

**BY – LAWS OF THE PHILIPPINE ASSOCIATION OF THORACIC AND  
CARDIOVASCULAR SURGEONS (PATACSI), INCORPORATED**

As approved on December 10, 1994 and Amended on December 02, 2003 by the General Membership

**ARTICLE I. ORGANIZATION**

- Section I. The Philippine Association of Thoracic and Cardiovascular Surgeons, Inc. (PATACSI) is a non- stock corporation under the Philippine Laws with principal office in Metro Manila, Philippines.
- Section II. To attain the objectives of PATACSI, the association shall:
- 1) Hold scientific meeting at least three times a year (every two months whenever feasible) to discuss interesting cases.
  - 2) Hold an annual scientific meeting and business meeting in December at date to be determined by the incumbent Board of Directors.
  - 3) Coordinate and accredit training programs in thoracic and cardiovascular surgery in the different medical schools and hospitals.
  - 4) Hold special meetings as deemed necessary by the officers and members.

**ARTICLE II. MEETINGS**

- Section I. The annual meetings of the members shall be held at the principal office of the association in December of each year, at a date to be determined by the incumbent Board of Directors.
- Section II. Scientific meetings shall be held at least three times a year to discuss interesting cases, controversies and current issues in the specialty of Thoracic and Cardiovascular Surgery.
- Section III. Notices – notices of the date, time and place of annual, scientific and special meetings shall be given either personally or mail at least one (1) week before the date set for such meeting. In urgent cases the notice may be communicated at least two days before the meeting personally or by telephone or telegram. The notice of every special meeting shall state briefly the purpose or purpose of the meeting. No other business shall be considered at such meeting except with the consent of all the members present thereat.
- Section IV. Quorum – a quorum for any meeting of the members shall consist of a majority of the members and a majority of such quorum may decide any question at the meeting except those matters where the Corporation Code requires the affirmative vote of greater proportion.
- Section V. Order of business – the order of business at the annual meeting of the members shall be:
- a. Proof of service of the required notice of meetings, 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 previous annual meeting, except when such reading is dispensed with a majority vote of those present.
  - d. Unfinished business
  - e. Report of the President
  - f. Election of the Board of Directors for the ensuing year.
  - g. Other matters
- Section VI. Voting – Active members shall be entitled to one vote and they may vote in person or by mailed vote can be accepted.

**ARTICLE III. MEMBERSHIP (As amended on December 02, 2003)**

- Section I. Qualifications of Members  
The organizers of the Association shall be designated a charter members. Members of the Association are certified thoracic and cardiovascular surgeons

licensed to practice medicine in the Philippines who meet the qualifications and membership requirements established by the Board of Directors. They are elected by the Board of Directors and are designated as Fellows of the Philippine Association of Thoracic and Cardiovascular Surgeons, Inc. (FPATACSI).

There shall be four (4) classes of members for Fellows of PATACSI:

- 1) Active member or Fellow – an active member or Fellow must possess the following qualifications:
  - a. He must be a Filipino citizen
  - b. He must be licensed to practice medicine in the Philippines
  - c. He must be of good moral character and high ethical standard
  - d. He must be a surgeon certified by the Philippine Board of Thoracic and Cardiovascular Surgery, Inc. (PBTCVS)
  - e. He must have actively participated in PATACSI annual convention and postgraduate course at least once every two (2) years and in at least fifty percent (50%) of PATACSI scientific meetings or any equivalent activities related to the thoracic and cardiovascular surgery specialty.
  - f. He must actively participate in PATACSI annual convention and postgraduate course and in at least fifty percent (50%) of PATACSI scientific meetings or any equivalent activities related to the thoracic and cardiovascular surgery specialty.
  - g. He must be updated with the payment of the annual dues and other assessments of the association.
- 2) Senior member (Senior Fellow) – a Senior Fellow must possess the following qualifications:
  - 2.1 Active Senior member
    - a. He has reached the age of sixty – five (65) years
    - b. He must have been an active member of the PATACSI good standing for at least ten (10) years.
  - 2.2 Inactive Senior Member
    - a. He has reached the age of sixty – five (65) years
    - b. He must be a retired and / or incapacitated Fellow
    - c. He has not been participating in PATACSI activities
- 3) Honorary Fellows  
Honorary Fellows are surgeons of international stature in the field of surgical education, research and humanitarian service. They are elected by the Board of Directors upon the recommendation of the Council of the Past Presidents serving as the Ad Hoc Sub – Committee on Honorary Fellows under stringent qualification guidelines, and are designated as Fellows of the Philippine Association of Thoracic and Cardiovascular Surgeons, Inc. – Honorary (FPATACSI- Hon.).
- 4) Inactive Members
  - a. He must have failed to comply with the financial requirements of the association for two (2) consecutive years; or
  - b. He must have failed to comply with the attendance requirements.

