

AMENDED BY LAWS
of the PHILIPPINE ACADEMY OF OPHTHALMOLOGY, INC. ("ACADEMY")
(FORMERLY: THE PHILIPPINES SOCIETY OF OPHTHALMOLOGY, INC.)

ARTICLE I. MEMBERSHIP MEETINGS

1.01. Annual and Mid-year Meetings. The Annual and Mid-year meetings of the general membership shall be held at the principal office of the Academy or at such place as may be determined by the Board of Trustees (hereafter referred to as the Executive Council) on the last Saturday of November and the first Saturday of May of each year, respectively. The primary purpose of annual and mid-year meetings shall be to provide forums for the presentation of scientific papers. There shall be not less than one (1) business session at each annual meeting of the Academy.

1.02. Notices. Notices of the date, time and place of annual, mid-year and special meetings of the general membership shall be given to all categories of members, either personally, by mail, email, telephone or facsimile, at least seven (7) days before the date set for such meeting. The notice of every special meeting shall state briefly the purpose/s of the meeting. No other business shall be considered at such meeting except with the consent of all the members present thereat.

1.03. Waiver of Notice. Notice of meeting may be waived verbally by any member attending it.

1.04. Quorum. The quorum for any meeting of the Academy shall consist of a majority of the Voting Fellows, Members and Associates and a majority of such quorum may decide any question at the meeting, except those matters where the Constitution and Bylaws of the Academy require(s) the affirmative vote of a greater proportion.

1.05. Order of Business. The order of business of the annual meeting of the members shall be as follows:

- a. Call to order;
- b. Proof of service of the required notice of the meeting, except when such notice is waived by the members constituting a quorum;
- c. Proof of the presence of a quorum;
- d. 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;
- e. Reports of the President, Secretary, Treasurer and Committee chairpersons;
- f. Unfinished and new business;
- g. Other matters;
- h. Adjournment

The order of business at any meeting may be changed by a vote of a majority of the Voting Fellows, Members and Associates present.

1.06. Vote. Fellows, Members and Associates in good standing shall be entitled to one vote, and they may vote either in person or by proxy subject to the exception provided for in this By-Laws, which shall be in writing and filed with the Commission on Elections of the Academy for authentication before the scheduled meeting.

1.07. Parliamentary Authority and Rules of Order. All proceedings and deliberations of the Academy, its Executive Council, and all committees and chapters shall be governed by the revised Robert's Rules of Order, in so far as they are not in conflict with the provisions of this By Laws.

ARTICLE II. EXECUTIVE COUNCIL

2.01. Definition. The Board of Trustees of the Academy shall be known as the Executive Council ("Council").

2.02. Executive Council. The corporate powers of the Academy shall be exercised, its business conducted and its property controlled by the Executive Council composed of thirteen (13) members as provided for in the Articles of Incorporation. The Council shall be the governing body of the Academy.

2.03. Qualifications. No Fellow or Member shall be eligible for election to the Executive Council unless he/she has the following qualifications:

- a. He/she is a fellow or member of the academy who has been active and in good standing with the Academy for the last five (5) consecutive years prior to the election;
- b. Candidates for the office of President and Vice President must be incumbent or former members of the Executive Council of the Academy in order to provide continuity of service and action plans;
- c. He/she has not been convicted by final judgment of an offense punishable by imprisonment for a period exceeding six (6) years committed within five (5) years prior to the date of his/her election.

All candidates must sign a statement that he/she will agree with all the rules and regulations of the Academy and the election code.

2.04. Requirements for Candidates. All candidates must submit the following requirements prior to the date of the elections:

- a. Diplomate certificate of the Philippine Board of Ophthalmology;

- b. Statement from the Secretary and Treasurer that he/she is a member who has been active and in good standing for the past five (5) consecutive years;
- c. Candidate's form duly completed and signed;
- d. Statement of conformity.

2.05. Functions of the Council. The Executive Council, in addition to what is provided for by law, shall have the following functions:

- a. Make policies and approve the activities of the Academy;
- b. Approve applications for membership and determine their categories and status in the Academy;
- c. Approve the formation and activities of Chapters and Subspecialty organizations of the Academy;
- d. Appoint qualified Editors, Associate Editors, and Managing Editors of the Academy Journal and Academy newsletter through the President and approve the recommendations of the Editors for the members of their respective Editorial Boards;
- e. Appoint members of the Commission on Elections;
- f. Recommend to the Philippine Board of Ophthalmology ("Board") prospective new members of the Board;
- g. Fill any office that may be vacant in the interim arising from death, resignation, termination of membership or removal from office.
- h. Submit to the Academy through the President, annual reports of its proceedings and transactions and its financial status;

2.06. Meetings. The executive council shall hold regular monthly meetings, the time and place of which shall be determined by the President. Special meetings may be called anytime by the President or any six (6) members of the council

2.07. Notices. Notice of the date, time and place of the monthly and special meetings of the executive council shall be given either personally, by telephone/ cell phone, e-mail, mail or fax, at least seven (7) days before the date set for such meeting. In urgent cases, the notice may be communicated at least two (2) days before the meeting in the same manner as previously enumerated. The notice of every special meeting shall state briefly the purpose(s) of the meeting. No other business shall be considered at such meeting except with the consent of all the members present thereat.

2.08. Waiver of notice. Notice of meeting may be waived verbally by any member attending it.

2.09. Quorum. The quorum for any meeting of the executive council shall consist of a majority of the members of the council, and a majority of such quorum may decide any question at the meeting, except those matters where the Academy's Constitution and/or By Laws requires the affirmative vote of a greater proportion.

ARTICLE III. OFFICERS

3.01. Officers. The officers of the Academy shall be: a President, the Immediate Past President, a Vice-President, a Secretary, a Treasurer and eight (8) Councilors. These officers shall constitute the Executive Council of the Academy.

3.02. Election and Terms of Office. The officers of the Academy shall be elected, except the immediate Past President, in accordance with provisions of this By Laws, during the Annual Meeting and shall serve for a period of two (2) years or until their successors shall have been duly elected and qualified.

3.03. Vacancies. A vacancy in any Office, whether occurring by reason of death, resignation or otherwise shall be filled by the affirmative vote of a majority of the remaining members of the Executive Council within thirty (30) days after the vacancy occurs; provided, that only incumbent members of the Executive Council shall be qualified to fill any vacancy in the office of the President, Vice-President, Secretary or Treasurer; provided, also, that any vacancy in the office of Councilor shall be filled by the non-elected candidate for councilor with the highest number of votes during the last Academy election; provided, further, that any person elected to fill any vacancy in the Executive Council shall serve only the unexpired term of the Officer replaced.

