

BYLAWS
of the
PACIFIC BASIN MEDICAL ASSOCIATION

Article I
Name

The name of the association is the Pacific Basin Medical Association (“PBMA”).

Article II
Purposes and Mission

The purposes of the association are: (1) to represent the medical profession in the Pacific region, (2) to provide information to regional medical associations, PBMA members, health care providers and the general public related to medicine and public health, and (3) to establish guidelines for professional conduct and performance.

The mission of the association is: (1) to provide a network throughout the Pacific region for medical practitioners to promote high standards of medical care and public health care policy and practice, (2) to establish and maintain continuing medical education activities for physicians and health care providers practicing in the Pacific region, and (3) to support the formation of local medical associations throughout the Pacific region. In support of this mission, the association will function as an umbrella organization to facilitate cooperation and coordination of activities between medical associations, societies and practitioners from the following Pacific Island countries: American Samoa, the Commonwealth of the Northern Mariana Islands, the Federated States of Micronesia, the Republic of the Marshall Islands, and the Republic of Palau (collectively the “Pacific Basin”). With approval of a majority of PBMA Regular Members, the association may expand its efforts to include medical associations and societies from other Pacific Island countries and territories.

Article III
Membership and Voting Privileges

A. Categories of Members:

1. Regular Members: Physicians licensed to practice medicine in one or more of the Pacific Basin countries, who are in good standing, and who reside and actively practice medicine in one or more of the Pacific Basin countries may become Regular Members of the association. Only Regular Members in good standing may vote at meetings of the association.
2. Associate Members: Physicians who possess a degree or diploma in medicine or its equivalent but who are not actively practicing medicine or residing in the Pacific Basin may become Associate Members of the association. Associate Members may not vote.

3. Student Members: Students enrolled and in good standing at a recognized medical training institution may become Student Members of the association. Student Members may not vote.
4. Honorary Members: The Executive Officer Council may grant honorary membership status to physicians and other distinguished members of the health care profession who have contributed to the practice of medicine in the Pacific Basin. Honorary Members may not vote.

B. Application and Requirements for Membership:

1. Active Membership:

a. Regular and Associate Members:

Each Regular and Associate Member must:

- (1) Possess a degree or a diploma in medicine or its equivalent from a recognized medical training institution;
- (2) Abide by the principles of medical ethics of the American Medical Association and such principles as may be adopted by PBMA;
- (3) Pay annual dues as required below;
- (4) Maintain a license to practice medicine in one or more Pacific Basin jurisdictions and remain in good standing if a Regular Member;
- (5) Be of good moral character; and
- (6) Submit a written application stating the applicant's name, date of birth, name of all medical institutions attended, date of graduation, places and dates of practice, and date of licensure in all jurisdictions in which the applicant has obtained a license to practice medicine. The application shall be referred to the Secretary of the association who shall inquire into the standing of the applicant, and who shall ascertain that the applicant is duly licensed to practice medicine in one or more Pacific Basin jurisdictions. The Secretary shall report his or her findings to the Officers of the association at the conclusion of his or her investigation. Applications shall be kept on file by the Secretary for future reference by the association.

b. Student Members:

Each Student Member must:

- (1) Matriculate in a recognized medical training institution and remain in good standing at such institution;
- (2) Be of good moral character; and
- (3) Submit a written application stating the applicant's name, date of birth, name of all medical institutions attended, and anticipated date of graduation. The applicant also shall submit a written statement from the Dean of Students or other appropriate school official that the applicant is in good standing at the institution. The application shall be referred to the Secretary of the association who shall inquire into the standing of the applicant. The Secretary shall report his or her findings to the Officers of the association at the conclusion of his or her investigation. Applications shall be kept on file by the Secretary for future reference by the association.

c. Annual Dues and Special Fees:

- (1) The annual dues for Regular and Associate Members shall be \$50.00(*Amended per PBMA Regular Business Meeting 8/11/06 to read –“The annual dues for each local medical association/society should be \$400.00 per year”*). There shall be no annual dues assessed against Student Members or Honorary Members. Increases in annual dues of Regular and Associate Members may be made by the Executive Officer Council with the consent of two-thirds of the Regular Members voting at a regular meeting, provided that notice of the proposed increase is made to the members at the time of notification of the meeting.
- (2) Special fees not to exceed \$100 in any calendar year may be assessed against Regular Members by a unanimous vote of the Executive Officer Council, with the consent of two-thirds of the Regular Members voting at a regular or special meeting, provided that notice of the proposed assessment is made to the members at the time of notification of the meeting, and provided further that the special fee may only be used for the purpose(s) specified in such notice, and any funds derived from the special fee which are not used for the purpose specified in the notice shall be refunded on a pro-rata basis to all Regular Members who paid the fee.

