

PCLM Constitution & Bylaws

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SECTION 1 CONSTITUTION

Article I. NAME

The name of this society shall be the Philippine College of Lifestyle Medicine.

Article II. OBJECTIVES

- (1) To establish and perpetuate an **educational and scientific national society** composed of qualified physicians and professionals who specialize in those areas of lifestyle medicine established or to be established by the Philippine Board of Lifestyle Medicine, incorporated, for certification purposes and members of the public who are advocates of Lifestyle Medicine.
- (2) To maintain and advance the highest possible **ideals and service standards** in education, practice and research in lifestyle medicine.
- (3) To encourage, promote and support universities and their several schools in their efforts to achieve the **highest standards of teaching and research in lifestyle medicine**.
- (4) To **stimulate education and training in lifestyle medicine** and its associated academic disciplines at all levels.
- (5) To support the development and strengthening of **effective lifestyle intervention services** provided by official, voluntary and other organizations.
- (6) To enhance and maintain the **interest of practicing physicians and professionals** in health promotion and treatment of disease through lifestyle intervention and to further their training in these activities where applicable within all medical specialties.

(7) To take such other action as may appear at any time to be desirable, **to promote a healthier lifestyle** for individuals, communities, nations, and the world.

In order to pursue properly the objectives and purposes set forth, the College shall have full power and authority to purchase, lease and otherwise acquire, hold, mortgage, convey and otherwise dispose of all kinds of property both real and personal, in the country of the Philippines, and generally to perform all acts which may be deemed necessary or expedient for the proper and successful pursuit of the objectives and purposes for which this College is created.

No part of the net earnings or other assets of this College shall inure to the benefit of any member or other individual.

Article III. MEMBERSHIP

The membership of the College shall be of the following classes: Fellow, Honorary Fellow, Physician Member, Professional Member, General Member, Member Emeritus, Associate, Affiliate, and Training Member. Qualifications for membership in the corporation shall be provided in the Bylaws.

Membership shall be based on a system of dues to be fixed in the Bylaws and upon payment of dues, each member shall be entitled to a certificate of membership. The certificate of membership shall be signed by the President and by the Secretary. Members may resign by written notice or non-payment of dues.

No person shall be denied membership on the basis of gender, race, age, sexual preference, or political or religious belief.

Article IV. GOVERNMENT OF THE COLLEGE

The **officers** of this College shall consist of a President, a President-Elect, an immediate Past President, a Director, a Secretary, and a Treasurer. The offices of Secretary and Treasurer may be held by the same person. The President-Elect shall serve as President pro-tem in the absence of the President. A Vice-President may be elected and serve in the place of the President-Elect for up to three years after formation of the College, and shall serve as President pro-tem in the absence of the President.

All officers and Directors whose terms shall have expired shall be elected by ballot as provided in the Bylaws and announced at the annual meeting of the College.

The Officers shall serve for terms of two years. The Directors shall serve for terms of three years.

The President-Elect shall enter upon his/her duties as President at the end of the annual meeting two years following his/her election.

The Officers of the College, by virtue of their election, shall become members of the Board of Directors of this corporation.

The management of the College shall be vested in, and exercised by, a **Board of Directors** which shall consist of not fewer than five (5) nor more than twenty-five duly elected Members or Fellows of the corporation elected in accordance with the Bylaws.

The **annual meeting** shall be held once each year at a time and place designated by the Board of Directors for the transaction of such business as may properly come before the meeting.

Fellows, Members, Associates and Affiliates whose **dues** are current for the fiscal year shall be entitled to **one (1) vote** in any annual or special membership meeting, ballot or referendum.

Failure to elect officers or Directors annually shall not dissolve this corporation nor impair its corporate existence or management, but the officers and Directors then in office shall remain in office until their successors have been duly elected or installed.

All **elections** shall be held under such rules and regulations as may be from time-to-time determined by the Board of Directors or provided in the Bylaws. Elections should occur annually for the replacement of officers and directors whose terms are expiring.

A majority of Directors shall constitute a **quorum** and a quorum shall be necessary to consider any question that may come before any meeting of the Directors. The affirmative vote of a **majority** of Directors present and voting shall be necessary to decide any question.

