**BYLAWS OF THE**

**PHILIPPINE NEUROCRITICAL CARE SOCIETY, INC.**

A NON-STOCK, NON-PROFIT MULTI-DISCIPLINARY

HEALTHCARE PROFESSIONAL ORGANIZATION

**ARTICLE I**

**NAME OF CORPORATION**

**Section 1. Name of Corporation**

The name of this Corporation shall be PHILIPPINE NEUROCRITICAL CARE SOCIETY, INC. (hereinafter referred to as the “PNCS”).

**ARTICLE II**

**MEMBERS**

**Section 1. Classes of Members.**

The PNCS shall have three classes of members, designated as regular, associate, and honorary members.

(a) *Regular Members*. For eligibility as a regular member of the Society, an individual must be a physician, nurse, pharmacist, advanced practitioner, or other healthcare professional, with a license to practice such a profession, who has an interest in neurocritical care and/or participates in the management of critically-ill neurological patients. A regular member has the right to vote in an assembly.

(b) *Associate Members*. For eligibility as an associate member in the society, an individual must be a physician, nurse, pharmacist, advanced practitioner, or other professional holding a residency or training position in a neurocritical care setting who has demonstrated an interest in neurocritical care. An associate member has no right to vote and cannot be nominated in any position during the PNCS assembly.

(c) *Honorary Members*. Honorary members, whether natural or juridical persons, are those who were nominated by at least one (1) director and approved by a majority vote of the PNCS Board of Directors to be granted an honorary member status for their professional qualifications and contributions to the field of neurocritical care deemed worthy of such nomination to honorary membership of the PNCS.

**Section 2. Professional Discipline Section.**

The PNCS shall have a professional discipline section that addresses the specific focus of the discipline’s scope of practice, regulation and law. The PNCS professional discipline section will compose of but not limited to the following:

(a) Medical Section

(b) Nursing Section

(c) Clinical Pharmacist Section

(d) Respiratory Therapist Section

(e) Physical Therapist Section

(f) Nutritionist Section

Each section shall have a chairperson and co-chairperson who shall represent the professional discipline section during Board Meetings.

**Section 3. Annual Meetings.**

The PNCS shall meet annually at a place, date, and hour designated by the Board of Directors. An Annual Business Meeting shall be held during the Annual Meeting.

**Section 4. Special Meetings.**

Special meetings of the members may be called at any time by the President, the Board of Directors, or by one-fourth (1/4) or more of the total number of regular members.

**Section 5. Action by Members Without a Meeting.**

Whenever members are required or permitted to take any action by vote, such action may be taken without a meeting using electronic communication or other medium with prior approval by the majority vote of the Board of Directors.

**Section 6. Place of Meetings.**

Meetings of the members shall be held at a place, date, and hour designated by the Board of Directors.

**Section 7. Notice of Meetings.**

Written notice by any means including electronic communication, shall be given to each member, and such notice shall state the place, date, and hour of the meeting. Notice of a Special Meeting shall also state the purpose or purposes for which the meeting is being called.

(a) A copy of the notice of any meeting shall be distributed to members not less than ten (10) nor more than sixty (60) days before the date of the meeting to each member entitled to vote at such meeting.

(b) Notice of meeting need not be given to any member that submits a signed waiver of notice, in person or by proxy, whether before or after the meeting. The attendance of any member at a meeting in person or by proxy, without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice by such member.

**Section 8. Qualification of Voters.**

Regular members in good standing shall be entitled to vote and each shall have one (1) vote. The voting rights of any regular member may be suspended by the Board of Directors during any period in which a member shall be in default in the payment of any annual or special assessment levied by the PNCS as declared by the Secretary. Such suspension of the voting rights shall only be lifted upon payment of all outstanding dues, fees, or special assessment incurred by the member.

**Section 9. Quorum and Adjourned Meetings.**

A quorum shall constitute the actual presence or presence by proxy of at least one-fourth (1/4) of the total regular members. The simple majority in attendance shall constitute a quorum for the transaction of elections and ordinary business.