3.04. Removal from Office. Any officer of the Academy may be removed from Office by the affirmative written ballot of four-fifths (4/5ths) of the Executive Council whenever, in their judgment, the removal will serve the best interest of the Academy.

3.05. Compensation. The officers shall not receive financial compensation or benefits for services rendered.

ARTICLE IV. FUNCTIONS AND POWERS OF OFFICERS.

4.01. President. The President shall be the chief executive officer of the Academy. He shall preside in all meetings of the Academy and at all monthly and special meetings of the Council and may attend meetings of any of the committees of the Academy. He shall be charged with directing and overseeing the activities of the Academy. He shall execute all resolutions and/or decisions made by the Council. He may create special committees and may appoint Academy representatives to civic, professional and governmental organizations as may be required to execute the business and affairs of the Academy, upon approval of the Executive Council. He shall act as the representative of the Academy to the medical community at large and governmental and private agencies and organizations. He shall submit to the Council as soon as possible, before the close of each fiscal year, and to the members of the

Academy, a complete report of the activities and operations of the Academy for the fiscal year under his term. He shall be an ex-officio member of the committees of the Academy and he shall represent the academy and sit in an ex-officio capacity in the Philippine Board of Ophthalmology. He shall perform all such other duties as provided by law and these bylaws.

4.02. Immediate Past President. The immediate past President shall assist and advise the incumbent President on projects or activities pursued during the formers incumbency. He shall have an ex-officio status with voting privileges.

4.03. Vice-President. The Vice-President shall assist the President in the discharge of his duties. He shall exercise all powers and perform all duties of the President during the absence or incapacity of the latter. He shall be the Chairman of the Committee on Continuing Education in Ophthalmology, and shall perform all other duties that may be assigned by the Executive Council.

4.04. Secretary. The Secretary shall give all the notices required by these bylaws. He shall prepare the agenda of the meetings as approved by the President, keep the minutes of all meetings of the Academy, the Council and all standing committees, in a book kept for the purpose. He shall have custody of all correspondence files, records, books, and official papers belonging to the Academy and shall render an annual report of the Academy's activities. He shall keep the seal of the Academy and affix such seal to any paper or instrument requiring the same. He shall maintain the members' register in coordination with the Treasurer, give notices of delinquency in attendance and shall serve as manager of the principal office of the Academy and custodian of all assets of the Academy. He shall be the Chairman of the Committee on Membership. He shall also perform all such other duties and work as the Council may, from time to time, assign to him.

4.05. Treasurer. The Treasurer, who is bonded in such sum and with such surety as maybe fixed by the Council, shall demand and receive all funds due the Academy, together with bequests, voluntary contributions, and donations. He shall disburse funds in accordance with duly authorized vouchers, shall deposit in any reputable bank as decided by the Council, the money received, and withdraw warrants from said bank with approval of the President. He shall keep and have charge of the book of accounts which shall be open to inspection by any member of the Council. He shall annually render a report of his activities, giving a detailed statement of membership, and of funds received and disbursed, and a summary of the finance and property. He shall serve notice of the delinquency of dues not later than three (3) months before the Annual Meeting. He may be appointed Chairman of the Committee on Finance, and shall perform such other duties as may be prescribed by the Council. The signature of both the President and the Treasurer shall be required for withdrawal and disbursement of funds of the Academy, provided that in the absence of either one, the signature of the Vice-President shall be required.

4.06. Councilors. The Councilors shall assist the President, Immediate Past President, Vice-President, Secretary, and Treasurer in the formulation and implementation of the policies and activities of the Academy. They shall perform such other duties as may be prescribed by the Council.

ARTICLE V. ELECTION OF OFFICERS

5.01. Declaration of Policy. Suffrage is a basic right. The right to vote and be voted upon is both a privilege and an honor inherent in every Fellow, Member and Associate in good standing of the Academy.

5.02. Commission on Elections. There is hereby created an independent Commission on Elections ("Commission") which shall have the exclusive power to enforce and administer all provisions, rules, regulations, and policies relative to the conduct of elections.

The Commission shall be composed of three (3) members duly appointed by the Executive Council. In the initial election, the Commission shall have a staggered tenure one (1) year, two (2) years, and three (3) years] respectively. In the subsequent elections, one commissioner shall be appointed annually with a term of three (3) years. The Chairman of the Commission shall be elected by the commissioners from among themselves with a term of one (1) year. Any vacancy in the Commission shall be filled up by the Executive Council for the unexpired term.

5.03. Additional Powers of the Commission. In addition to what is provided by law, the Commission on Elections shall have the following powers:

- a. To enforce all election rules and regulations;
- b. To promulgate implementing rules and regulations relative to elections;
- c. To decide on all election protests and violations in the conduct of elections;
- d. To impose punishments on violations of election rules and regulations;
- e. To postpone, suspend, and cancel elections when extreme necessity demands.

5.04. Duties and Responsibilities of the Commission. The Commission on Elections shall have the following duties and responsibilities:

- a. To prepare an annual list of qualified voters before election day each year to be posted in the election hall on election day;
- b. To receive nominations and announce all qualified candidates not later than October 15 of each year;

- c. To provide all members in good standing with candidates' bio-data and other necessary information;
- d. To conduct and preside over the entire proceedings of the election;
- e. To prepare all materials necessary for the election, such as ballots, ballot boxes, list of candidates, and voting booths, as well as a standard candidates' brochure to be circulated to all members in good standing;
- f. To perform all such other duties and responsibilities that the Executive Council, from time to time, may assign.

5.05. Meetings and Quorum. The Commission will meet within one (1) week after the deadline for nominations of candidates, to screen and announce the candidates who have qualified. The Commission shall sit en banc during the entire election proceedings and when it hears and decides election protests and other matters pertaining to elections. The presence of two (2) members of the Commission shall constitute a quorum to do business.

5.06. Accountability. The Commission shall not be accountable to the members for its decisions and actions made under the authority provided for in these bylaws. However, all decisions made by the Commission shall be embodied in a written report to the Executive Council within one (1) month after the election process.

5.07. Removal from Office. Any member of the Commission may be removed from office by the Executive Council for failure or incapacity to serve as provided for in these bylaws and for culpable violations of the provisions thereof. Any member of the Commission who becomes a candidate for any position in the Executive Council shall automatically be considered resigned from his membership in the Commission.

5.08. Nominations. Nominations to any elective position shall be made in writing by any member in good standing with the written consent of the nominee on the form prescribed by the Executive Council. The nominee shall complete the requirements for his/her candidacy in accordance with provisions of Article 2.04, and submit the same to the Commission on Elections for screening not later than September 30 of each year.