The Board of Directors shall have the power to make, alter and annul such **Bylaws, rules and regulations** for the government of the affairs of this corporation as it may deem proper.

The Board of Directors shall have the authority to appoint An **Executive Committee** consisting of not less than five members of the Board and which shall have full authority of the Board for emergency interim action (between regular meetings of the Board) and which shall report its action to the Board at its next scheduled meeting. The Executive committee shall consist of the officers, and an option additional one or two directors assigned at the discretion the Board of Directors. A majority of the Executive Committee shall constitute a quorum.

The Board of Directors shall have authority to appoint a **chief executive officer (executive director)** and to appoint or approve the appointment of other staff on either a part-time or full-time basis.

Article V. MEMBERSHIP LIABILITY

No member of this College shall ever be held liable or responsible for contracts, debts or defaults of this College in any further sum than the unpaid dues, if any, owed by him or her to the College, nor shall any more informality in organization have the effect of rendering the Articles of Incorporation null or of exposing the members to any liability other than as above provided.

Article VI. AMENDMENT OF CONSTITUTION

Amendments to this constitution may be adopted at the annual meeting of the College or by ballot on approval of the Officers and Board of Directors and upon a two-thirds affirmative vote of the members voting, and subject to the following conditions:

- a. the proposed amendment shall be in writing and signed by at least five Fellows of the society or by the executive committee;
- b. the proposed amendment shall be in the hands of the Secretary at least four months before the annual meeting of the College;
- c. the Secretary shall submit the proposed amendment to the Committee on Governance;
- d. the Board of Directors shall then vote on the advisability of presenting the proposed amendment to the voting members as a whole for their consideration;
- e. a two-thirds majority of the Board of Directors voting favorably shall make it mandatory upon the Secretary to notify the membership at large of the proposed amendment at least sixty days before the annual meeting or other designated voting deadline in event of a mailed ballot or referendum.

Article VII. DISTRIBUTION OF ASSETS UPON DISSOLUTION

In the event that the College shall be dissolved, its assets at the time of dissolution shall be distributed to one or more organizations exempt from National Income Tax in accordance with Section 30(E) of the National Internal Revenue Code of 1997 or subsequent provisions to be used for purposes identical or similar to those of the College.

SECTION 2

BYLAWS

Article I. NAME

This society shall be known as the Philippine College of Lifestyle Medicine.

Article II. MEMBERSHIP

Section 1. Qualifications of Physician: Physician members shall be doctors of medicine and hold a valid license in a relevant field as may be required by law. Physician members shall be eligible to vote, be directors and may hold office. Annual dues for Physician Members are to be set by the Board of Directors.

Physician members practicing in countries other than the Philippines must be certified by the medical specialty board or other certifying agency recognized in their country. International Physician members shall vote but shall not be eligible to be directors, officers or hold office.

Those whose physician level training occurred in a country other than the Philippines, and whose equivalency in educational requirements cannot be adequately verified, are not eligible to be Physician members.

Section 2. Qualification for Doctoral Membership – Doctoral members shall hold clinical or academic doctoral degrees and be engaged in the practice, teaching and/or research relevant to lifestyle medicine. Doctorates may include PhD, DrPH, or other clinically appropriate doctorates approved on a case-by-case basis by the Board of Directors. Doctoral members shall hold a valid clinical license in a relevant field as required by law. The degree must be from an institution recognized by the Commission on Higher Education (CHED). Those with Doctoral Membership shall be eligible to vote and be Directors but not hold office. Annual dues for Doctoral Members are to be set by the Board of Directors.

Doctoral members employed in countries other than the Philippines must be certified by the appropriate certifying agency recognized in their country. International Doctoral members shall not be eligible to vote, be directors or hold office.

Those whose doctoral level training occurred in a country other than the Philippines, and whose equivalency in educational requirements cannot be adequately verified, are not eligible to be Doctoral members.

Section 3. Qualification for Healthcare Executive Membership – Healthcare Executive members shall hold a masters level degree or higher in Administration (such as MBA, MHA) and have a minimum of five (5) years' experience in an executive level position (VP or above) in a healthcare system, independent hospital, or other healthcare-related organization, which may include healthcare benefits consultancy or health plan. Healthcare Executive members are expected to be individuals who understand the efficacy of lifestyle when used as a therapeutic intervention to prevent and treat disease and are committed to advancing its cause in the healthcare industry and society in general. Healthcare Executive Members shall be eligible to vote. Healthcare Executive members may be elected as members of the Board of Directors, although ineligible to hold office. Annual dues for Healthcare Executive members are to be set by the Board of Directors.