## Section II.

### Qualification of Candidates

There shall be three (3) Classes of Candidates for surgeons not yet qualified to be Fellows but are actively engaged in the practice of thoracic and cardiovascular surgery:

- 1) Diplomates
  - a. He must be a surgeon certified by the Philippine Board of Thoracic and Cardiovascular Surgery, Inc. (PBTCVS)
  - b. To qualify for active membership, he must have actively participated in the PATACSI annual convention and postgraduate course and at least fifty percent (50%) of PATACSI scientific meetings or any equivalent activities related to the thoracic and cardiovascular surgery specialty one (1) year following the induction.

- c. Failure to apply as active member within three (3) years from certification as Diplomate without valid justification will result in the following:
  - i. Disqualification from Candidate Group
  - ii. Appropriate sanctions to be imposed as determined by the Board of Directors upon delayed application
  - iii. Notification of non – membership to surgical specialty will be disseminated to appropriate regulatory agencies.
- 2) Graduates
  - a. He must have completed three (3) years of accredited training program in thoracic and cardiovascular surgery of the PATACSI
  - b. He must be eligible to take the certifying examination of the Philippine Board of Thoracic and Cardiovascular Surgery, Inc.
- 3) Trainees
  - He must be a fellow-in- training of an accredited thoracic and cardiovascular surgery training program of PATACSI.

**ARTICLE IV. FELLOWSHIP RIGHTS and PRIVILEGES**

- Section I. Rights
 

Fellowship in the Association and all rights arising there from are personal and non- transferable. These rights may be limited or denied by the Board of Directors based on standard corporate practice.
- Section II. Privileges
 

Privileges inherent to fellowship may be extended or suspended by the Board of Directors based on compliance with the duties and obligations of membership.
- Section III. Right to Vote
 

Fellows have the right to vote and be voted upon, unless otherwise limited, broadened, or denied by specific provisions of the Constitution and By Laws.. Each member is entitled to one (1) vote in person or by mailed / electronic vote can be accepted

**ARTICLE V. MAINTENANCE of FELLOWSHIP**

- Section I. Good Standing
 

Maintenance of professional competence and personal integrity, together with the faithful compliance with the duties and obligations of membership are pre – requisites for maintenance of Fellowship. The Board of Directors may from time to time promulgate additional requirements; Members/Fellows are urged to cooperate with all scientific undertakings of the Association. Attendance at annual meetings and scientific programs shall be expected for all Fellows but shall be optional for all honorary and senior members.
- Section II. Discipline – members/ Fellows must pay membership dues and other assessments of the association.
  - a. The Board of Directors may discipline a Fellow by reprimand, suspension or expulsion for unethical and unprofessional conduct. Grossly immoral, dishonorable, or criminal acts committed and proven under the Philippine Laws, are grounds for expulsion from Fellowship.
  - b. Any member of the association may file charges against a member by filing a written complaint with the secretary of the association.
  - c. Disciplinary investigations of the Board of Directors shall be conducted only upon the recommendations of Ethics Committee. The Board of directors shall call a special meeting of the members to consider.

- d. The affirmative vote of 1/3 of all the members of the association shall be necessary to suspend a member, provided that where the penalty is expulsion, the affirmative vote of 2/3 of all the members shall be necessary to expel a member.

Section III. Inactive Status

The Board of Directors may grant inactive status to the following:

- a. Member who failed to comply with the financial requirements and attendance required of the association for the two (2) consecutive years. (as defined in No. 4, Section I, Article III of the By- Laws)
- b. Member, who has reached the age of 65 years, retired and/ or incapacitated and have not been participating in PATACSI activities. (as defined in 2.2, Section I, Article III of the By- Laws)

Section IV. Reinstatement

The Board of Directors may reinstate fellows who have been granted inactive status under Section III under the following circumstances:

- a) full payment of all past and present dues
- b) Satisfactory complied with the required attendance during the year preceding reinstatement.

**ARTICLE VI. MANAGEMENT**

Section I. Board of Directors

The management and control of the affairs of the association is vested upon the Board of Directors composed of seven (7) members elected by the fellows annually based on the qualification requirements established in the Constitution and By – Laws. The President may be re-elected for a maximum of two (2) terms.

Section II. Officers

The officers of the association are the president, vice – president, and treasurer elected by the Board of Directors from among themselves for a term of one (1) year. The secretary is appointed by the President from among the members of the Board, and with their concurrence. In addition to their traditional functions, special duties and responsibilities as may be assigned to them by the Board of Directors.

The President will be directly elected at large.