5.09. Date and Place of Elections. The election for members of the Executive Council shall be held during the Academy's Annual Convention which should coincide with its annual general membership meeting. The election for the members of the chapter Council shall be held on a date, time and place as may be specified in the chapter bylaws.

5.10. Voting and Canvassing. Voting during the election shall be by secret ballot. Cumulative voting is not allowed. Proxy voting shall be allowed on Amendments, but not for the election of the Officers.

The canvassing of votes shall be done in public immediately after voting hours. As the Commission on Elections may find necessary, recount of the votes may be authorized immediately and election watchers may be designated.

5.11. Appreciation of Ballots. The following rules shall be observed in the canvassing of votes:

- a. The use of surname alone is valid, unless other candidates have the same surname;
- b. Wrong spelling of name is valid as long as it has phonetic equivalence;
- c. A wrong first name and a right surname is valid in favor of the surname;
- d. The use of alias or nickname is valid, provided the candidate is identifiable thru such;
- e. Candidates with the same surname must have the right first name or initial/s;
- f. Surname of one candidate and first name of another is invalid;
- g. Erasures and corrections are valid unless obviously a marked ballot;
- h. Where the number of names in a ballot exceeds the number of positions specified for elections, the name/s listed last shall not be counted;
- i. Ballots with names arranged not in conformity with the voting instructions of the Commission of Elections shall be invalidated;
- j. The Commission on Elections shall decide on other controversial ballots.

5.12. Proclamation of Winners; Protests. Immediately after the canvassing, the Commission on Elections shall proclaim the winners thru a written proclamation which shall be submitted to the Executive Council, provided no protests have been officially filed with the Commission. Winners shall be proclaimed based on a simple majority of votes cast.

Protests relative to the election must be filed in writing with the Commission within one (1) hour after canvassing of votes. The Commission sitting en banc shall decide on all protests accordingly.

In case of a tie, the winner/s shall be determined by drawing of lots. Candidates who are absent shall be represented by the Commission in drawing of lots.

5.13. Plebiscites and Referendums. Upon the decision of the Executive Council, plebiscites and referendums may be conducted under the supervision of the Commission on Elections. Rules and regulations governing such plebiscites and referendums shall be promulgated by the Council.

ARTICLE VI. MEMBERS

6.01. Membership Categories. There shall be the following categories of membership in the Academy:

- (a) Member
- (b) Fellow
- (c) Associate
- (d) Member-in-Training
- (e) International Member
- (f) Honorary Member

Unless otherwise specified, the term “General Membership” as it appears in these bylaws shall refer to persons belonging to all categories of membership. The term “Member/s,” unless otherwise specified, shall refer only to persons belonging to that specific category of membership.

6.02. Member. A physician who holds a degree of Doctor of Medicine or equivalent medical degree as determined by the Executive Council of the Academy shall be eligible to apply as a Member, provided that he/she:

- (a) holds a valid and unrestricted license to practice medicine in the Philippines
- (b) has been certified by the Philippine Board of Ophthalmology or a medical specialty board acceptable to the Executive Council. A candidate shall file an application with the Secretary on the form prescribed by the Executive Council, shall have the application endorsed by three (3) Members or Fellows in good standing attesting that the candidate conforms to the ethical standards set by the Academy, and shall pay the application fee in effect at that time. All information submitted on the application form shall be subject to review and verification by or under the supervision of the Executive Council. The candidate shall become a Member upon election thereto by a three-fourths (3/4) vote of the Executive Council, and upon payment of all applicable dues and assessments for the then current year.

6.03. Fellow. A Member (as defined in 6.02) in good standing of the Academy for at least five (5) consecutive years may apply to become a Fellow provided:

- (a) his/her license to practice medicine remains valid and unrestricted
- (b) that he/she has devoted a major part of his/her career to the practice of ophthalmology including, but not limited to, (1) clinical practice [private and/or government], (2) teaching, (3) community service, and (4) research.

A candidate shall file an application with the Secretary on the form prescribed by the Executive Council, shall have the application endorsed by three (3) Fellows in good standing attesting that the candidate conforms to the ethical standards set by the Academy, and shall pay the application fee in effect at that time. All information submitted on the application form shall be subject to review and verification by or under the supervision of the Executive Council. The candidate shall become a Fellow upon

election thereto by a three-fourths (3/4) vote of the Executive Council, and upon payment of all applicable dues and assessments for the then current year.

6.04. Associate. A physician who holds a degree of Doctor of Medicine or equivalent medical degree as determined by the Executive Council of the Academy shall be eligible to apply as an Associate, provided that he/she:

(a) holds a valid and unrestricted license to practice medicine in the Philippines

(b) has satisfactorily completed an entire program of formal residency training in ophthalmology of at least three (3) years' duration, or an equivalent training program, accredited by the Philippine Board of Ophthalmology and acceptable to the Executive Council.

A candidate shall file an application with the Secretary on the form prescribed by the Executive Council, shall have the application endorsed by three (3) Members or Fellows in good standing attesting that the candidate conforms to the ethical standards set by the Academy, and shall pay the application fee in effect at that time. All information submitted on the application form shall be subject to review and verification by or under the supervision of the Executive Council. The candidate shall become an Associate upon election thereto by a three-fourths (3/4) vote of the Executive Council, and upon payment of all applicable dues and assessments for the then current year.

6.05. Member-in-Training. A physician who holds a degree of Doctor of Medicine or equivalent medical degree as determined by the Executive Council of the Academy shall be eligible to apply as a Member-in-Training, provided that he/she:

(a) is engaged on a full-time basis in an ophthalmology residency training program conducted in the Philippines, accredited by the Philippine Board of Ophthalmology and acceptable to the Executive Council, or

(b) has satisfactorily completed such a training program and is engaged on a full-time basis either in an ophthalmology fellowship training program or in a postgraduate educational course of training leading to an advanced degree at an accredited university or college.

A candidate shall file an application with the Secretary on the form prescribed by the Executive Council, shall have the application endorsed by three (3) Members or Fellows in good standing attesting that the candidate conforms to the ethical standards set by the Academy, and shall pay the application fee in effect at that time. All information submitted on the application form shall be subject to review and verification by or under the supervision of the Executive Council. The candidate shall become a Member-in-Training upon election thereto by a three-fourths (3/4) vote of the Executive Council, and upon payment of all applicable dues and assessments for the then current year.

6.06. International Member. A physician who holds a degree of Doctor of Medicine or equivalent medical degree as determined by the Executive Council of the Academy shall be eligible to apply as an International Member, provided that he/she:

- (a) holds a valid and unrestricted license to practice medicine in a country other than the Philippines in which the practice of medicine is regularly conducted,
- (b) limits such practice to ophthalmology or a related field,
- (c) has a total period of ophthalmology training and practice of at least four (4) years.

