



CONSTITUTION

Amended By-Laws
PHILIPPINE SOCIETY OF DIGESTIVE ENDOSCOPY, INC.

Article I
Preamble

The Philippine Society of Digestive Endoscopy envisions itself as an organization of competent gastroenterologists /digestive endoscopists imbued with a high level of moral and ethical values, committed to the practice of digestive endoscopy in the Philippines and dedicated to the high standards of learning, teaching, training and research towards the prevention, treatment and cure of digestive disorders.

Article II
Name of the Society

The Name Of The Organization Shall Be The Philippine Society Of Digestive Endoscopy, Inc. with the acronym PSDE.

Article III
Purpose

That The Society Is Incorporated:

1. To provide the infrastructure for the critical review of knowledge, issues, and technological development related to digestive endoscopy.
2. To ensure that the highest standard of competence is practiced by its membership through up to date training, application of guidelines and continuing medical education.

Article IV
Membership

Section I
General Qualifications for Membership

Physicians, who are diplomates and/or fellows of Philippine Society of Gastroenterology, who have special interest in digestive endoscopy and are members of the Philippine Medical Association shall be eligible for membership in the Society.

Section 2
Classification, Status and Special Recognition Of Members

1. Members shall be classified as:

- 1.1. Associate. One who has completed a formal training in digestive endoscopy from a PSDE accredited institution, a graduate of a foreign training program in digestive endoscopy or a non-gastroenterologist who has been an active member since March 1995. A candidate must submit

a letter of intent addressed to the board of directors accompanied by payment of the corresponding membership dues.

1.2. Diplomate. One who has completed a formal training in digestive endoscopy from a PSDE accredited institution or a graduate of a foreign training program in digestive endoscopy and passed the certifying exam given by the Philippine Specialty Board of Gastroenterology and Digestive Endoscopy. A candidate must submit a letter of intent addressed to the board of directors accompanied by payment of the corresponding membership dues.

1.3. Fellow. A diplomate for at least two (2) years who have actively participated in any of the standing committee of the society and joint annual convention or endoscopy conference in the past 2 years. A candidate must submit a letter of intent addressed to the board of directors and letters of recommendation from two (2) fellows in good standing accompanied by payment of the corresponding membership dues.

1.4. Honorary Fellow. Any physician or scientist who has contributed much to the advancement of digestive endoscopy and does not meet the qualifications of a fellow. The candidate must be endorsed by committee of membership and duly approved by the majority of the board of directors.

2. The status of members are as follows:

2.1. In good standing. A member who has been regularly attending the business meeting during Joint Annual Convention or Annual Endoscopy Conference with updated payment of membership dues.

2.2. Inactive. A member who meets any of the following:

2.2.1. Failure to attend the business meeting during Joint Annual Convention or Annual Endoscopy Conference for three (3) consecutive years.

2.2.2. Failure to pay membership dues for three (3) consecutive years.

3. Special recognition can be conferred and limited to a fellow in good standing of the society. A candidate shall be endorsed by committee of membership and duly approved by the majority of the board of directors.

3.1. Life fellow. A candidate must be any of the following:

3.1.1. A past president of the society.

3.1.2. A past president of the Philippine Society of Gastroenterology and Hepatology Society of the Philippines, as long the candidate is a member in good standing of the society.

3.1.3. Served as a board of director, chapter officer, chief of section, training officer or research coordinator of a PSDE accredited institution, and member or head of any standing committees of the society for a cumulative period of ten (10) years.

3.1.4. A fellow in good standing who attained life member status as of 2009.

3.2. Fellow Emeritus. A candidate must be any of the following:

3.2.1. A Life Fellow in good standing upon attaining the age of Sixty (60).

3.2.2. A fellow of the society in good standing for at least ten years (10) years upon attaining the age of sixty five (65).

Section 3
Rights and Privileges of Members

1. All members in good standing can attend and participate in the discussions during the general meetings.
2. Only diplomates and fellows are allowed to vote during elections and decisions concerning the society.
3. Only fellows in good standing are eligible to be elected as board of directors of the society.
4. Fellows in good standing may use the professional designation FPSDE and honorary fellows may use FPSDE (honorary).
5. A Life Fellow and Fellow Emeritus shall be exempted from payment of annual dues, assessments, convention fees and other requirements of membership in good standing.