**Section 10. Organization.**

At every meeting of the members, the President, or in the absence of the President, the Vice President, or in the absence of such officers, a person selected by majority of the regular members present, shall act as chairperson of the meeting. The Secretary or, in the absence of the Secretary, any Assistant Secretary, shall act as secretary of the meeting, and in the absence of both the Secretary and any Assistant Secretary, a person selected by the majority of the regular members’ present shall act as secretary of the meeting.

**Section 11. Voting.**

(a) Whenever any corporate action, other than the election of directors, is to be taken by vote of the regular members entitled to vote, it shall, except as otherwise required by law or by the Certificate of Incorporation, be authorized by a majority of the votes cast at such meeting.

(b) Directors shall be elected by the plurality of the votes cast by eligible regular members in a designated election except as otherwise required by law.

**Section 12. Proxies.**

(a) Each regular member entitled to vote at a meeting of members may authorize another person or persons to act for such member by proxy.

(b) Every proxy must be signed by that regular member or that regular member’s attorney-in-fact. No proxy shall be valid after the expiration of eleven months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the regular member executing it, except as otherwise provided by law.

(c) The authority of the holder of a proxy to act shall not be revoked by the incompetence or death of the regular member who executed the proxy unless, before the authority is exercised, written notice of an adjudication of incompetence or of death is received by the Secretary or the Assistant Secretary.

**ARTICLE III**

**BOARD OF DIRECTORS**

**Section 1. Power of Board and Qualification of Directors.**

The PNCS shall be managed by its Board of Directors. Members of the Board of Directors shall be elected by the general society membership. No member shall be eligible for election to the Board of Directors unless he/she is:

(a) A bona-fide regular member of the PNCS;

(b) With good standing;

(c) A resident of the Philippines;

(d) With good moral character; and

(e) Practicing neurocritical care for at least five (5) years.

**Section 2. Number and Term of Office.**

(a) The Board of Directors shall consist of not less than seven (7) nor more than twenty-nine (29) members; the number of directors to be determined from time to time by resolution of the Board of Directors or by action of the regular members. Provided that, no decrease in the number of directors shall shorten the term of any incumbent director. All Past Presidents (except the Immediate Past President) will be ex-officio (non-voting) members of the Board of Directors and will have the right to attend meetings at their discretion; their numbers shall not be considered in the formal count of members (i.e., 7-29 members) of the Board of Directors.

(b) Annually, directors shall be elected from the general regular membership of the PNCS to hold office for a four-year term and until their successors have been elected and qualified. Included in the election of the directors, shall be a regular member representing each of the professional discipline sections and who practices the profession being represented and shall hold a director’s office for a two-year term and until their successors have been elected and qualified.

(c) Each director shall have one (1) vote.

(d) Members who have served a regular term on the Board of Directors may not be re-elected for a period of one (1) regular year after completion of their term on the Board.

(e) No Past President may be elected to serve on the Board of Directors.

**Section 3. Organization.**

At each meeting of the Board of Directors, the President, or, in the absence of the President, the Vice President shall preside, or in the absence of such officers, a chairperson chosen by a majority of the directors present shall preside. The Secretary shall record the minutes of the meeting and perform all other tasks that the Board of Directors may assign. In the event the Secretary is absent on any meeting of the Board of Directors, the meeting shall select its secretary by a majority vote.

**Section 4. Resignations and Removal of Directors.**

(a) Any director of the PNCS may resign at any time by giving written notice to the President, or to the Secretary. Such resignation shall take effect at the time specified therein or, if no time be specified, then on delivery.

(b) Any or all of the directors may be removed for cause by a majority vote of the members or by a two-thirds (2/3) vote of the total number of directors. Any or all of the directors may be removed without cause by a two-thirds (2/3) vote of the total number of regular members.

