publication of the proceedings of the Board of Trustees of the Corporation; and
- g) Carrying such other activities as he/she may deem fit to promote the objectives of the office and of the organization.

**ARTICLE VI**  
**Standing Committees**

**Section 1. Committee on Scientific Meetings, Research and Medical Education.** – This Committee shall be responsible for:

- a) The scientific meetings of the Corporation;
- b) The scientific meetings relative to/or in participation with other specialty societies;
- c) Planning and conducting of all the program of the Corporation related to the continuing medical education of its members;
- d) Promoting, guiding and advising research projects in the specialty for the Fellows; and
- e) Conducting the post-graduate course of the Corporation.

**Section 2. Committee on Membership.** – This Committee shall be responsible for:

- a) Maintaining an updated Registry of Members and publishing the same in the official website of the Corporation;
- b) Deciding on the status of a member as to whether in good standing or not. A member in good standing is in compliance with the payment of annual dues as reflected in the records of the Treasurer and is present in the Business Meeting of the preceding year whether in person, by proxy, remote communication or has voted *in absentia*; and
- c) Providing the Committee on Elections and Validation with an updated list of members in good standing for the purpose of determining the eligibility of members to vote personally, by proxy, by remote communication or *in absentia* during any election or meeting.

**Section 3. Committee on Constitution and By-Laws.** – This Committee shall be responsible for:

- a) Making proposals for amendments to the Corporation’s Articles of Incorporation and By-Laws as may be deemed necessary;
- b) Interpretation and construction of the provisions of the Corporation’s Articles of Incorporation and By-Laws;
- c) Recommending amendments proposed by members of the Corporation to the Board of Trustees.

**Section 4. Committee on Elections and Validation.** – This Committee shall be composed of any three (3) available past presidents of the Corporation who shall elect from among themselves a Chairman. It shall be responsible for:

- a) Setting the guidelines for the conduct of the yearly election of Board of Trustees;
- b) Accepting nominations to the Board of Trustees which shall be submitted at least two (2) weeks before the Annual Meeting;
- c) Determining the eligibility of the nominees to the Board of Trustees;
- d) Validating Proxies;
- e) Supervising the orderly conduct of the elections during the Annual Meeting based on the set guidelines;
- f) Counting/tallying of votes cast and proclamation and announcement of winners immediately after the elections;
- g) The Chairman of the Committee or the designated Committee member shall convene the newly elected Board of Trustees for the purpose of electing the officers of the Corporation; and
- h) The Chairman of the Committee or the designated Committee member shall administer the Oath of Office to the newly elected set of officers during the induction program of the Corporation.

## ARTICLE VII ULTRASOUND FELLOWSHIP TRAINING COUNCIL (UFTC)

**Section 1. Composition.** – The members shall be composed of all Fellowship training officers, with the assistant training officers as alternate members, from all accredited training hospitals of the PCR. The Chairman of the PBU or his duly designated representative, and the Chairman of the Committee on Accreditation shall serve as ex-officio members.

**Section 2. Officers.** – The Officers of the UFTC shall consist of the following:

- a) Chairman who shall be appointed by the President from among the members of the Board of Directors;
- b) A Vice Chairman who shall be elected from among members of the UFTC;
- c) A Secretary who shall be elected from among the members of the UFTC;
- d) A Treasurer who shall be elected from among members of the UFTC.

**Section 3. Terms of Office.** – The term of office of the Officers of the UFTC shall be for a period of one (1) year from the time of appointment or election, or until such time that a new set of officers shall have been appointed or elected.

**Section 4. Functions.** – The UFTC shall have the following functions:

- a) Formulate a uniform comprehensive prescribed Ultrasound Fellowship Training Program Syllabus;
- b) Review, update, modify or amend the Syllabus as the need arises;
- c) Ensure implementation of and adherence to the prescribed syllabus;
- d) Periodically review the adequacy of training given by an accredited training institution and certify in writing to the accreditation committee, its recommendation for renewal of the accreditation when it becomes due;
- e) Monitor the progress of each fellow and keep a registry of all fellows in training by year level and update the same regularly;
- f) Conduct monthly scientific meetings, regular case presentation/cases sharing sessions, tutorials, and create such other venues for learning for fellows in training on a regional basis and also locally by grouping (clusters) of accredited hospital;
- g) Administer a yearly In-Service Comprehensive Examination for all fellows and analyze the results with the end view of carrying out remedial measures where deficiencies are found;
- h) Issue a Didactic Competence Rating for Fellows based on the results of the Comprehensive Examination and on the Survey of Fellow's Competence by the Training Officers;
- i) Issue a certificate of Completion of Eligibility to take PBU examination based on the existing records of the Council;
- j) Conduct regular seminars for the members of the Council on evidence-based medicine, teaching methods, examination preparation and evaluation, and research methods, and hold other activities or programs in the furtherance of its functions as the Council may decide;
- k) Issue circulars or bulletins to all accredited training institutions to implement its functions and programs;
- l) Submit an annual budget and financial accounting to the Board of Trustees;
- m) Report to the Board of Trustees in all its activities and submit all its decisions, recommendations to the Board of Trustees for final approval; and
- n) Perform other duties and functions, which the President or the Board of Trustees may prescribe.