Section 4
Duties and Responsibilities of Members

1. All members must attend the business meeting and all scientific meetings of the society.
2. All members must ensure that the payment of dues and other financial obligations to the society is updated.
3. Every member is expected to follow strictly the code of medical ethics of the Philippine Medical Association and avoid any violation as stated in the provisions of Article IV section 7 of this by-laws.

Section 5
Certificate of Membership

Every member of the Society shall be entitled to receive a Certificate of Membership, which shall specify, among other, the type of membership he holds. Every certificate shall be in such form and design as may be approved by the board of directors, duly signed by the president and secretary containing the society seal.

Section 6
Application for Membership

Any qualified person who desires to join the Society shall file a written application for membership together with the application fee to the Secretariat. Upon receipt of application by the Secretariat, it shall be referred to the Committee on Membership which, the Committee shall then authenticate the credentials, evaluate the application and make the necessary recommendations within six (6) months of application to the Board of Directors.

Upon approval of the application by the Board of Directors and payment of the necessary dues, the applicant may then be inducted as Diplomate and/or Fellow, as the case maybe. Induction shall be conducted during the Annual Convention or Midyear convention. The Board of Directors may or may not approve any application for membership and its decision shall be final.

Section 7
Discipline, termination and reinstatement of members

1. Resignation of members
Any member may voluntarily resign from the society by submitting a letter of resignation.
2. Expulsion or disciplinary measures against members
Any member may be expelled or subject to disciplinary action for any of the following causes:
 - 2.1. Violations of the Principles of Medical Ethics of the Philippine Medical Association.
 - 2.2. Conviction by the board of medical examiners for some offense within its jurisdiction.
 - 2.3. Conviction by the court of justice for some offense involving moral turpitude.
 - 2.4. In inactive status for 3 consecutive years.
 - 2.5. Other acts that are derogatory to the society or grossly repugnant to its purpose and aims.
3. Expulsion shall be upon a four-fifths (4/5) vote of the board of directors sitting en banc, while any other disciplinary measures shall be upon two-thirds (2/3) vote of the board of directors present. In either case, expulsion or disciplinary measures, shall only be for cause and upon the prior recommendation of the membership committee.
4. Reinstatement
Any member who has resigned or whose membership has been terminated may apply for reinstatement after two (2) years following his resignation or termination provided that he shall at the time of his application:
 - 4.1. Complies with all the requirements for a new applicant
 - 4.2. Pay all back dues from the time of his separation or resignation.

Article V
Specialty Board

Section 1

The Philippine Specialty Board of Gastroenterology and Digestive Endoscopy is the certifying arm of the Society. It shall be composed of five (5) members appointed by the Board of Directors of the Philippine Society of Gastroenterology and the Board of the Philippine Society of Digestive Endoscopy. They shall have a term of three (3) years designed in such a way that the term expires on a staggered basis. The Specialty Board shall promulgate its own rules and regulations subject to the approval of the Board of Directors of the Philippine Society of Gastroenterology and the Board of Directors of the Philippine Society of Digestive Endoscopy.

Section 2

Replacements shall be made as the term ends. In case of resignations and/or incapacity, the Board of Directors of the Philippine Society of Gastroenterology together with the Board of the Philippine Society of Digestive Endoscopy shall appoint a replacement who shall serve for the remainder of the corresponding term.

Section 3

The Chairman and Treasurer of the Specialty Board shall be elected amongst its members every year. The Specialty Board shall be completely independent in the performance of their functions and

implementations of their rules and regulations, after the same have been approved by the Board of Directors of the Philippine Society of Gastroenterology and the Board of Directors of the Philippine Society of Digestive Endoscopy.