**Section 5. Newly Created Directorships and Vacancies.**

Newly created directorships resulting from an increase in the number of directors and vacancies occurring in the Board of Directors for any reason shall be filled by a vote of a majority of directors then in office, regardless of their number. Directors elected to fill newly created directorships shall hold office until their successors have been elected or appointed and qualified; there shall be no classification of these directors until the next annual meeting of members. Directors elected to fill vacancies shall serve until the next annual meeting at which the election of directors is in the regular order of business, and until their successors are elected and have qualified.

**Section 6. Action by the Board of Directors.**

(a) Except as otherwise provided by law or in these By-Laws, the act of the Board of Directors, whether in-person or electronically, means action of the Board by vote of a majority of the directors present at the time of the vote. Provided that, a quorum is present at such time.

(b) Any action required or permitted to be taken by the Board of Directors or any committee thereof may be taken without a meeting, if all members of the Board or the committee consent in writing, including electronic communication, to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee.

(c) Any one or more members of the Board of Directors or any committee thereof may participate in a meeting of such Board or committee by means of a conference telephone or similar electronic communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

**Section 7. Place of Meeting.**

The Board of Directors may hold its meetings at the principal office of the PNCS, or at such place or places or in electronic format as the Board of Directors may from time to time by resolution determine.

**Section 8. Annual Meetings.**

As soon as practical after each annual election of directors, the Board of Directors shall meet for the purpose of organization and the transaction of other business. Notice of such meeting need not be given. Such first meeting may be held at any other time; and if it is held at another time, notice shall be given as hereinafter provided for special meetings of the Board of Directors.

**Section 9. Regular Meetings.**

Regular meetings of the Board of Directors may be held without notice at such times as may be fixed from time to time by resolution of the Board of Directors.

**Section 10. Special Meetings.**

Special meetings of the Board of Directors shall be held whenever called by the President. Notice shall be given orally, by telefax, by mail, or by email, and shall state the purposes, time and place of the meeting. If notice is given orally, in person or by telephone, it shall be given not less than one (1) day before the meeting; and if it is given by telefax, mail, or email, it shall be given not less than three (3) days before the meeting.

**Section 11. Waivers of Notice.**

Notice of a meeting need not be given to any director who submits a signed waiver of notice, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice.

**Section 12. Quorum.**

The presence of a majority of the Board of Directors shall constitute a quorum for the transaction of business. A majority of the directors present, whether or not there is a quorum, may adjourn any meeting to another time and place without notice to any director.

**Section 13. Annual Report.**

The Board of Directors shall present at the Annual Meeting of members a report certified by a firm of independent public accountants selected by the Board or verified by a majority of the directors, showing in appropriate detail the following:

(a) A summary of the assets and liabilities, including trust funds, of the PNCS at the end of the last fiscal year.

(b) Any significant changes in assets and liabilities, including trust funds, during said fiscal period.

(c) A summary of the revenue or receipts of the PNCS, both unrestricted and restricted to particular purposes during said fiscal period.

(d) A summary of the expenses or disbursements of the PNCS for both general and restricted purposes, during said fiscal period.

This report shall be filed with the records of the PNCS and a copy thereof entered in the minutes of the proceedings of the Annual Meeting of the members.

**ARTICLE IV**

**COMMITTEES**

**Section 1. Executive Committee and Other Standing Committees.**

The Executive Committee consists of the officers and three (3) or more directors as selected by the President. The Immediate Past President will serve as a voting member of the Executive Committee. The standing committees shall have such authority as defined by the Board; and the Executive Committee shall have all the authority of the Board, except that no such committee shall have authority as to the following matters:

(a) The submission to the members of any action requiring the members’ approval under the law.

(b) The filling of vacancies in the Board or in any committee.

(c) The fixing of compensation of the directors for serving on the Board or on any committee.

(d) The amendment or repeal of the By-Laws, or the adoption of new By-Laws.

(e) The amendment or repeal of any resolution of the Board, which by its terms, shall not be so amendable.

Any reference in these By-Laws to the Board of Directors shall include the Executive Committee unless the context or express provision otherwise provide.

**Section 2. Special Committees.**

The Board of Directors may designate special committees, each of which shall consist of such persons and shall have such authority as is provided in the resolution designating the committee, except that such authority shall not exceed the authority conferred on the Executive Committee by Section 1 of Article III.