**Section 5. Meetings.** – The UFTC shall hold regular and special meetings as the Chairman may deem necessary. The Council shall hold an Annual Council meeting to determine the Didactic Competence Rating (DCR) of fellows by year level, update the registry of all fellows in training and Recommend the renewal of accreditation of the training Institutions due for accreditation, among other matters.

## **ARTICLE VIII Philippine Board of Ultrasound (PBU)**

**Section 1. Purpose.** – The PBU is the examining and certifying arm of USP whose members are appointed by the Board of Trustees and functioning autonomously from the same.

**Section 2. Functions.** – The functions of the PBU are the following:

- a) To determine qualifications of candidates for Fellows of USP.
- b) To determine competence of candidates for Fellows of USP by conducting certifying examinations.
- c) To issue certificates to successful candidates together with the Board of Trustees.

**Section 3. Composition** . – The PBU shall be composed of five (5) members who shall elect from among themselves a Chairman, Vice-Chairman, Secretary and Treasurer. The Chairman shall be an ex-officio member of the Board of Trustees.

**Section 4. Qualifications, Appointment and Term of Office.** – A prospective member of the PBU shall have the following qualifications:

- a) Must be a member in good standing of the PCR and USP for at least five (5) consecutive years;
- b) Must be a past or current chairman, section head, or training officer of a radiology department or ultrasound section in a PCR-accredited training institution; or a faculty member of a medical school or college; or with a masteral or doctorate degree in education, public health or hospital administration; or a lecturer on ultrasound in national, regional or international fora; and/or a researcher with published work in a peer-reviewed journal; or with other equivalent qualifications as the PBU and Board of Trustees may jointly determine.

**Section 5. Appointment and Term of Office.** – The members of the PBU shall be nominated by the sitting PBU members and elected by the Board of Trustees and shall hold office for three (3) years and may again be eligible for re-appointment after a three (3) year waiting period. If the office of any of the members of the certifying board becomes vacant, the PBU and Board of Trustees shall choose the successor who shall hold office for the unexpired term.

**Section 6. Certifying Examination.** – The PBU shall decide on the type of examination it shall conduct for the examinees. Examination shall be given at least once a year, except for the examination as stated in the Article III Transitory Provisions. The time and place of the examination shall be decided by the PBU. The Chairman shall submit the names of the successful examinees to the Board of Trustees not later than fifteen (15) days after the date of the examination.

**Section 7. Quorum.** – A majority of the members of the PBU shall be necessary at all meetings to constitute a quorum for the transaction of any business, and every decision of at least three (3) members shall be valid as a decision of the PBU. The USP Board of Trustees may recommend a review of any decision made by the PBU.

## **ARTICLE IX Fees and Dues**

**Section 1. Amount.** – Fees and dues may be fixed by the Board of Trustees from time to time as it may deem fair and reasonable. Special contributions and/or assessment may be imposed as may be determined by the Board of Trustees from time to time.

**Section 2. Penalty for non-payment of dues and fees.** – Fellows who fail to pay their dues after being duly notified for three (3) consecutive years shall be suspended and declared as not in good standing and may only be reinstated upon payment of all back dues and other arrears. Fellows on official leave from the USP may not pay their dues while out of the country but shall pay all dues upon their return.

## **ARTICLE X Amendments to By-Laws**

**Section 1. Amendments to By-Laws.** – A Fellow in good standing may propose an amendment to the Corporation's By-Laws by submitting the same to the Committee on Constitution and By-Laws not later than three (3) months prior to the next Annual meeting of the Corporation. The Committee on Constitution and By-Laws can, on its own, propose amendments to the Corporation's By-Laws.

A majority of the Board of Trustees and at least a majority of the members of the Corporation, at a regular or special meeting duly called for the purpose, may amend or repeal the by-laws or adopt new by-

laws. Two-thirds (2/3) of the members of the Corporation may delegate to the Board of Trustees the power to amend or repeal the by-laws or adopt a new by-laws: *Provided*; That any power delegated to the Board of Trustees to amend or repeal the by-laws shall be considered as revoked whenever majority of the members shall so vote at a regular or special meeting.

**ARTICLE XI  
Rules of Order**

**Section 1. Applicability of the Revised Corporation Code.** – Matters not covered by the provisions of this by-laws shall be governed by the provisions of the Revised Corporation Code of the Philippines and other pertinent laws.

**ARTICLE XII  
Official Color, Logo & Fiscal Year**

**Section 1. Color and Logo.** – The official colors of the Corporation shall be green, white and black. The official logo will be the same as the seal.

**Section 2. Fiscal Year.** – The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December of each year.

Adopted this 7<sup>th</sup> day of Oct. 1986 in San Juan, Metro, Metro Manila by the affirmative vote of the undersigned ALL INCORPORATORS of the association in a special meeting held for the purpose.

(signed)  
VICENTE V. ROMANO, M.D.

(signed)  
ROBERTO V. RAMOS, M.D.

(signed)  
MERCY G. GO, M.D.

(signed)  
EMILIO G. BALTAZAR, M.D.

(signed)  
EMMANUEL V. CARANGDANG, M.D.