Section 4
Qualifications for Members of the Specialty Board

A fellow in good standing of the society can be nominated to be part of the specialty board and must have any of the following qualifications:

- 4.1. Past President of the society or Philippine Society of Gastroenterology
- 4.2. An academic appointment in a recognized medical college or experience related to teaching of gastroenterology and digestive endoscopy for at least three (3) years.
- 4.3. Past Chief of section or past training officer of a PSDE accredited training institution.
- 4.4. Past member of the accreditation board of the Philippine Society of Gastroenterology and Philippine Society of Digestive Endoscopy.
- 4.5. Must be or have served as a department chairman or training officer in internal medicine in a Philippine College of Physicians accredited institution.
- 4.6. Past member of the specialty board.
- 4.7. Other qualifications set by the specialty board upon the approval of the board of directors.

Section 5
Duties of the Specialty Board

- 5.1 Evaluate applicants for the certifying examinations in Gastroenterology
- 5.2 Conduct written and oral examination
- 5.3 Submit to the Board of Directors of both the Philippine Society of Gastroenterology and the Philippine Society of Digestive Endoscopy for approval all candidates who have passed their Specialty Board Examination at least six weeks prior to the Annual Business Meeting.
- 5.4 Submit a yearly financial report to the Board of Directors of both the Philippine Society of Gastroenterology and the Philippine Society of Digestive Endoscopy.

Article VI
Joint Accreditation Board

Section 1

The Philippine Accreditation Board of Gastroenterology and Digestive Endoscopy shall be composed of five (5) members, two of whom shall be appointed by the Board Directors of the Philippine Society of Digestive Endoscopy. Members shall have a term of three (3) years on staggered basis.

Section 2

Replacements shall be made as the term ends. In case of resignation and/or incapacity, the Board of Directors of the Philippine Society of Digestive Endoscopy, shall appoint a replacement who shall serve the remainder of the corresponding term.

Section 3

The Chairman and Treasurer of the Accreditation Board shall be elected amongst its member every year. The Philippine Accreditation Board of Gastroenterology and Digestive Endoscopy shall be completely independent in the performance of their functions and implementations of their rules and regulations, after the same have been approved by the Board of Directors of the Philippine Society of Gastroenterology and the Board of Directors of the Philippine Society of Digestive Endoscopy.

Section 4

Qualifications of the Members of the Accreditation Board

- 4.1 must be a member of good standing of the Philippine Society of Digestive Endoscopy.
- 4.2 must be a Diplomate of the Philippine Specialty Board of Digestive Endoscopy
- 4.3 must have any of the following qualifications:
 - 4.3.1 must have an academic appointment in a recognized medical college or
 - 4.3.2 past Section Chief of an Accredited Gastroenterology Training Institution.
 - 4.3.3 Past President of the Philippine Society of Digestive Endoscopy.
- 4.4 other qualifications shall be determined by the Accreditation Board upon the approval of the Board of the Philippine Society of Digestive Endoscopy

Section 5

Duties of the Accreditation Board

- 5.1 Regular evaluation of all training programs, with particular attention to Digestive Endoscopy and/or Advanced Endoscopy.
- 5.2 In coordination of the Committee on Training Program, ensure strict implementation of all provisions of the prescribed accredited program.
- 5.3. After proper deliberations, make regular recommendations to the Board of Directors of the Philippine Society of Digestive Endoscopy regarding the status of all evaluated training programs.
- 5.4 Shall submit a yearly financial report to the Board of Directors of the Philippine Society of Digestive Endoscopy.

Article VII

Board of Directors

The general management of the Society shall be vested in a Board of Directors consisting of Nine (9) members who shall be elected during the annual meeting. The immediate past-president shall be an ex-officio member of the board.

Section I

Qualifications

1. Only Fellows who are in good standing for two consecutive years immediately prior to the election and has been a fellow for at least five (5) years are eligible for this office. He must have attended three (3) annual meetings for the past five (5) years and/or 70% of all scientific meetings and other activities of the Society for the last two (2) years.
2. PSDE Board members are not allowed to hold an elective position in the PSG in the same fiscal year.

3. Twenty fellows of the society inclusive of all the past members of the board of directors shall be nominated for the election of the new board of directors. The Nominations committee will handle the screening process.

Section 2
Term of Office

Members of the Board of Directors shall hold office for a term of one year and/or until their successors shall have been elected and inducted.