Section III. Functions and powers of officers

- a. President – the President shall be the Chief Executive Officer of the Association. In addition to duties as such, he shall preside in all the meetings of the Board of Directors and those of the members of the association. He shall execute all resolutions and/ or decisions of the Board of Directors. He shall be charged with directing and overseeing the activities of the association. He shall appoint and have control over all employees of the association, review and approved expense vouchers. Together with the secretary of the association, he shall present to the Board of Directors and the members an annual budget and from time to time as may be necessary, supplemental budgets. He shall submit to the Board as soon as possible after the close of each fiscal year, and to the member of each annual meeting, a complete report of the activities and operations of the association for the fiscal year under his term.
- b. Vice President – the Vice President if qualified shall exercise all powers and perform all duties of the President during the absence or incapacity of the latter and shall perform duties that maybe assigned to him by the Board of Directors.

- c. Secretary – the Secretary shall give notices required by these by – laws and minutes of all meetings of the members and of the Board of Directors and of all meetings of all committees, in a book kept for the purpose. He shall keep the seal of the association and affix such seal to any paper or instrument requiring the same. He shall have custody of the correspondence files and all other papers that are to be kept by the treasurer. He shall maintain the members' register, have charge of the bulletin board at the principal office of the association. He shall also perform all such duties and work as the Board of Directors from time to time assigned to him.
- d. Treasurer – the treasurer shall have charge of the funds, receipts and disbursements of the association. He shall keep all moneys and other valuables of the association in such bank or banks as the Board of Directors may designate. He shall keep and have charge of the books of accounts which shall be open to inspection by any member of the Board of Directors, whenever required, an account of financial condition of association and of all transactions made by him as treasurer. He shall also perform such other duties and functions as may be assigned to him from time to time by the Board of Directors.
- e. The Immediate Past President – shall function as an adviser to the Board of Directors and representative of the PATACSI to the board of governors of the PCS.

**ARTICLE VII. FUNDS**

- Section I. Funds – the funds of the association shall be derived from admission fees, annual dues, special assessment of members, gifts, donations, benefits, and fees and contributions for postgraduate courses and scientific meetings.
- Section II. Fees, dues, and assessments – every member of the association shall pay his membership fees, as well as other dues and assessment which shall be set by the Board of Directors. Honorary members of the association are exempted from all initiation fees, dues and assessments. Senior members are exempted from annual dues.
- Section III. Disbursement
  - a.) Withdrawals from the funds of the association, whether by check or any other instrument shall be signed by the Treasurer and countersigned by the President or the Vice President in the absence of the President. If necessary, the Board of Directors may designate other signatories.
  - b.) Withdrawals in excess of fifty (50) thousand should be approved by the Board of Directors with a Board Resolution.
- Section IV. Fiscal year – the fiscal year of the association shall be from January 1<sup>st</sup> to December 31<sup>st</sup> of each year.

**ARTICLE VIII. COMMITTEES (As amended on December 2, 2003)**

- Section I. Standing Committees
  - 1.1 Committees of the Association are extensions of the Board of Directors into specific areas of responsibilities. All committee actions are direct responsibilities of the Board.
  - 1.2 Past President or a Director will be appointed by the President at the start of his term to chair a committee subject to the approval of the Board of Directors. The members of the committee will be recommended by the committee chairman and subject to the approval by the Board of Directors.

1.3 Committee chairmen are authorized to create sub – committees, as deemed necessary, with the approval of the Board of Directors.

1.4 The standing committees of the Association are:

Accreditation, Constitution and By – laws, Continuing Surgical Education, Ethics and Judicial Matters, External Affairs and Public Relations, Finance, Information and Publications, Internal Audit, Membership, Nominations and Elections, Surgical Research, and Surgical Training.

**a. Committee on Accreditation**

The committee shall accredit training programs in TCVS in the Philippines. It shall evaluate training programs and recommend actions on accreditation to the Board of Directors. It shall be composed of five (5) Fellows of good standing chaired by a past president.

**b. Committee on Constitution and By – laws**

The Committee, chaired by a past President, shall receive, evaluate, and recommend actions on all amendments proposals.

b.1. The procedure in proposing amendments to the Constitution is as follows:

- i. The proposal, signed by at least ten percent (10%) of Fellows of good standing is sent to the Secretary.
- ii. The Secretary will refer the proposal to the Committee who conduct hearing on the proposal
- iii. After proper evaluation, the Committee will send to the Board it's recommendations
- iv. The Board of Directors will circularize the proposal of all fellows, at least two (2) months before the general assembly together with the recommendation of the Committee
- v. The general membership will decide on the proposed amendments. Three - fourths (3/4) of the votes, including proxy votes, will approve the proposed amendments.

b.2. The procedure in amending the By – laws is as follows:

- i. The proposal, signed by a Fellow of good standing is sent to the Secretary.
- ii. The Secretary will refer the proposal to the Board of Directors for review and endorsement to the Committee on Constitution and By – Laws
- iii. The Committee shall review the proposal and send to the Board its recommendation
- iv. The Board of Directors shall make a Board Resolution on the approval of the proposed amendments as recommended by the Committee on Constitution and By – laws
- v. The Board of Directors shall circularize the Board Resolution on the approved amendments to all fellows, at least two ( 2 ) months before the general assembly

**c. Committee on Continuing Surgical Education**

The Committee shall prepare, arrange or coordinate all scientific meetings and postgraduate courses. It shall organize and prepare a program for the annual conventions in coordination with other standing committees.