**Section 3. Meetings.**

Meetings of committees, of which no notice shall be necessary, shall be held at such time and place as shall be fixed by the President of the PNCS or the chairperson of the committee or by vote of a majority of all of the members of the committee.

**Section 4. Quorum and Manner of Acting.**

Unless otherwise provided by resolution of the Board of Directors, a majority of all the members of a committee shall constitute a quorum for the transaction of business and the vote of a majority of all the members of the committee shall be the act of the committee. The procedures and manner of acting of the Executive Committee and of the committees of the Board shall be subject at all times to the directions of the Board of Directors.

**Section 5. Tenure of Members of Committees of the Board.**

Each committee of the Board and every member thereof shall serve at the pleasure of the Board.

**Section 6. Alternate Members.**

The Board of Directors may designate one or more directors as alternate members of the Executive Committee or of any standing committee of the Board, who may replace any absent member or members at any meeting of such committee.

**ARTICLE V**

**OFFICERS**

**Section 1. Number.**

The officers of the PNCS shall be a President, Vice President, Treasurer, Secretary, Public Relations Officer and such other officers as the Board of Directors may determine, in its discretion. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary.

**Section 2. Term of Office and Qualifications.**

Open officer seats will be filled using the following succession plan: Secretary to Treasurer; Treasurer to Vice President; Vice President to President. The Secretary position will be elected each year by the Board of Directors at its meeting preceding the PNCS Annual Meeting. For the founding officers, they must possess the same qualifications as a member of the Board of Directors. After the initial term of the founding officers, all officers must have previously served on the Board of Directors. Unless a shorter term is provided in the resolution of the Board electing such officer, the term of office of each officer shall begin with the first meeting following the Annual Meeting and until the officer’s successor is elected or appointed and qualified.

**Section 3. Additional Officers.**

Additional officers may be elected for such period, have such authority, and perform such duties, either in an administrative or subordinate capacity, as the Board of Directors may from time to time determine.

**Section 4. Removal of Officers.**

Any officer may be removed from the Board as such by the affirmative vote of two-thirds (2/3) of the entire Board, upon written notice setting forth the reasons and grounds thereof, with the officer subject to the removal given the opportunity to respond in writing to such notice no later than ten (10) days prior to the date of such meeting.

**Section 5. Resignation.**

Any officer may resign at any time by giving written notice to the Board of Directors, or to the President or to the Secretary. Any such resignation shall take effect at the time specified therein, or, if no time be specified, then upon delivery.

**Section 6. Vacancies.**

A vacancy in any office shall be filled based on the succession plan as contained in Section 2 of Article V herein. In case the succession plan is not applicable or cannot be followed, the Board of Directors will fill the same by a majority vote.

**Section 7. President.**

The President shall preside at all meetings of the members and of the Board of Directors at which the President is present. The President shall act as the chief executive officer of the PNCS and shall supervise generally the management of the affairs of the PNCS subject only to the supervision of the Board. The President shall also perform such other duties as may be assigned from time to time by the Board.

**Section 8. Vice President.**

In the absence or incapacity to act of the President or if the office of President is vacant, the Vice President shall preside at all meetings of the members, and shall perform the duties and exercise the powers of the President, subject to the right of the Board from time to time to extend or confine such powers and duties or to assign them to others. The Vice President shall have such powers and shall perform such other duties as may be assigned by the Board of Directors or the President.

**Section 9. Treasurer.**

The Treasurer shall, if required by the Board of Directors, obtain a bond for the faithful discharge of his duties, in such sum and with such sureties as the Board of Directors shall require. The Treasurer shall keep and maintain the books of account and shall have charge and custody of, and be responsible for, all funds and securities of the PNCS, and deposit all such funds in the name of and to the credit of the PNCS in such banks, trust companies, or other depositories as shall be selected by the Board of Directors. The Treasurer shall also perform all other duties customarily incident to the office of Treasurer and such other duties as from time to time may be assigned by the Board of Directors.