A candidate shall file an application with the Secretary on the form prescribed by the Executive Council, shall have the application endorsed either by three (3) Members or Fellows in good standing or by two (2) International Members, and by the chairman of the Ophthalmology department (or its equivalent position) where the applicant has hospital privileges attesting that the candidate conforms to the ethical standards set by the Academy, and shall pay the application fee in effect at that time. All information submitted on the application form shall be subject to review and verification by or under the supervision of the Executive Council. The candidate shall become an International Member upon election thereto by a three-fourths (3/4) vote of the Executive Council, and upon payment of all applicable dues and assessments for the then current year.

6.07. Honorary Member. A person who has made an exceptionally outstanding contribution to Philippine Ophthalmology may become an Honorary Member upon recommendation of a Member or Fellow of the Academy and approval by three-fourths (3/4) vote of the Executive Council. Honorary Members are exempt from paying annual dues but, are eligible to receive the official publications of the Academy upon request.

6.08. Life Membership. Only Fellows of the Academy can be eligible for Life Membership. The status of Life Fellow shall be conferred upon:

- (a) Fellows of the Philippine Academy of Ophthalmology who have been in good standing for the last 30 years, counting from the time he/she was inducted into the Member category and,
- (b) Those conferred Life Membership by the Philippine Society of Ophthalmology and/or the Philippine Academy of Ophthalmology and Otolaryngology.

Life Fellows shall enjoy all the privileges of Members and Fellows and, in addition, shall be entitled to a waiver of their annual dues.

6.09. Members in Good Standing, Not in Good Standing, On Leave and Retired. The following requirements shall apply in order to be classified "in good standing," "in good standing, on leave" and "retired:"

- (a) Any Member or Fellow shall be considered to be in good standing if he/she:
 - (i) has a valid and unrestricted license to practice medicine, (ii) has paid all dues, fees and assessments up to the then current year [no back dues], (iii) has attended the Academy's Annual Scientific and Business Meetings held immediately preceding the then current year and, (iiii) has not been subjected to any disciplinary action as provided in appropriate provisions of these bylaws.
- (b) Any Associate or Member-in-Training shall be considered to be in good standing if he/she:
 - (a) has a valid and unrestricted license to practice medicine, (b) has paid all dues, fees and assessments up to the then current year [no back dues], (c) has attended the Academy's Annual Scientific Meeting held immediately preceding the then current year and, (d) has not been subjected to any disciplinary action as provided in appropriate provisions of these bylaws.
- (c) Any International Member shall be considered to be in good standing if he/she:
 - (a) has a valid and unrestricted license to practice medicine, (b) has paid all dues, fees and assessments up to the then current year [no back dues] and, (c) has not been subjected to any disciplinary action as provided in appropriate provisions of these bylaws.
- (d) A person belonging to any of the membership categories may apply to go "on leave." He/she shall be considered to be "in good standing and on leave" provided he/she continues to pay his/her dues and any applicable fees and/or assessments; provided further that he/she continues to satisfy the other applicable requirements to be considered in good standing as provided in these bylaws.
- (e) A person belonging to any of the membership categories may request to be classified as "retired" if he/she:
 - (i) is no longer engaged in the active practice of medicine and/or ophthalmology by reason of disability or retirement, provided his license to practice medicine is valid and unrestricted at the time of disability or retirement, or (ii) has reached the legal retirement age.

The status "Not in Good Standing" shall apply in the following:

- (a) Any Fellow, Member, Associate or Member-in-Training who fails to attend two (2) or more consecutive Annual Scientific and/or Business Meetings of the Academy that were held immediately preceding the then current year shall be considered to be "not in good standing" for the then current year, unless otherwise exempted by appropriate provisions of these bylaws.

- (b) A person “on leave” who fails to pay his dues, assessments and fees by the end of the current calendar year, shall be considered “Not in Good Standing” by the next calendar year;
- (c) Any International member who fails to pay his dues, assessments and fees by the end of the current calendar year, shall be considered “Not in Good Standing” by the next calendar year;
- (d) Any person belonging to any of the membership categories who otherwise fails to comply with the other requirements applicable to his/her category by the last day of the current calendar year, shall be considered “Not in Good Standing” by the next calendar year

Anyone wishing to be classified as “in good standing, on leave” or “retired” shall file a request with the Secretary on the appropriate form prescribed by the Executive Council. All information submitted on the request form shall be subject to review and verification by or under the supervision of the Executive Council. The request to be classified “in good standing, on leave” or “retired” shall be approved by three-fourths (3/4) vote of the Executive Council and, take effect only upon payment of all applicable dues and assessments for the then current year.

Persons classified “in good standing, on leave” or “retired” may not be required to attend the Annual Scientific and/or Business Meetings of the Academy but, shall nevertheless still be subject to applicable policies, rules and regulations that may be promulgated by the Executive Council from time to time. The status of being “on leave” shall automatically cease when the reason cited for going on leave no longer exists. The particular person then becomes subject to all applicable provisions of these bylaws, rules, regulations and policies.

“Good Standing” status may be reinstated by paying all back and current dues, assessments and fees and, by attending the next annual scientific meeting in the case of associates and members-in-training or, annual scientific and business meetings in the case of members and fellows.

6.10. Rights and Privileges of the General Membership.

- (a) A Fellow or Member of the Academy in good standing shall have the following rights and privileges: (1) To participate in all deliberations and exercise the right to vote on all business matters relating to the affairs of the Academy; (2) To participate in the scientific sessions of the Academy; (3) To be eligible for any elective and/or appointive office of the Academy; (4) To avail of all facilities of the Academy; (5) To examine all the records or books of the Academy during business hours; (6) To receive the official publications of the Academy.

- (b) Associates in good standing shall have the following rights and privileges: (1) To participate in all deliberations and exercise the right to vote on all business matters relating to the affairs of the Academy; (2) To participate in the scientific sessions of the Academy; (3) To avail of all facilities of the Academy; (4) To examine all the records or books of the Academy during business hours; (5) To receive the official publications of the Academy.
- (c) Members-in-Training, Honorary and International Members in good standing shall have the following rights and privileges: (1) To attend and participate in the business meetings of the Academy; (2) To participate in the scientific sessions of the Academy; (3) To avail of all facilities of the Academy; (4) To examine all the records or books of the Academy during business hours; (5) To receive the official publications of the Academy.

6.11. Duties and Responsibilities of the General Membership. Unless otherwise specified, persons belonging to any membership category shall have the following duties and responsibilities:

- (a) obey and comply with the Bylaws, rules and regulations that may be promulgated by the Academy from time to time,
- (b) pay applicable membership dues and all other fees and assessments as determined by the Executive Council,
- (c) attend the scientific and business meetings that may be called by the Executive Council [for Fellows and Members];
- (d) attend the scientific meetings of the Academy [for Associates and Members-in-Training] and,
- (e) subscribe to the principles of medical ethics of the Philippine Medical Association, the Philippine Board of Medicine, the Philippine Academy of Ophthalmology and the Philippine Board of Ophthalmology.