Section 4. Qualifications of Professional Team membership: Non-physician team members shall be those who are part of, or are interested in becoming part of, the Lifestyle Medicine practice team. They may be certified healthcare professionals who have completed an accredited healthcare training program leading to a nationally recognized healthcare bachelors, associate, or masters, or non-clinical doctorates in the Philippines, and hold a valid clinical license in their lifestyle medicine relevant field where required by law. The degree must be from an institution recognized by the Commission on Higher Education (CHED). Professional Team Members include, but are not limited to: registered dietitians, registered nurses, nurse practitioners, physician assistants, health educators, exercise physiologists, physical therapists, behavioral psychologists, hospital or health insurance administrators, ethicists, etc. Professional Team Members shall vote and serve on committees (as assigned) but may not be eligible to be directors or hold office. Annual dues for Professional Team membership are to be set by the Board of Directors.

Section 5. Qualification of General membership. General Members include Medical Assistants, patient advocates, life coaches, health educators, public relations, marketing, and other interested parties who would like to be part of the Lifestyle Medicine Movement. General members may neither vote nor hold office. General members are to be encouraged to support the business of the PCLM and may be involved in planning and implementation of official business (Committees and other) as assigned by the President, Executive Committee, and/or Board of Directors. Annual dues for Supporting Members are to be set by the Board of Directors.

Section 6. Discounted Membership: Qualifications of Training Members: Discounted membership shall be offered to Retired members and members in training. Members in training shall be in a post-secondary training program, leading to a nationally recognized healthcare degree from an educational institution recognized by the Commission on Higher Education (CHED), with an interest in Lifestyle Medicine, and who do not qualify for any other classification of membership. Training members shall pay reduced dues but shall not vote and are not eligible to hold office as an Officer of Director but are eligible to vote and hold office within PCLM's Professionals in Training Executive Board. Training membership may be offered jointly with other organizations. One duly elected Training level member shall have a seat on the Board of Directors.

Retired members shall no longer be engaged in gainful professional employment and do not qualify for any other classification of membership. Retired members shall pay reduced

dues but shall not vote and are not eligible to hold office. Physician or Doctoral retired members may serve on the Board of Directors.

Section 7. Qualifications of Fellows: Fellow members shall: (a) have been a Physician or Doctoral member of the Philippine College of Lifestyle Medicine for at least three years and continue to meet those requirements as may be appropriate, and, (b) have contributed to the specialty. Fellows who are physicians shall be diplomates of the Philippine Board of Lifestyle Medicine or certified in some other specialty of medicine recognized by the Philippine Medical Association. After due consideration, the Board of Directors may waive a requirement. Fellows who are Professionals must hold a degree from an institution recognized by the Commission on Higher Education (CHED). Fellows shall vote and hold office.

Section 8. Qualifications of Honorary Fellows: The Board of Directors may grant Honorary Fellowship to such qualified scientists or physicians who have made universally recognized outstanding contributions in lifestyle medicine or to the College. Honorary Fellows shall not pay dues, hold office, or have the power to vote.

Section 9. Qualifications of Fellows and Members Emeritus: All Fellows, Physicians, Professionals, and Associates who have held membership in the College for five years and attained the age of 65 and who profess to have retired from active practice in any of the categories of lifestyle medicine may be designated Fellow or Member Emeritus. When retirement from active practice is due to physical disability, the Board of Directors may waive the time and age requirements. Those designated Emeritus shall pay no, or significantly reduced dues, shall not hold office or have the power to vote. Physician or Professional members in this category will be eligible to serve as Directors.

Section 10. All Fellows and Fellows Emeritus shall be entitled to use the letters FPCLM after their names.

Section 11. A roll of all members shall be kept by the Secretary.

Section 12. Mode of Admission.