**d. Committee on Ethics and Judicial Matters**

The Committee shall initiate, receive, evaluate, investigate, and report to the Board of Directors all matters pertaining to ethical and professional conduct. It shall establish disciplinary procedures of the Association upon approval of Board.

**e. Committee on External Affairs and public Relations**

The Committee shall conduct informative drives, promote wholesome public relations for the Association, nationally and internationally, and address bills and issues involving surgeons. The Committee shall initiate and implement all activities of the Association related to social and sports.

**f. Committee on Finance**

The Committee shall prepare recommendations for the management of funds of the Association through long term planning and fiscal control. It shall prepare the annual budget of the Association, in consultation with the various committees and the President. Projects involving fund outlay must be adequately evaluated and recommended by the Committee for Board action.

**g. Committee on Information and Publications**

The Committee shall manage all publications of the Association and promulgate rules and regulations pertaining thereto. These publications include among others, the Philippine Journal of Thoracic and Cardiovascular Surgery (PJTCVS), and periodic newsletter. It shall maintain a web presence for the Association.

**h. Committee on Internal Audit**

The Committee shall conduct an annual internal audit of all funds and properties of the Association. It shall prepare auditing rules to be adopted by the Board, including those for the annual external audit.

**i. Committee on Membership**

The Committee shall consider and evaluate all applications for active membership. It shall have the authority to request for more information about the candidate as necessary. Under no circumstances, shall Board admit for fellowship a candidate who is not favorably recommended by the Committee. The Committee shall important requirements for membership as provided by Article III. It shall determine the Fellows of good standing and inactive Fellows.

**j. Committee on Nominations and Elections**

The Committee shall gather nominations and identify the candidates for officers and members of the Board. It shall conduct the election, tabulate, and announce the results. The Committee shall be composed of five (5) past presidents, to include the immediate past president.

**k. Committee on Surgical Research**

The Committee shall initiate, coordinate, and implement all activities of the Association related to research. It shall manage research contests open to Residents and Fellows. It shall review and recommend actions on requests for research grants.

**l. Committee on Surgical Training**

The Committee's primary concern is the educational welfare of surgical residents in accredited training programs. It shall be involved in the formulation, implementation, evaluation and revision of the surgical curriculum. The Committee shall evaluate new training programs, assist in meeting the requirements for accreditation, and help determine surgical manpower needs.

**ARTICLE IX. AMENDMENTS of the BY – LAWS (As amended on December 02, 2003)**

These by – laws or any provision thereof may be amended by the Board of Directors of the PATACSI through a Board Resolution.

(Please see Article VIII, Section I-1.4.2.2: Procedure in amending the By-laws)

**DIRECTORS' CERTIFICATE**

KNOW ALL MEN BY THESE PRESENTS:

That We, the undersigned, being the directors of **THE PHILIPPINE ASSOCIATION OF THORACIC AND CARDIOVASCULAR SURGEONS, INC. (PATACSI)** (Formerly PHILIPPINE ASSOCIATION OF THORACIC SURGEONS, INC.) and the Secretary thereof, do hereby certify that the revised By – Laws of the said corporation was approved by at least two – thirds of the members and majority of the Board of Directors at the Annual General Meeting held in December 2003 at the principal office of the corporation.

IN WITNESS WHEREOF, We hereby set our hands this \_\_\_\_ of \_\_\_\_\_ 2003 at \_\_\_\_\_.

NAME	COM. TAX CERT./DATE/PLACE
Directors:	
ADRIAN E. MANAPAT, M.D.	_____
AQUILEO C. RICO, M.D.	_____
REYNANTE T. GAMPONIA, M.D.	_____
JOSEFINO I. SANC HEZ, M.D.	_____
CAMILO C. PADA, M.D.	_____
CHRISTOPHER C. CHENG, M.D.	_____
ANTONIO B. RAMOS, M.D.	_____
Secretary :	
EDUARDO R. BAUTISTA, M.D.	_____

SUBSCRIBED AND SWORN TO BEFORE ME this \_\_\_\_\_ day of \_\_\_\_\_, 200\_\_\_\_, affiants exhibiting to me their Com. Tax Cert. Nos.

Doc. No. \_\_\_\_\_  
Page No. \_\_\_\_\_  
Book No. \_\_\_\_\_  
Series of \_\_\_\_\_