6.12. Conduct of General Membership. The principles of medical ethics of the Philippine Medical Association the Philippine Board of Medicine, the Philippine Academy of Ophthalmology and the Philippine Board of Ophthalmology shall govern the conduct of the General Membership of the Academy. All questions of ethical nature shall be submitted in writing to the Executive Council for proper action.

6.13. Transfers of Membership Category. Any person belonging to any of the membership categories of the Academy who shall have acquired the qualifications required for a different membership category can apply for a change in membership category on the form prescribed by the Executive Council. All information submitted on the application form shall be subject to review and verification by or under the supervision of the Executive Council. The approval of the application for transfer to a

different membership category shall require a three-fourths (3/4) vote of the Executive Council and shall take effect on the next calendar year.

6.14. Voting and Holding Office in the Academy. The only categories of membership entitled to vote on any matter relating to the affairs of the Academy are: Fellows, Members and Associates in good standing. The only categories of membership entitled to hold the elected and/or appointive Offices in the Academy shall be Fellows and Members in good standing.

6.15. Censure, Suspension and Termination of Membership. Any person belonging to any of the membership categories of the Academy may be censured, suspended, or his/her rights and privileges terminated, in accordance with appropriate provisions of these bylaws. Any person belonging to any of the membership categories who is "not in good standing" for three (3) consecutive years or more shall have his/her membership terminated after due process.

6.16. Use of Academy Name and Symbols A person belonging to any of the membership categories of the Academy is entitled to receive a certificate of membership. This certificate remains the property of the Academy and shall be surrendered and returned if, for any reason, that person ceases to have the membership status stated in the certificate. A person belonging to any of the membership categories of the Academy may indicate membership status by: (a) displaying the certificate at an office used by him/her for the practice of ophthalmology; and (b) a factual statement on stationary, in advertisements, and in resumés, biographical sketches and the like, using the name of the Academy or a recognizable abbreviation of the name. The name of the Academy and a logo of the Academy shall not be used on any other certificate or material displayed, prepared, or distributed for such use, or on any other sign or display without the Academy's prior written permission. Only duly elected Fellows may use the phrase, "Fellow, Philippine Academy of Ophthalmology", or the corresponding abbreviation of the phrase, F.P.A.O.

ARTICLE VII. CENSURE, SUSPENSION, TERMINATION, AND REINSTATEMENT OF MEMBERSHIP

7.01. Censure, Suspension, and Termination. (a) The Executive Council may, after due process, censure, suspend or terminate the membership of any person belonging to any of the membership categories of the Academy for behavior injurious and derogatory to the welfare and dignity of the Academy and its members such as, but not limited to:

- (a) unethical professional conduct, upon the recommendation of the Committee on Ethics and Practice Management;

- (b) conviction of a felony or of any crime relating to and/or arising out of the practice of medicine, or involving moral turpitude;
- (c) termination of the right to practice medicine by a duly constituted authority.
- (d) Censure, suspension or temporary/permanent revocation of the license to practice medicine by the Professional Regulations Commission;
- (e) Censure, suspension or termination by the Philippine Medical Association
- (f) “not in good standing” status for two (2) consecutive years (suspended); for three (3) consecutive years (terminated)
- (g) voluntary resignation

Censure, suspension or termination of membership in the Academy shall require the unanimous vote of the Executive Council, sitting en banc, in an open meeting. The Executive Council shall submit to the Board of Medicine and the Philippine Medical Association its findings and the reason/s for the censure, suspension or termination of membership.

7.02. Non-payment of Dues, Fees and Assessments. Any Fellow, Member, Associate, Member-in-Training or International Member who fails to pay his/her dues, fees, and assessments for two (2) consecutive years, after proper notification by the Treasurer to his/her last known address, shall have his/her rights and privileges suspended. If said Fellow, Member, Associate, Member-in-Training or International Member fails to settle his/her accounts for the third straight year, he/she shall have his/her rights and privileges terminated, provided that prior notification by the Treasurer has been made.

7.03. Reinstatement of Membership.

- a. A member of the Academy censured by the Executive Council can continue to be a member in good standing, provided he/she fulfills the requirements of a member in good standing
- b. A member suspended by the Executive Council can be reinstated as a member of good standing at the termination of the suspension period and upon fulfilling the requirements of a member in good standing; provided that, a member suspended for non-payment of dues, fees and assessments can be reinstated only after full payment of all delinquent dues, fees and assessments.
- c. A member terminated by the Executive Council can be reinstated as a member provided (1) the reason for his termination no longer exists, (2) his re-application for membership is approved by the unanimous vote of the Executive Council, voting en banc, and (3) he fulfills the requirements of a member in good standing for one calendar year. His reinstatement as a member shall take effect on the next calendar year.
- d. A member who voluntarily resigns can be reinstated as a member by re-applying for membership.

ARTICLE VIII. FUNDS

8.01. Funds. The Academy shall be financed by dues, fees, and assessments collected from the general membership, and by such property or money as may be received or acquired by deed, grant, devise, bequest, donation, or gifts from the government or the public. The amount and terms of payments shall be determined by the Executive Council.

8.02. Fees, Dues and Assessments.

(a) The membership dues, fees, and assessments for each category of membership shall be such amount as may be determined by the Executive Council from time to time. The annual membership dues shall include one (1) year subscription to the official journal of the Academy.

(b) Annual dues shall be established on the basis of the calendar year. The dues for a calendar year shall be payable on or before the first day of that year and shall be considered delinquent if not paid by the end of that year. Assessments and fees shall be payable at the time or times that the Executive Council shall determine.

(c) No annual dues shall be payable of Life Fellows. However, they shall continue to pay the other fees and assessments imposed by the Executive Council. No dues, assessments, or other fees shall be payable by Honorary Members. Persons "on leave" shall continue to pay all dues, fees and assessments that the Executive Council shall determine to be equitable.

(d) Failure of any person to pay dues, fees, and assessments will subject him to disciplinary action as provided for in these bylaws.

8.03. Application Fee. Applicants for membership shall pay an application fee in an amount equal to one-half (1/2) of the annual membership due.

8.04. Fiscal Year. The fiscal year of the Academy shall be from January 1st to December 31st of each year.

8.05. External Audit. An annual external audit of all funds and property of the Academy shall be made at the end of the fiscal year and the same shall be published in the official publication of the Academy within three (3) months thereafter.