Section 3
Vacancies

Any vacancy in the Board, other than removal or expiration of term, may be filled by a member elected by at least a majority of the Directors remaining in office constituting a quorum, otherwise said vacancy must be filled by the members in a regular or special meeting called for the purpose. A director so elected to fill a vacancy shall hold office only for the unexpired term.

Section 4
Quorum

The Directors shall act only as a Board, and the individual Directors shall have no power as such. A majority of the Directors shall be necessary at all meetings to constitute a quorum for the transaction of any business, and every decision of a majority of the quorum duly assembled as a Board shall be valid as a corporate act.

Section 5
Meetings

The Board of Directors shall hold a meeting for organization immediately after their election into office of which no notice shall be required. Thereafter, the Board of Directors shall meet regularly every third Tuesday of the month at such time and place as the Board may fix from time to time. Special meetings may be called by the President on a day's notice, as he may deem necessary or upon the request of the other members of the Board.

Section 6
Powers

Without prejudice to such general powers as are expressly conferred upon it by the statutes of the Philippines, the Board shall have power to:

1. Prescribe rules and regulations for the management of the Society's affair and activities not inconsistent with the Articles of Incorporation and these By-Laws.
2. Approve or reject any application for membership in the Society.
3. Approve or reject digestive endoscopy training for prospective members under the training guidelines promulgated by the Society.

Section 7
Censure or Removal from Office

Any member of the Board may be censured or removed from office by a vote of 2/3 of the members due to the following reasons:

1. Incapacity to serve
2. Failure or refusal to serve; provided that such action shall be with due notice and upon the unanimous vote of the rest of the Board.

Article VIII
Officers

The Officers of the Society shall be the President, Vice-President, Secretary and Treasurer. All officers shall be elected by the Board from among themselves by the majority vote during the organizational meeting of the Board of Directors.

Section I
President

Shall:

1. Be the Chairman of the Board and preside at all meetings of the Society;
2. Execute and sign contracts for and in behalf of the Society
3. Sign jointly with the Secretary all certificates of membership and other certificates issued by the Society.
4. Appoint the Chairman of all the standing committees
5. Act as ex-officio member of all standing committees except the nominations committee.
6. Perform all other duties incumbent upon him under accepted rules or parliamentary practice.
7. Exercise such other powers and perform such other duties as the Board of Directors may prescribe.

Section 2
Vice-President

Shall:

1. Assist the President in the discharge of his duties and in the absence or disability of the President, he shall perform all duties of the President.
2. Perform such other duties as the Board of Directors may prescribe.
3. In the event that the President and Vice-President are both absent, the Executive Board may elect one of its members to preside.

Section 3
Secretary

The Secretary must be a Filipino and resident of the Philippines.

Shall:

1. Keep the records of proceedings of all meeting, *writes* all correspondence, give written notices of all meetings and keep a registry of all members of the Society;
2. Sign jointly with the President all certificates of membership

3. Keep the corporate seal and affix the same to certificates and other documents requiring said seal
4. Perform such other duties as may be prescribed by the Board of Directors.

Section 4
Treasurer

Shall:

1. Be the custodian of all funds of the Society
2. Keep a record of all receipts and disbursements in the corresponding books of account.
3. Receive and issue receipts for all money paid to the Society.
4. Deposit in the name of the Society in such bank as may be designated by the Board of Directors.
5. Signs jointly with the President all checks as and when authorized by the Board of Directors.
6. Render a financial report at the annual meeting of the Society or such other times as the Executive Board may require.
7. Perform such other duties as may be prescribed by the Board of Directors.