**Section 10. Secretary.**

It shall be the duty of the Secretary to act as secretary of all meetings of the Board of Directors, and to keep records of the minutes of all such meetings. He shall see that all notices required to be given by the PNCS are duly given and served. He shall keep a current list of the PNCS’s directors and officers and their residence addresses. He shall be the custodian of the seal of the PNCS and shall affix the seal, or cause it to be affixed, on all agreements, documents and other papers requiring the same.

**Section 11. Public Relations Officer.**

The Public Relations Officer shall serve as the liaison and communications officer for PNCS. He shall be responsible for the issuance of press releases, as authorized by the President and/or Board of Directors. He shall be in charge of membership campaigns. And he shall perform other duties as may be assigned by the Board of Directors.

**Section 12. Appointed Officers.**

The Board of Directors may delegate to any officer or committee the power to appoint and to remove any subordinate officer, agent or employee.

**Section 13. Assignment and Transfer of Stocks, Bonds and Securities.**

The President, the Vice President, the Treasurer, the Secretary, and each of them, shall have the power to assign, or to endorse for transfer, under the corporate seal, and to deliver, any stock, bonds, subscription rights, or other securities, or any beneficial interest therein, held or owned by the Society.

**ARTICLE VI**

**CONTRACTS, CHECKS, DRAFTS AND BANK ACCOUNTS**

**Section 1. Execution of Contracts.**

The Board of Directors, except as in these By-Laws otherwise provided, may authorize any officer or officers, agent or agents, in the name of and on behalf of the PNCS to enter into any contract or execute and deliver any instrument, and such authority may be general or confined to specific instances. But, unless so authorized by the Board of Directors, or expressly authorized by these By-Laws, no officers, agent or employee shall have any power or authority to bind the PNCS by any contract or engagement or to pledge its credit or to render it liable in any amount for any purpose.

**Section 2. Loans.**

No loan shall be contracted on behalf of the PNCS unless specifically authorized by the Board of Directors.

**Section 3. Checks, Drafts, etc.**

All checks, drafts and other orders for the payment of money out of the funds of the Society, and all notes or other evidences of indebtedness of the PNCS, shall be signed on behalf of the PNCS in such manner as shall from time to time be determined by resolution of the Board of Directors.

**Section 4. Deposits.**

All funds of the PNCS not otherwise employed shall be deposited from time to time to the credit of the PNCS in such banks, trust companies or other depositories as the Board of Directors may select.

**ARTICLE VII**

**CONFLICTS OF INTEREST**

**Section 1. Definition of Conflicts of Interest.**

A conflict of interest may exist whenever a covered individual is in a position to directly or indirectly benefit himself or herself, or that of a family member(s), other individuals, or another organization with which the individual is affiliated through the use of their role in the PNCS.

Financial relationships are those relationships in which the individual benefits by receiving a salary, royalty, intellectual property rights, consulting fee, honoraria, ownership interest (e.g., stocks, stock options or other ownership interest, excluding diversified mutual funds), or other financial benefit. Financial benefits are usually associated with roles such as employment, management position, independent contractor (including contracted research), consulting, speaking and teaching, membership on advisory committees or review panels, board membership, and other activities from which remuneration is received, or expected. What was received include salary, royalty, intellectual property rights, consulting fees, honoraria, ownership interests (e.g. stock, stock options or other ownership interest, excluding diversified mutual funds), or other financial benefit.

**Section 2. Disclosure of Conflicts of Interest.**

A director or officer shall disclose a conflict of interest: (a) prior to voting on or otherwise discharging his duties with respect to any matter involving the conflict which comes before the Board or any committee; (b) prior to entering into any contract or transaction involving the conflict; (c) as soon as possible after the Director or officer learns of the conflict; and (d) on the annual conflict of interest disclosure form. The Secretary of the PNCS shall distribute annually to all directors and officers, a form soliciting the disclosure of all conflicts of interest, including specific information concerning the terms of any contract or transaction with the PNCS and whether the process for approval set forth in Section 3 of Article VIII was used.