ARTICLE IX. COMMITTEES

9.01. Standing Committees. There shall be the following standing committees of the Academy:

- a. Committee on Membership
- b. Committee on Continuing Education in Ophthalmology
- c. Committee on Finance
- d. Committee on Constitution and Legislation
- e. Committee on Sight Preservation
- f. Committee on Publications and Library
- g. Committee on Ethics and Practice Management
- h. Committee on International Affairs
- i. Committee on Public Relations and Information
- j. Committee on Research *(as amended on November 28, 2009)*
- k. Committee on Health Insurance *(as amended on November 28, 2009)*

9.02. Committee on Membership. The Committee on Membership shall be chaired by the Secretary of the Academy. The members of the committee shall consist of the Treasurer of the Academy and at least two (2) Councilors and any number of qualified Members and/or Fellows of the Academy as may be recommended by the Chair and/or appointed by the President. The functions of the committee shall be: (1) to maintain an updated roster of members; (2) to classify status of members, as the need arises; (3) to monitor the participation and attendance of members in Academy activities; (4) to publish through the Committee on Publications and Library a bi-annual or annual directory; (5) to perform all such other functions that the Executive Council may prescribe.

9.03. Committee on Continuing Education in Ophthalmology. The Committee on Continuing Education in Ophthalmology shall be chaired by the Vice-President of the Academy. The members of the committee shall consist of at least two (2) Councilors and any number of qualified Members and/or Fellows of the Academy as may be recommended by the Chair and/or appointed by the President. The number of members shall be at the discretion of the Committee Chairman, provided it is acceptable to the Executive Council. The functions of the committee shall be: (1) to plan and organize scientific meetings by directing the activities of an appropriate subcommittee; (2) to plan and organize special courses; (3) to plan and organize Academy participation in scientific sessions of other organizations; (4) to coordinate with the subspecialty organizations and other related groups or organizations in the

conduct of continuing education programs; (5) to produce through the Committee on Publications and Library educational materials for the use of members, as well as nonmembers; (7) to perform all such other duties that the Executive Council may prescribe.

9.04. Committee on Finance. The Chair of the committee shall be appointed by the President from among the members of the Executive Council. The members of the committee shall consist of the Treasurer of the Academy, at least two (2) councilors of the Academy, and any number of qualified Members and/or Fellows of the Academy as may be recommended by the Chair and/or appointed by the President. The committee shall have the following functions: (1) accounting and management of Academy funds; (2) hire the services of an external auditor whenever necessary; (3) recommend the amount of dues, fees, assessments, sponsorships and other charges to be collected; (4) initiate, plan, and coordinate fund-raising activities of the Academy; (5) prepare a budget and allocate funds for Academy activities for the current year; (6) perform all other duties that may be prescribed by the Executive Council.

9.05. Committee on Constitution and Legislation. The Committee on Constitution and Legislation shall be chaired by any qualified Member or Fellow appointed by the President from among the members of the Executive Council, or from the general membership. Committee members shall include at least one (1) Councilor, and any number of qualified Members and/or Fellows of the Academy as may be recommended by the Chair and/or appointed by the President. The committee shall have the following functions: (1) ensure that all activities of the Academy are not inconsistent with the Constitution and Bylaws; (2) interpret or obtain legal opinion, as necessary, when controversies exist; (3) initiate amendments and changes for ratification of the body when a pressing need arises; (4) analyze health-related bills and legislation as they relate to members' practice; (5) perform all other duties that may be prescribed by the Executive Council.

9.06. Committee on Sight Preservation. The Chair of the committee shall be appointed by the President from among the members of the Executive Council or, from the general membership. Committee membership shall consist of the Secretary and Treasurer of the Academy, at least one (1) Councilor, and any number of qualified Members and/or Fellows of the Academy as may be recommended by the Chair and/or appointed by the President. The committee shall have the following functions: (1) maintain pertinent national statistics on eye diseases, obtained directly or through other agencies; (2) plan and coordinate community-service projects of the Academy; (3) monitor the activities of its members and other organizations with regard to community eye health; (4) coordinate with the Department of Health on the public health aspects of eye disease; (5) publicize, through the Committee on Publications and Library, the Academy's activities in community service; (6) coordinate, through the Committee on Finance, funding for community-service projects, as well as funding for

research projects on the prevention of blindness; (7) perform all other duties that may be prescribed by the Executive Council.

9.07. Committee on Publications and Library. The Chair of the committee shall be appointed by the President from among the members of the Executive Council or, from the general membership. Committee members shall include the Secretary of the Academy, at least (1) Councilor, the Editor-in-chief of the Academy journal, the Editor-in-Chief of the Academy newsletter, and any number of qualified Members and/or Fellows of the Academy as may be recommended by the Chair and/or appointed by the President. The committee shall have the following functions: (1) publish the quarterly newsletter; (2) publish the official Academy journal; (3) provide all necessary printed materials for Academy activities; (4) keep an archival record of all Academy documents including Minutes of Meetings, Council Resolutions, and publications in support of the duties of the Secretary; (5) perform all other duties that may be prescribed by the Executive Council.

9.08. Committee on Ethics and Practice Management. The Chair of the Committee on Ethics and Practice Management shall be elected from among the members of the committee. Committee members shall include at least one (1) Councilor, and qualified Members and/or Fellows of the Academy appointed by the President. The composition, membership and tenure of the Committee and its members shall be consistent with appropriate provisions of the PAO Code of Ethics. The committee shall have the following functions: (1) publicize, through printed materials, in coordination with the Committee on Publications and Library, or other forms of media, the effect of health-related bills and legislation as they affect the practice of Academy members and fellows; (2) inform Academy members and fellows of current changes in technology that may affect their practice; (3) receive, investigate, obtain legal/expert opinion on, and render judgment on complaints/reports pertaining to alleged violations by any Member or Fellow, or any other eye-care professional, of accepted medical code of ethics in the practice of their profession; (4) perform all other duties that may be prescribed by the Executive Council and/or the PAO Code of Ethics.

9.09. Committee on International Affairs. The Committee on International Affairs shall be chaired by the President of the Academy, who will also be the Academy's official representative to international affairs and/or organizations. He/she shall have the prerogative to appoint the official representative of the Academy in his/her absence or, as the case requires. Committee members shall include the Vice President and Immediate Past President of the Academy and any qualified Member/s and/or Fellow/s of the Academy that may be appointed by the President. The number of members of the committee shall be at the discretion of the Committee Chairman. The Committee shall have the following functions: (1) initiate, supervise and manage the Academy's relations with the international community, in general and, related international organizations, in particular; (2) monitor related activities in the international community where Academy participation may be beneficial; (3) plan and coordinate Academy

participation in appropriate international events; (4) perform all other duties that may be prescribed by the Executive Council.