2. Inactive Membership:

All persons eligible for Regular or Associate Membership who have not paid their annual dues or special fee within 60 days of its becoming due shall be deemed to be inactive members. Inactive Regular Members may not vote or hold office, provided that an incumbent Officer may resume his or her duties upon paying all past annual dues and special fees, if any.

C. Termination of Membership:

Membership in the association shall terminate upon any of the following:

- (1) Receipt by the Secretary of written notice of resignation. Termination of membership shall be effective as of the date specified in the written notice or, if no date is specified in the notice, upon receipt of the notice.
- (2) Annual dues or special fee(s) are not paid within 12 months of their becoming due or within 60 days of receipt of a written notice that dues or fees are delinquent.
- (3) Failure to adhere to proper professional and ethical standards, provided that the Executive Officer Council must concur unanimously in the termination of membership. A member accused of failing to adhere to proper professional and ethical standards shall have a reasonable opportunity to present a defense to a claim that he or she has failed to adhere to applicable professional or ethical standards. Termination of membership shall be effective upon dispatch by the Secretary of a written notice of termination to the member. A member whose membership was terminated pursuant to this provision may appeal the termination to the Regular Members, and shall be reinstated if two-thirds (2/3) of all Regular Members consent to the reinstatement in writing submitted to the Secretary. Reinstatement shall be effective upon receipt by the Secretary of the required number of written consent notices.
- (4) For Regular Members, suspension, revocation or, if the member is licensed in only one Pacific Basin jurisdiction, expiration of the member's license to practice medicine. Termination of membership shall be effective as of the date of such suspension, revocation or expiration.
- (5) For Student Members, withdrawal or expulsion from the medical training institution. Termination of membership shall be effective as of the date of such withdrawal or expulsion.

- (6) Conviction of a felony or crime of serious moral turpitude. Termination of membership shall be effective as of the date of such conviction.

Members whose membership has been terminated may reapply for admission to the association in accordance with this Article.

Article IV Finance

- A. Fiscal Year. The fiscal year shall be from October 1 to September 30.
- B. Audit. An audit of the books shall be made upon the vote of a majority of the Regular Members present at any regular meeting or upon the request of newly elected Officers. Such audit shall be conducted by a qualified independent auditor appointed by the Officers and the cost therefor, if any, shall be borne by the association.
- C. Sources of Funding. The association shall be funded from annual dues, special fees, if any, and may receive additional funds from any lawful source.
- D. Bank Accounts:
 - 1. Checking Account. A checking account shall be established at a commercial bank. Checks in the amount of \$250.00 and under may be signed by the Treasurer. Checks over \$250.00 must bear the signature of the President and the Treasurer, or their alternates as appointed by the Executive Officer Council.
 - 2. Savings Account. A savings account may be established at a commercial bank if deemed necessary by the Treasurer. Withdrawals from a savings account shall require the signatures of the President and the Treasurer, or their alternates as appointed by the Executive Officer Council.
 - 3. Other Accounts. Other accounts at financial institutions may be established as deemed necessary by the Executive Officer Council.

Article V
Executive Officer Council, Management, Powers and Duties

- A. Executive Officer Council. The Executive Officer Council shall be composed of the President, Vice-President, Secretary and Treasurer.
- B. Standing and Special Committees. There may be established Standing or Special Committees consisting of not less than two members, at least one of whom must be a Regular Member, as deemed necessary by the Executive Officer Council.
- C. Officers. There shall be a President, Vice-President, Secretary, Treasurer and Secretariat of the association who shall be Regular Members and who shall be elected by the Regular Members at large at the Annual Meeting of the association.
- E. Powers and Duties of Officers:
1. President. The President shall be the chief executive officer of the association and have general supervision, direction and control of its business and affairs. The President shall be an ex-officio member of all the standing committees and have the general powers and duties of management usually vested in the office of the President of a non-profit corporation, and shall have such other powers and duties as may be prescribed by the Bylaws, as amended from time to time. The President shall preside at all PBMA meetings, appoint Standing and Special Committee members in consultation with the Executive Officer Council, coordinate programs and agendas for PBMA meetings with the Secretariat, and perform such other duties as may be required to advance the purposes and mission of the association.
 2. Vice President. The Vice President acts in the place of the President in his or her absence or disability. The Vice President shall perform such additional duties as may be reasonably requested by the President.
 3. Secretary. The Secretary shall keep, or cause to be kept, a book of minutes of all meetings of the association as the Executive Officer Council may direct. The Secretary shall, with the Secretariat, coordinate the preparation of an annual report of activities to be presented at the annual meeting of the association. The Secretary, with the assistance of the Secretariat, shall give, or cause to be given, notice of all the meetings of the association required by the Bylaws to be given, and keep a list of the members in safe custody, and have such other powers and perform such other duties as may be prescribed by the Bylaws, as amended from time to time. The Secretary shall perform such additional duties as may be reasonably requested by the President or Executive Officer Council.