- (a) An applicant for membership in the College shall submit an application providing information as required in the applicable Section of Article II together with dues for the current year and any required fee to the Secretary of the College;
- (b) If the application is in proper form, it shall be submitted to the Board of Directors for acceptance or rejection. A majority of the Board present and voting shall determine the acceptance or rejection of the application. The Board shall certify their action to the Secretary who, if the applicant is accepted, will add the applicant's name to the roll of members.

- (c) The Board of Directors may at its discretion waive the procedure delineated in paragraph (b) upon approval of the applicant by the Membership Committee, provided that requirements described in paragraph (a) have all been met.
- (d) Honorary Fellowship nominations are referred after review and approval by the Membership Committee to the Board of Directors and the selection requires approval by 75% Board members present.
- Section 11. Certification of membership: Original certificates of membership shall be signed by the President and the Secretary.

Article III. OFFICERS

Section 1. The **officers** of the College shall consist of a President, a President- Elect or Vice-President, an immediate Past President, a Secretary, and a Treasurer. The offices of Secretary and Treasurer may be combined in one person.

Section 2. The **President-Elect**, the Directors, the **Secretary** and **Treasurer** shall be **elected** by means of a secret ballot provided to eligible voters prior to the annual meeting, each for a **term of two years**. The President-Elect shall enter upon his/her duties as President at the end of the second annual meeting following election

Section 3. The President of the College shall preside at all meetings of the College, shall appoint such committees as may be necessary to carry on the activities of the organization, shall name the Chairman of each committee, and shall be an ex-officio member of each committee except the Nominating Committee.

Section 4. The President-Elect or Vice-President shall be an ex-officio member of all committees and shall serve as President pro-tem in the absence of the President.

Section 5. In the event of the death, resignation, or absence of the President, the order of succession to the duties and powers of that office shall be the President- Elect, and a Director elected by majority vote of those Directors voting at a special election.

Section 6. The **Secretary** shall be responsible for the supervision of all activities of the College and shall keep the minutes of all meetings of the Board of Directors and of the College. He or she shall handle all correspondence pertaining to membership. He or she shall be custodian of all records and of the Seal of the College and shall attend to all other duties usually performed by Secretaries of such organizations. These responsibilities may be delegated to staff.

Section 7. The **Treasurer** shall be responsible for the financial transactions of the College and shall authorize deposits of all College funds in a bank approved by the Board of Directors. At each annual meeting the Treasurer shall submit to

the Board of Directors a detailed statement certified by a public accountant, of the financial condition of the College for the most recent year. An independent PCLM audit is not necessary provided the accounts of the College continue to be managed within an audited system.

Article IV. BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of the President, the immediate Past President, the President-Elect or Vice-President, the Secretary, the Treasurer, 6 to a maximum of 10 duly elected general Directors, including one Director from young physicians. The sitting Board of Directors will decide by majority vote on changes in the number of directors. These directors may be chosen from the general membership, regional membership, or lifestyle medicine specialty area (ie exercise, behavior change, nutrition, etc) as the Board of Directors directs.

Section 2. The President of the College shall serve as Chairman of the Board of Directors.

Section 3. The elected Directors and young physicians shall each serve a **term of three years**.

- No member may serve more than two consecutive terms.
- The Young Physician Director will serve only one three-year term and will not be eligible for re-election.
- Election shall be by means of a secret ballot provided to the Fellows, Members, Associates and Affiliates prior to the annual meeting with election results to be announced at the annual meeting.
- The President, President-Elect or Vice-President, and the Secretary-Treasurer are authorized to break a tie vote.
- Elected Directors shall take office at the close of the annual meeting following election.

Section 4. Management of the College shall be vested in the Board of Directors, which shall have power to:

- a. Regulate and conserve property interest of the College;
- b. Fix the annual dues;
- c. Adopt from time to time rules and regulations for the election of all classifications of members (including giving examinations) supplementary to and not conflicting with the regulations contained in these Bylaws;
- d. Determine what publications are to be sponsored by the College, make contracts in connection therewith and name editorial boards for such sponsored publications;
- e. Grant charters to regional, national and international organizations; and determine conditions under which these chapters (academies) may collect fees and dues for the College;
- f. Establish rules relating to proxies;
- g. Authorize use of means for securing vote from the voting membership in urgent matters;

- h. Delineate or approve duties and prerogatives of councils and committees;
- i. Extend or withdraw from the President, officers or staff privilege of making public statements on behalf of the College; prepare, approve and promulgate resolutions in the name of the College;
- j. Transact any and all business not otherwise provided for pertaining to the organization and operation of the College.