9.10. Committee on Public Relations and Information. The Chair of the committee shall be appointed by the President from among the members of the Executive Council or, from the general membership. Committee members shall include at least (1) Councilor and any number of qualified Members and/or Fellows of the Academy as may be recommended by the Chair and/or appointed by the President. The Committee shall have the following functions: (1) plan, coordinate and manage the Academy's public relations activities; (2) initiate and implement public information projects of the Academy; (3) conceptualize and produce public information materials relating to eye care and other projects of the Academy; (4) perform all other duties that may be prescribed by the Executive Council.

9.11. Committee Meetings and Reports. The committees shall meet as often as necessary. Majority of the members shall constitute a quorum. The standing committees shall report annually in writing to the Academy.

9.12. Committee on Research. The Chair of the committee shall be appointed by the President from among the members of the Executive Council or, from the general membership. Committee members shall include at least (1) Councilor and any number of qualified Members of the Academy as may be recommended by the Chair and/or appointed by the President. The Committee shall have the following functions: (1) plan, develop and manage the Academy's research and development activities; (2) develop support services for research projects of Academy members; (3) maintain an independent review board to evaluate and advise on drug and device registration and clinical trials when requested by regulatory agencies; (4) communicate new and relevant medical and scientific information to Academy members; (5) conduct courses to enhance the research capabilities of Academy members; (6) conduct a Residents' Research Paper Contest to encourage and train future Academy members to do research; (7) support the Academy journal by providing content; and, (8) to perform all such other research-related duties that the Executive Council may prescribe. (as amended on November 28, 2009)

9.13. Committee on Health Insurance Matters. The Chair of the committee shall be appointed by the President from among the members of the Executive Council or, from the general membership. Committee members shall include at least (1) Councilor and any number of qualified Members of the Academy as may be recommended by the Chair and/or appointed by the President. The Committee shall have the following functions: (1) Represent the Academy in the Committees of the Government's National Health Insurance agency (e.g. PHIC) where participation of the Academy is requested or required; (2) Undertake periodic

consultations with the membership through the various subspecialty organizations of the Academy in matters concerning evolving surgical procedures for the purpose of keeping the list of recognized and compensable procedures of the Government's National Health Insurance agency relevant and updated; (3) Participate in the regular consultative workshops of the Government's National Health Insurance Agency in matters concerning Relative Value Scales, peso conversion factors, new surgical procedures, and other related issues; (4) Represent the Academy in activities concerning Health Insurance and Health Maintenance Organizations (HMOs) as the need arises; and, (5) Perform all other duties that may be prescribed by the Executive Council. (as amended on November 28, 2009)

9.14. (as amended on November 28, 2009) **Other Committees.** The Executive Council may create other committees as it may deem necessary to attain the objectives of the Academy.

ARTICLE X. CHAPTERS, SUBSPECIALTY and AFFILIATE ORGANIZATIONS

10.01. Chapters. The Executive Council, upon petition of at least fifteen (15) fellows, and/or members, in good standing, may establish Chapters in different regions of the Philippines. The smallest unit that may apply for chapter accreditation is a province. Only one Chapter can be allowed per province although a Chapter may encompass several provinces within the same geographical/geopolitical region.

The Chapter Council shall be the governing body of the Chapter. It shall be composed of officers as provided for in the Chapter's Constitution and Bylaws.

10.02. Subspecialty Organizations. The Executive Council, upon petition of at least five (5) fellows and/or members may recognize a subspecialty organization provided that only one organization per subspecialty shall be so recognized. Only subspecialties duly recognized by the international ophthalmologic community (e.g., ICO, APAO, AAO, etc) shall be eligible for consideration as legitimate subspecialties of the Academy. New subspecialties may be added and corresponding subspecialty organizations recognized by the Executive Council in the future should this be deemed necessary based on the developments and progress in the field of Ophthalmology. Such new Subspecialties may be recognized without amendments to the by-laws of the Academy.

The subspecialty organization shall be governed by a board of directors, which shall be composed of officers as provided for in the subspecialty organization's constitution and bylaws.

10.03. Application for Recognition of a Chapter or Subspecialty Organization.

Petitioners for recognition of a prospective Chapter or subspecialty organization shall submit a written application to the Academy President, together with a list of its interim officers and members, its Constitution and Bylaws and, whenever applicable, its Articles of Incorporation. The application will be reviewed and evaluated by an adhoc committee formed by the Executive Council. Recognition is granted upon approval by a three-fourths (3/4) vote of the Executive Council, not later than sixty (60) days after submission of complete requirements.

10.04. Chapter and Subspecialty Organization Bylaws.

The Constitution and Bylaws of the Chapter or Subspecialty organization must be approved by three-fourths (3/4) vote of the Executive Council. It shall contain its aims and/or objectives, the duties, responsibilities, authority and privileges of its officers and members, as well as all other details relating to its function and operation. In addition, the Constitution and Bylaws should contain the definition and scope of the subspecialty, in the case of subspecialty organizations and, the geographical boundaries, in the case of Chapters. The Constitution and Bylaws of the Chapter and Subspecialty organization shall not be inconsistent with that of the Academy's. In cases of conflict and/or discrepancies, the Academy Bylaws shall prevail over the Bylaws of either the Chapter or Subspecialty organization.

10.05. Chapter and Subspecialty Organization Members.

Only members and fellows of the Academy in good standing can form and subsequently become members of a Chapter or Subspecialty organization.

10.06. Duties and Responsibilities of Chapters and Subspecialty Organizations.

It shall be the duty of chapters and subspecialties to submit an annual calendar of activities, Annual report, and an updated list of officers and members. Furthermore, they shall comply with policies, rules and regulations of the PAO as promulgated by the Executive Council.

10.07. Privileges of Chapters and Subspecialty Organizations.

Subspecialty organizations may be invited to participate in the annual and midyear scientific meetings of the Academy. No fees shall be charged the participating affiliate organization but the Academy, through the Committee on Continuing Education in Ophthalmology, reserves the right to determine the extent of their participation during these meetings. Chapters will have the privilege of organizing and hosting the Academy's Midyear meetings. The President of the Chapter and/or Subspecialty organization may be asked to sit with the Executive Council in the promulgation of rules that may affect the Academy, the Chapter and/or Subspecialty organization and their members.

10.08. Governing Rules and Regulations. The Executive Council, at its discretion, shall promulgate rules and regulations governing the different Chapters and subspecialty organizations.

10.09. Withdrawal of Recognition of Chapters and/or Subspecialty Organizations. The Executive Council may withdraw recognition of Chapters and/or Subspecialty organizations for violation of the Academy's Bylaws, and other applicable policies, rules and regulations of the Academy.