**Section 3. Approval of Contracts and Transactions Involving Potential Conflicts of Interest.**

A director or officer who has or learns about a potential conflict of interest should disclose promptly to the Secretary of the PNCS the material facts surrounding any actual or potential conflict of interest, including specific information concerning the terms of any contract or transaction with the PNCS. All effort should be made to disclose any such contract or transaction, and have it approved by the Board before the arrangement is entered into.

Following receipt of information concerning a contract or transaction involving a potential conflict of interest, the Board shall consider the material facts concerning the proposed contract or transaction including the process by which the decision was made to recommend entering into the arrangement on the terms proposed. The Board shall approve only those contracts or transactions in which the terms are fair and reasonable to the PNCS and the arrangements are consistent with the best interests of the PNCS. Fairness includes, but is not limited to, the concepts that the PNCS should pay no more than fair market value for any goods or services which the PNCS receives and that the PNCS should receive fair market value consideration for any goods or services that it furnishes others. The Board shall set forth the basis for its decision with respect to approval of contracts or transactions involving conflicts of interest in the minutes of the meeting at which the decision is made, including the basis for determining that the consideration to be paid is fair to the PNCS.

**Section 4. Validity of Actions.**

No contract or other transaction between the PNCS and one or more of its directors or officers, or between the PNCS and any other corporation, firm, association or other entity in which one or more of its corporation or officers are directors or officers, or have a substantial financial interest, shall be either void or voidable for this reason alone or by reason alone that such director or directors or officer or officers are present at the meeting of the Board of Directors, or of a committee thereof, which authorizes such contract or transaction, or that his or their votes are counted for such purpose, if the material facts as to such director’s or officer’s interest in such contract or transaction and as to any such common directorship, officership or financial interest are disclosed in good faith or known to the Board or committee, and the Board or committee authorizes such contract or transaction by a vote sufficient for such purpose without counting the vote or votes of such interested director or officers. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee which authorizes such contract or transaction. At the time of the discussion and decision concerning the authorization of such contract or transaction, the interested director or officer should not be present at the meeting.

**Section 5. Employee Conflicts of Interest.**

An employee of the PNCS with a potential conflict of interest in a particular matter shall promptly and regularly disclose the potential conflict to his supervisor. The employee shall thereafter refrain from participating in deliberations and discussion, as well as any decisions, relating to the matter and follow the direction of the supervisor as to how the PNCS decisions, which are the subject of the conflict, will be determined. The President shall be responsible for determining the proper way for the PNCS to handle decisions, which involve unresolved employee conflicts of interest. In making such determinations, the President may consult with legal counsel.

The President shall report to the Board at least annually concerning employee conflicts of interest, which have been disclosed, and contracts and transactions involving employee conflicts, which the President has approved.

**ARTICLE VIII**

**COMPENSATION**

**Section 1. Reasonable Compensation.**

It is the policy of the PNCS to pay no more than reasonable compensation for personal services rendered to the PNCS by officers and employees. The directors of the PNCS shall not receive compensation for fulfilling their duties as directors, although directors may be reimbursed for actual out-of-pocket expenses, which they incur in order to fulfill their duties as directors. Expenses of spouses will not be reimbursed by the PNCS.

**Section 2. Approval of Compensation.**

The Board of Directors must approve in advance the amount of all compensation for officers of the PNCS. Before approving the compensation of an officer, the Board shall determine that the total compensation to be provided by the PNCS to the officer is reasonable in amount considering the position, responsibility and qualification of the officer for the position held, including the result of an evaluation of the officer’s prior performance for the PNCS, if applicable. In making the determination, the Board shall consider total compensation to include the salary and the value of all benefits provided by the PNCS to the individual in payment for services. At the time of the discussion and decision concerning an officer’s compensation, the officer should not be present in the meeting. The Board shall obtain and consider appropriate data concerning comparable compensation paid to similar officers in like circumstances.