Section 5. A majority of members of the Board of Directors or of the Executive Committee authorized by Article IV of the Constitution shall constitute a **quorum** for the transaction of business.

Section 6. There shall be an **annual meeting of the Board of Directors** at the regular annual meeting of the College and, when necessary, a semi-annual meeting to be held at a place designated by the President. Additional special meetings of the Board may be called by the President or upon request of at least five members of the Board. The President or his/her designate shall preside at all meetings.

Section 7. Whenever a vacancy may occur among the elected members of the Board, the President shall appoint a Member to fill the vacancy until the next annual election.

Section 8. The Board of Directors shall appoint the Executive Committee as authorized by Article IV of the Constitution to conduct the business of the College between meetings of the Board. The Executive Committee shall consist of: the President, the President-Elect, the immediate Past President, the Secretary, the Treasurer, the Chief Executive Officer, and an at-large member from the Board of Directors.

Article V. Elections

Section 1. Elections of officers and the Board of Directors shall occur at annual intervals in such a way that turnover is minimized during each cycle.

Section 2. Elections shall take place before the annual meeting each year with officer and Director installations occurring at the close of the annual conference.

- a. President, President Elect will be elected concurrently and in alternate years to the Treasurer and Secretary
- b. Physician in Training Director (PIT) will be elected annually by the PIT according to the process they will decide internally
- c. Board of Director will be elected on a three year rotating cycle

Section 3. Annual Election Schedule

- a. Notification of elections and a call for nominations for each vacating position shall be sent out in July each year that states the offices that are up for election with a request for CV and a personal statement from those willing to serve.
- b. The president shall appoint the nominating committee (Section X5e) but shall not have a vote in the nomination of officers, or Directors
- c. The Nominating Committee shall review the candidates and make recommendation to the Board of Directors and officers
- d. In August of each year the Board of Directors and officers will identify by vote two or three for each candidates for each vacating position.
- e. In September the voting membership shall elect the new officers or directors

- f. Officers and Directors shall assume their new responsibilities at the end of the annual conference
- g. The PIT group in cycle with the Graduate Medical Education year – July-June

Article VI. STAFF

Section 1. The Board of Directors may appoint an Executive Director / CEO and other staff for a term and stipend to be determined by the Board.

Section 2. The Executive Director, under the direction of the Board of Directors, shall perform the duties that the title of this office ordinarily connotes. He or she shall be bonded in such an amount as the Board of Directors may require, shall conduct the Executive Office, and shall be custodian of all College documents. Description of staff duties and responsibilities (Job Descriptions) shall be approved by the Board of Directors and reviewed periodically.

Section 3. In the absence of the Chief Executive Officer, these responsibilities, as outlined in Article V of the Bylaws, shall be assumed by the Secretary-Treasurer.

Article VII. FEES AND DUES

Section 1. An initiation fee shall be required upon application for all membership classifications except Honorary Fellows and Fellows or Members Emeritus. Fees and dues shall be determined by the Board of Directors. At the discretion of the Board of Directors any fee or dues may be waived in whole or in part.

Section 2. Dues shall be payable initially upon application for membership and annually thereafter. Membership shall become delinquent if not paid within twelve months of the due date. Delinquent members automatically lose all College privileges. A member whose dues are delinquent for one year may be dropped from the College roll.

Section 3. Any member dropped from membership because of delinquency in dues who desires to re-establish membership must petition the Membership Committee which will determine the manner of reinstatement.

Article VIII. PUBLICATIONS

The Board of Directors, through the Secretary, shall issue from time to time a directory of the College listing names and addresses of the College membership. The Board may also sponsor such publications (books, periodicals, newsletter, reports, etc.) as it deems desirable.

Article IX. MEETINGS AND REFERENDA

Section 1. A meeting of the College shall be held annually at a time and place designated by the Board of Directors for the transaction of such business as may be necessary. If the Board of Directors determines by voting at a regular meeting or by ballot, that the annual meeting for a stated calendar year shall not be held, as in the case of emergency or inadequate financing, the Board of Directors may defer any annual meeting for a period not to exceed six months. Special meetings of the College may be called by a majority vote of the Board of Directors.