4. Treasurer. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the association, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, and surplus. Any surplus, including earned surplus, shall be classified according to source and shown in a separate account. The books of account shall at all reasonable times be open to inspection by any active member of the association. The Treasurer shall prepare and present to the membership during each annual meeting a financial statement of the association's accounts.

The Treasurer shall deposit all moneys and other valuables in the name and to the credit of the association with such depositories as may be designated by the Executive Officer Council. The Treasurer shall disburse the funds of the association as may be directed by the Executive Officer Council, shall render to the Executive Officer Council, whenever requested, an account of all transactions and of the financial condition of the association and shall have such other powers and perform such other duties as may be prescribed by the Bylaws, as amended from time to time. A petty cash fund may be established upon approval of the Executive Officer Council. The Treasurer shall perform such additional duties as may be reasonably requested by the President or Executive Officer Council.

5. Secretariat. The Secretariat shall be responsible for keeping all records; prepare and keep an up-to-date directory of members and honorary members; be responsible for coordinating activities of the association; prepare agendas and notifications, as necessary, for all meetings as directed by the Secretary and President; and have charge of publications. The Secretariat shall provide all necessary administrative assistance to the President, Vice President, Secretary and Treasurer. The Secretariat shall perform such additional duties as may be reasonably requested by the President or Executive Officer Council. The office of the Secretariat shall be located at Pohnpei, Federated States of Micronesia, or at such other location as the Executive Officer Council may direct.

F. Succession of Office: Vacancies in any office may be filled for the unexpired term by appointment of the Executive Officer Council, except that the Vice President shall succeed in the Presidency and a new Vice President selected.

G. Removal and Resignation of Officers: Any Officer may be removed for cause by a simple majority of Regular Members at any regular or special meeting. Any Officer may resign at any time by giving written notice to the Executive Officer Council. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Article VI
Term and Office

The Officers shall serve for terms of two years or until their successors are duly elected and qualified. The Officers shall be elected by a simple majority of Regular Members at the annual meeting of the association.

Article VII
Meetings and Attendance

A. Annual Meeting: There shall be at least one general membership meeting per year on a date and at a place to be set by the Executive Officer Council. Written notice to all members shall be made at least sixty days prior to the general membership meeting.

B. Special Meetings: A special meeting of the general membership must be held at the request of the Executive Officer Council or at the written request of twenty five percent of the Regular Members of the association. The Executive Officer Council shall decide the time and place of the Special Meeting and shall notify members not less than twenty days prior to the meeting. Business not stated in the agenda for the Special Meeting shall not be binding in any way on the association. The Executive Officer Council shall set a Special Meeting, properly notified, within fifteen (15) days of receipt of a written request for a Special Meeting from twenty five percent of the Regular Members. Notification to the membership for a Special Meeting shall include an agenda for the meeting.

C. Executive Officer Council Meetings:

The Executive Officer Council shall meet at the request of the President or any two members of the Executive Officer Council at a time and place selected by the Executive Officer Council. Meetings of the Executive Officer Council may be conducted by telephone conference or equivalent electronic means.

D. Quorum:

1. Association Meetings. At any meeting of the association, regularly and properly called, those present shall constitute a quorum.
2. Executive Officer Council. Three members of the Executive Officer Council shall constitute a

quorum.

Article VIII
Amendment of Bylaws

These Bylaws may be amended by a two-thirds vote of voting Regular Members at any regularly and properly called annual meeting of the association provided that the substance of the proposed amendment has been submitted with the notice for the meeting, and filed with the Executive Officer Council.

THESE BYLAWS WERE REGULARLY ADOPTED BY THE MEMBERSHIP OF THE
PACIFIC BASIN MEDICAL ASSOCIATION ON THE 15th DAY OF MAY, 1996.

ATTESTED:

Dr. Gregory J. Dever
Interim Secretariat