Section 5
Public Relation Officer

Shall be responsible for:

1. Projecting the good image of the Society to the public.
2. Release of publication or information or statements regarding the activities and projects of the Society as authorized by the Board.
3. Publication of the proceedings of the meetings of the Board of Directors and the Society and such matters as it may deem fit to carry out the objectives of the office and organization.
4. Act as a liaison between the Society and the mass media in the dissemination of information pertaining to the activities and/or projects of the Society.
5. Act as an Internal Auditor whose responsibility is to check and review the financial statements prepared by the treasurer using a set of guidelines to be provided.
6. Act as the Liaison between the PSDE and the Philippine Society of Endoscopic Nurses Association

ARTICLE IX
General Meeting of the Society

Section 1
Annual Meeting

The Annual General Meeting of the Society shall be held on March of each year at such date and time as the Board of Directors may decide. At this meeting, the members of the Board of Directors shall be elected. The awarding of the certificates of membership of new fellows, honorary fellows and members, shall be made, if such is warranted. The transaction of other business such as rendition of annual reports by the President and Treasurer shall be done.

Written notice of the annual general meeting of the Society shall be sent to every member of the Society at least twenty (20) days prior to the said meeting.

Section 2
Special Meetings

May be called by the President at his discretion or whenever requested in writing by at least two (2) Board members or five (5) members of the Society. Written notice indicating the purpose of special meeting shall be sent to every member at least five (5) days prior to the said meeting.

Section 3
Scientific Meetings

The Society shall conduct scientific meetings and/or demonstration-seminar as programmed by the President with the concurrence of the Board at such day, time and place that the Board decides. Written notice of the Scientific Meeting shall be sent as in the case of the annual general meeting.

Section 4
Quorum

Except as otherwise provided by existing laws, the presence of the majority of all the members who are in good standing and who are not delinquent in the payment of fees or dues shall constitute a quorum for the transaction of any business in a general meeting of the Society.

ARTICLE X
Standing Committees

For this purpose, the foregoing standing committees shall convene and come up with rules pertaining their respective functions. It is understood, however, that all proposed rules of such committees will be subject to the approval of the majority of the Board of Directors, and without prejudice to the supervisory jurisdiction of the PSG over the Society as provided under the PSG Constitution and By-Laws. (e.g., ethics and membership committees on rules for imposition of disciplinary action for Deviation from accrediting and training procedure/surgeons performing endoscopy while not subspecialized)

Without prejudice to the Creation of Special committee by the Board of Directors as it may see fit, the following shall be the standing committee whose members shall be appointed by the President with their respective functions:

1. Committee on Membership and Chapters
2. Committee on Scientific Activities
3. Committee on Research and NEeD
4. Committee on Basic and Advanced Endoscopic Training
5. Committee on Civic Action and Website
6. Committee on Constitution, By-laws and Legal Matters
7. Committee on Ways and Means
8. Council of Past Presidents
9. Committee on Ethics

Section 1
Committee on Membership and Chapters

This committee shall be composed of the Secretary who shall act as the Chair, the PRO, and the Chair of the Civic Action Committee of the PSDE.

This committee shall:

1. Authentication of the application of candidates for admission to the Society
2. Evaluation of the qualification of candidates and determination as to the membership category the candidate would qualify
3. Submit the application of the candidates who qualified together with their recommendations to the Board of Directors for final approval
4. Proper listing and record keeping of members
5. Evaluate members in good standing
6. Evaluation of any proposal for disciplinary action or directly propose to the Board of Directors disciplinary action against erring members of the Society. The committee shall submit its findings together with its recommendations to the Executive Board and the ethics committee for appropriate action.
7. Oversees the conduct of the Joint PSDE/PSG Chapters.
 1. This is a joint committee of the Philippine Society of Gastroenterology and the Philippine Society of Digestive Endoscopy. It shall be composed of the vice-president for internal affairs of the Philippine Society of Gastroenterology as chairman and the secretary of the Philippine Society of Digestive Endoscopy as co-chairman and three (3) members who shall as much as possible be regionally distributed.
 2. Under the supervision and approval of the board, the committee shall:
 - 2.1. Study and encourage formation of chapters.
 - 2.2. Promulgate the requirements for the organization and authorization of chapters, their obligations, rights and privileges.
 - 2.3. Act upon the application to organize a chapter by looking into the application and make its recommendation to the board
 - 2.4. Review the performance of provisionally approved chapters during their second year and recommend to the board of directors the giving of a permanent chapter status or the cancellation of authority of the provisional chapter
 - 2.5. Amend the above from time to time as exigencies may require.
 3. The Board of Directors of the Philippine Society of Gastroenterology and Philippine Society of Digestive Endoscopy in a joint meeting with two-thirds (2/3) vote of each, approve the formation of a chapter upon application of at least five (5) fellows residing or practicing in a geographically contiguous area.
 4. Once the application is approved, the applicants shall elect from among themselves a chapter president, vice-president, secretary-treasurer. The term of office shall be for one year.