Section 2. At each annual meeting the College shall conduct scientific sessions or other educational programs which shall be devoted to lifestyle medicine and community health. The scientific sessions shall be open to all interested persons.

Section 3. The College may also sponsor or co-sponsor scientific sessions or other educational endeavors at such other times and places as determined by the Board of Directors. These sessions may be devoted to any aspect of lifestyle medicine.

Section 4. By appropriate resolutions the Board of Directors may submit to the voting membership any question to be acted upon. The proposition to be voted upon, together with ballots for recording votes shall be submitted by the Secretary to all voting members. Ballots shall be forwarded to members' last known address. Completed ballots shall be returned to the Secretary. Ballots shall be counted by tellers appointed by the President or his designee and the questions submitted shall be determined by a majority of the recorded ballots.

Article X. COMMITTEES

Section 1. All Committees of the College shall be appointed by the President, who shall designate a Chairperson and members representative of the disciplines of the College. The Board of Directors may ratify chairperson appointments and Members of Committees shall be responsible to the Board of Directors for the conduct of committee business according to the objectives defined in writing by the President (Committee Description).

Section 2. The Chairperson of each Committee, unless exempted from this duty by the President, shall be required to furnish to the President within 90 days after accepting the committee chair, an outline of committee projects to be carried out. The Chairperson shall have the authority and responsibility to develop and maintain liaison with other organizations to the end that the objectives of the College and the field of lifestyle medicine may best be served.

Section 3. Each committee shall be empowered to further to its best ability, the purpose for which it has been established in accordance with the objectives of the College. All committees shall be required to render a report concerning their activities at the annual meeting of the College, or as otherwise directed by the

President. Reports and other publications of all committees shall require approval by the Board of Directors prior to clearance for publication.

Section 4. The President shall appoint any committees to meet the objectives of the organization as well as committees to assist in the arrangements for the annual meetings and for any special meetings, scientific sessions, or educational programs conducted.

Section 5. The possible standing committees of the College include but are not limited to the following:

- Committee on Awards
- Committee on Governance
- Committee on Finance
- Committee on Membership
- Committee on Nominations
- Committee on Recruitment
- Committee on Planning
- Committee on Liaison
- Committee on Legal Affairs
- Committee on Conference and Education
- Committee on Research
- Committee on Practice
- Committee on Fundraising and Development
- Committee on Publications and Communications

Committees may be combined as deemed necessary by the President for efficiency.

(a) The **Committee on Awards** shall be responsible to the Board of Directors for the number and types of awards to be sponsored by the College as well as for the establishment of criteria for granting such awards. This would also include such recognition as may be given to officers, members of the Board of Directors, and committee members. Nominations for awards and/or recognition will be considered by the committee and recommendations submitted to the Board of Directors for consideration and appropriate action.

(b) The **Committee on Governance** shall consider proposed changes or amendments of the Constitution and Bylaws and study and propose amendments from time to time as changing conditions may require. These recommendations shall be referred to the Board of Directors for consideration and appropriate action.

(c) The **Committee on Finance** shall provide to staff, working in cooperation with an investment counselor, policy guidelines relating to the investment of funds. The Committee shall review and recommend budget presentations for approval by the Board of Directors.

- (d) The **Committee on Membership** shall pass upon the fitness and qualifications of all applicants seeking membership in any classification in the College. The Committee shall also advise the Board of Directors on membership recruitment and retention.
- (e) The Committee on **Nominations** shall submit in writing to the Board of Directors prior to its interim meeting, at least two nominations solicited from the membership for each office whose incumbent's term shall expire at the end of the current year. The number of positions will be designated by the Board of Directors. **Nominations** by the Committee on Nominations shall not preclude write-in candidates on the ballot.
- (f) The Committee on **Recruitment** shall be responsible for recruiting participation in the College by eligible physicians and professionals
- (g) The Committee on **Planning** shall be responsible for developing and presenting long-range plans for the conduct and operation of the College to the Board of Directors from time to time as directed by the President.
- (h) The Committee on **Liaison** shall be responsible for developing and maintaining effective liaisons with appropriate professional, government and private entities to best serve the purposes of the College.
- (i) The Committee on **Legal Affairs** shall provide to staff, working in cooperation with appropriate legal counsel, policy guidelines relating to the legal conduct of the College. The Committee shall review relevant legislation and policy and recommend appropriate action for approval by the Board of Directors.
- (j) The Committee on **Conference and Education** shall be responsible for developing and presenting educational programs and materials pertinent to the purposes of the College to the Board of Directors from time to time as directed by the President.
- (k) The Committee on **Research** shall be responsible for developing and presenting research programs and plans pertinent to the purposes of the College to the Board of Directors from time to time as directed by the President.
- (l) The Committee on **Practice** shall be responsible for developing and presenting practice guidelines, management programs and materials pertinent to the purposes of the College the Board of Directors from time to time as directed by the President.