10.10. Affiliate Organizations. At the discretion of the Executive Council, related organizations may be granted affiliate status if such affiliation is deemed to work for the best interest of the Academy or may help in furtherance of the objectives of the Academy.

ARTICLE XI. CERTIFYING OR SPECIALTY BOARD

11.01. Name. The certifying or specialty board of the Academy shall be called the Philippine Board of Ophthalmology ("Board").

11.02. Duties and Functions. The duties, functions, responsibilities, authority and privileges of the Board shall be contained in the Board's Constitution and Bylaws, which shall not be inconsistent with that of the Academy's.

11.03. Board of Directors. The affairs of the Board shall be governed by its own Board of Directors, composed of officers as provided for in its own Constitution and Bylaws. Only Members and Fellows in good standing of the Academy can become members of the Board.

11.04. Council Representative. Its Chairman or his duly appointed representative, whose nomination must be duly approved by the Executive Council, shall represent the Board in the Academy's Executive Council. The Board's representative will have the privilege to sit in all Council meetings as a non-voting member.

ARTICLE XII. ADVISORY BOARD

12.01. Name. There shall be created an advisory board to be constituted from among the life fellows and past presidents of the academy.

12.02. Composition. The advisory board shall be composed of six (6) members and the Immediate Past-President and President of the Academy as ex-officio members.

12.03. Nomination, selection and terms of office. The members of the advisory board shall be nominated and selected by the Executive Council from amongst the active life fellows and past-presidents of the academy. Those selected will be invited and their consent to serve will be secured. Initially, half of the six members will serve for one (1) year while the other half will serve for two (2) years. thereafter, the members will serve a term of two (2) years, without prejudice for reappointment

12.04 Functions. The advisory board shall perform the following functions upon the request of the president or majority of the members of the executive council:

- A. Consultative function whereby the president of the academy can consult the advisory board on problems, issues and other matters affecting the academy;
- B. Oversight function whereby the president of the academy may present to the advisory board resolutions adopted by the executive council for reaction, comment and/or suggestion
- C. Mediator function whereby the advisory board may, upon the request of the president or majority of the members of the council, act to mediate or settle relational problems among members of the academy

12.05 Meetings. The advisory board shall meet regularly once every quarter. The President of the Academy can call special meetings any time. The Immediate Past-President shall be the presiding officer during meetings.

12.06 Vacancies. Any vacancy in the advisory board by reason of resignation, death or any other cause shall be filled in the same manner as provided in 12.03. The member so elected shall serve only the unexpired term of the person being replaced, without prejudice for reappointment.

12.07 Removal from office. Any member of the advisory board may be removed by the affirmative written vote of four-fifths (4/5) of the Executive Council whenever in their judgment such action will best serve the best interest of the academy.

12.08 Compensation. Members of the advisory board shall not receive any financial remuneration or benefit for their service.

XIII. ACADEMY PUBLICATIONS

13.01. Name. The official journal of the Academy shall be called the Philippine Journal of Ophthalmology (“Journal”). The official newsletter of the Academy shall be called the Focal Point.

13.02. Editorial Board. Publication of the Journal and the newsletter shall be under the supervision of their respective Editorial Boards. An Editor-in-Chief, who shall be appointed by the Academy President, and whose term shall be co-terminus with that of the appointing authority, shall head each of the Editorial Boards. The Editorial Boards shall be composed of other Members and/or Fellows that may be appointed by the President, upon recommendation of the Editors-in-chief.

ARTICLE XIV. CORPORATE SEAL

14.01. Colors. The colors of the Academy shall be green and yellow.

14.02. Seal. The corporate seal of the Academy shall be in such form and design as may be determined by the Executive Council.

ARTICLE XV. MISCELLANEOUS

15.01 Papers and Reports. All papers and reports read before the Academy during its Annual and/or Mid-year Scientific Meetings shall be reviewed by the Editor-in-chief of the official Academy journal. Their subsequent publication in the Academy journal shall be at the discretion of the Editorial Board provided that there is written agreement by the author/s (for publication of the paper). Once published, the paper becomes the exclusive property of the Academy.

15.02. Property. The Academy shall have authority to purchase, accept or otherwise acquire, hold, own, mortgage, pledge, sell, exchange, assign, transfer, or otherwise dispose of, invest and deal in real and personal property of every class and description.

ARTICLE XVI. AMENDMENTS

16.01. Proposals. Any amendment to, or revision of, this Bylaws may be proposed by:

- (1) The Executive Council, upon a vote of three-fourths of all its members; or

(2) The general membership through initiative upon a petition of at least ten per centum of the total number of Members and Fellows qualified to vote.

No amendment under this section shall be authorized within two years following the ratification of this Bylaws nor oftener than once every two years thereafter.

16.02. Approval. These bylaws, or any portion thereof, may be amended upon approval of at least two-thirds (2/3) of the Voting Members and Fellows present and represented by proxy at the Annual Meeting of the Academy, or at a special meeting called for that purpose; provided, that the proposed amendments to the by-laws should be circulated to all Voting Members and Fellows at least thirty (30) days before the said annual or special meeting and upon approval of the Executive Council.

ARTICLE XVII. TRANSITORY AND GENERAL PROVISIONS

17.01 Effectivity. These Bylaws shall take effect immediately upon its ratification by two-thirds (2/3) of the votes cast in a plebiscite held for the purpose and upon approval of the Securities and Exchange Commission (SEC), and shall supercede all previous Bylaws.

17.02. Membership. The current membership of the Academy shall be reclassified according to Article VI, provided that existing Fellows and Life Members of the Philippine Society of Ophthalmology and the Philippine Academy of Ophthalmology and Otolaryngology shall retain their fellow and/or life member status.

Adopted on this 31st day of August 1994 in Quezon City by the affirmative vote of the undersigned members representing a majority of the members of the Academy in a special meeting held for the purpose.

(SGD) ROMEO V. FAJARDO

(SGD) PROSPERO MA. C. TUAÑO

(SGD) MARIO V. AQUINO

(SGD) JOSE J. DURAN

(SGD) RONALD T. TABLANTE

(SGD) FERNANDO M. JAVATE

(SGD) PEARL TAMESIS-VILLALON

(SGD) ALEJANDRO S. DE LEON

(SGD) ROMULO N. AGUILAR

(SGD) SABINO S. SANTOS

(SGD) CARLOS G. NAVAL

(SGD) CORAZON C. ESTRELLA

(SGD) COSME I.N. NAVAL

(SGD) MARCELINO D. BANZON

(SGD) LUCIANO U. LUCSON

(SGD) NOEL G. CHUA

(SGD) ROMEO B. ESPIRITU