The Board shall set forth the basis for its decisions with respect to compensation in the minutes of the meeting at which the decisions are made, including the conclusions of the evaluation and the basis for determining that the individual’s compensation was reasonable in light of the evaluation and the comparability data.

**ARTICLE IX**

**CENSURE, SUSPENSION, OR EXPULSION OF MEMBER**

**Section 1. Good Cause**

The general membership, for good cause and its discretion, may censure, suspend, or expel any member.

Good cause shall constitute acts such as but not limited to the following:

a) Intentional, or through gross negligence, commit violations of the substantial provisions of the By-laws, rules and regulations of the PNCS;

b) Unethical or unprofessional conduct;

c) Spreading of false rumors concerning the PNCS, any officer, or of any member of the Board;

d) Making untrue, misleading, or disparaging statements or remarks concerning the PNCS, any officer, or of any member of the Board;

e) Doing any or all other acts intended to damage, or which may have the tendency to damage or negatively affect the standing, prestige or reputation of the PNCS, any officer, or of any member of the Board.

**Section 2. Votes Required for Disciplinary Measures**

To censure or suspend a member, an affirmative vote of a majority of regular members in good standing present at a membership meeting is required.

To expel a member, an affirmative vote of no less than two-thirds (2/3) of the regular members in good standing present at a membership meeting specially called for that purpose.

**Section 3. Disciplinary Procedure**

A written notice shall be given to any member of the accusation against him. The written notice to such member shall specifically state the provision or provisions of the By-Laws, or rule and regulations, which have been violated, or the specific improper conduct constituting good cause. The accused member shall be given an opportunity to be heard and submit a written reply thereto.

The specific rules governing disciplinary proceedings based upon such charges shall be established from time to time by the Board of Directors

The decision of the regular members expressed in any order or resolution of censure, suspension or expulsion, shall be final, unappealable and binding on the affected member.

**ARTICLE X**

**CORPORATE FUND**

**Section 1. Funds**

The funds of the PNCS shall be derived from admission fees, annual dues, special assessments of members, gifts, donations or benefits, sponsorships, grants and such property or money as may be secured or acquired by deed, grant, solicitation, bequest or gift from private persons, charitable and civic organizations, and such entities, public or private, including income derived from investments of such funds and properties.

**ARTICLE XI**

**GENERAL**

**Section 1. Office.**

The office of the PNCS shall be located at Room 535, 5th Floor, Medical Arts Building, St. Luke’s Medical Center-Quezon City, 279 E. Rodriguez Sr. Avenue, Quezon City, Metro Manila or as the PNCS shall determine by resolution from time to time.

**Section 2. Books and Records.**

There shall be kept at the office of the PNCS: (a) correct and complete set of records of account; (b) minutes of the proceedings of the members, the Board of Directors and the Executive Committee; (c) a current list of the directors and officers of the Society and their residential addresses; (d) a copy of these By-Laws; (e) business permit; and (f) copies of the past three (3) years information returns to the Bureau of Internal Revenue and relevant records.

**Section 3. Seal.**

The corporate seal shall be in the form of a brain, showing the right and left hemispheres with the name of the association as follows: Philippine Neurocritical Care Society. The spectrum of colors of the brain represent the various disciplines in the care of acute neurological and neurosurgical patients.

**Section 4. Loans to Directors and Officers.**

No loans other than through the purchase of bonds, debentures, or similar obligations of the type customarily sold in public offerings, or through ordinary deposit of funds in a bank, shall be made by the PNCS to its directors or officers, or to any other corporation, firm, association or other entity in which one or more of its directors or officers are directors or officers or hold a substantial financial interest except as allowed by law.

**Section 6. Fiscal Year.**

The fiscal year of the PNCS shall commence January 1 in each calendar year and shall end on December 31 of that year.

**ARTICLE XII**

**AMENDMENTS**

Amendments to the By-Laws may be proposed on resolution by majority of the Board. Such amendments shall be presented to the voting membership for electronic voting. The By-Laws may be amended by a simple majority of electronic votes received.

2nd Draft as of March 14, 2018