Article XI. REGIONAL, NATIONAL AND INTERNATIONAL COMPONENTS

Section 1. Regional, national and international components of the College, hereinafter referred to as academies, may be formed and shall apply to the Board of Directors for a charter. Charters shall be issued upon the following conditions:

- (a) That a minimum of ten (10) members in any one province, group of provinces (regions), or organization be enrolled as members of the Academy before application for charter is made.

- (b) That the name to be used by and the area included in each Academy shall be approved by the Board of Directors of the College.
- (c) That membership in an Academy shall be comparable to but not necessarily limited to membership of the College.
- (d) That the majority of the membership of each Academy shall be encouraged to become members in good standing of the College.
- (e) That at least one meeting of such Academy be held each year. Minutes of such meetings shall be submitted to the College secretary.
- (f) That the Constitution and Bylaws of each Academy be approved by the Board of Directors of the College. Any subsequent amendments thereto shall be likewise approved.
- (g) That the chartered Academy be self-supporting.

Charters may be granted by the Board of Directors upon receipt of a written application which shall satisfy the foregoing conditions signed by the officers of the Academy to be chartered. A two-thirds vote of the members of the Board of Directors present and voting shall be necessary to grant a charter.

Section 2. Action for the withdrawal of the charter of any chartered Academy may be initiated for cause upon a written complaint filed with the Board of Directors by a Fellow of the Philippine College of Lifestyle Medicine. Before any charter can be withdrawn, the officers of the Academy shall be given opportunity to appear at a meeting of the Board of Directors. Chartered Academy officers shall be given at least four weeks prior notice of the meeting at which such action is to be considered and shall be permitted to submit testimony and evidence as to why such charter should not be withdrawn. A two-thirds vote of the members of the Board of Directors present and voting shall be necessary for withdrawal of the charter.

Article XII. AMENDMENTS

The Resolutions establishing the Philippine College of Lifestyle Medicine as adopted at the organizational meeting held in Pasay City, Metro Manila in October 2015, shall be in force and effect only until the next regular or called meeting, and after the adoption of a new Bylaws or Constitution or both.

- (a) Any Fellow of the College in good standing may initiate proposal for an amendment to these Bylaws.
- (b) Such proposal shall be submitted in writing to the Secretary of the College.
- (c) The Secretary shall submit the proposed amendment to the Committee on Governance.
- (d) The Committee on Governance shall submit proposed amendment with its recommendations to the Board of Directors prior to the meeting at which action is to be taken.
- (e) A two-thirds majority of the members of the Board of Directors voting favorably for any proposed change in the Bylaws shall be required to adopt an amendment.

Article XIII. CHARTER MEMBERS

The charter members of this organization shall consist of those members who have been accepted to membership and paid dues for the year ending December 31, 2015.

Article XIV. BOARD OF ADVISORS

The Board of Directors or the President acting on their behalf may from time to time appoint such persons to serve as Advisors as they see fit. The Board of Advisors shall serve as volunteers having no official duties or capacity other than to provide advice and support to the President or the Board of Directors in the work of the College. Appointees shall affirm acceptance of such appointments by their own signature. They shall serve at the mutual pleasure of the College and the appointee, and may withdraw from such service at any time by notifying the Secretary or President in writing.

Article XV. RULES OF ORDER

The rules contained in "Robert's Rules of Order, Newly Revised, 9th Edition" shall govern the Philippine College of Lifestyle Medicine where they are not inconsistent with the existing Bylaws.