Section 2
Committee on Scientific Activities

The committee shall be Chaired by the Vice president of PSDE, and 4 other members, one of whom shall be the treasurer of the PSDE.

The committee shall be responsible for the preparation and presentation of the scientific programs of the PSDE which shall be subject to the prior approval of the Board of Directors. It shall also be responsible for the planning and conduct of all programs of the PSDE related to the continuing education of its members as well as non-members in the medical profession

1. Organize the monthly Endoscopic-Radiologic Conference (ERC).
2. Prepare the regular JAC and The Endoscopy Workshop of the PSDE together with the necessary sub-committee and budget. The Chair of the scientific activities committee shall act as the OVER-ALL CHAIR OR CO-CHAIR OF BOTH JAC and ENDOSCOPY WORKSHOP.
3. Select speakers/lecturers for the regular JAC and ENDOSCOPY WORKSHOP of the PSDE and other related scientific meetings.

Section 3
Committee on Research and
National Endoscopic Electronic Database (N.E.e.D.) Program

The Committee on Research shall handle research related concerns of its members. It shall promote research outputs related to endoscopy. It shall be headed by a member of the PSDE Board. The Committee Head shall oversee the approval of Research Grants and act as a Coordinator to the Joint Research and Research Education Committee and head the N.E.e.D. Committee.

The Joint Research and Research Education (JRRE) shall be a joint committee of the Philippine Society of Gastroenterology (PSG), Philippine Society of Digestive Endoscopy (PSDE) and Hepatology Society of the Philippines (HSP). Each Society shall appoint a coordinator among their respective board to the JRRE. The coordinator shall oversee the actions of the committee and report to the board matters pertaining to JRRE.

The JRRE will be composed of a chairman and four (4) members who will serve a term of three (3) years in such a way that their term expires on a staggered basis. Its fund will be approved by each respective boards and equally shared by the three societies based on a yearly budget proposal from JRRE. A financial report must be submitted by the JRRE to the respective coordinators at the end of the fiscal year.

The JRRE shall function in the following areas: Research projects of members of three Societies as well as trainees, training in research, archiving, and in research links/grants.

The JRRE shall:

1. Be responsible in conducting workshops, seminars and conferences designed to enhance the capabilities of the members of the three societies and as well as trainees to competently engage in research;
2. Guide research projects as well as review completed papers submitted and determine papers for oral and poster presentations during Joint Annual Convention;
3. Develop and maintain searchable electronic database of all completed research papers;

4. Assist the Societies in the evaluation of research proposals applied for research grants as well as aid in linking researchers to other funding agencies/organizations.
5. Perform other functions that may be designated by the board of the three societies

The Committee Head of Research shall also be the Chairman of the National Endoscopic Electronic Database Project (N.E.e.D.).

1. The N.E.e.D. Project is the ownership of the Philippine Society of Digestive Endoscopy. The aim of this Project is to generate a national registry of endoscopic clinical data that will be utilized by the general membership to produce significant research in the realm of digestive diseases.
2. The N.E.e.D. Committee is in charge of program development, management and project implementation.

Section 4

Committee on Basic and Advanced Endoscopic Training

The Committee on Basic and Advanced Endoscopic Training shall be responsible for designing, improving or, strengthening through innovation and foresight the Basic and advanced GI ENDOSCOPY Training Programs that shall be implemented throughout the country. It shall be composed of the Chairman, who is a member of the current Board of Directors and 4 appointed members and shall serve for three (3) years on a staggered basis.

The members must be any of the following:

1. must have an academic appointment in a recognized medical college
2. past Chief or training officer of a recognized Gastroenterology training program
3. a past member of the Accreditation or Specialty Board
4. past PSDE officer

Functions:

1. The committee shall be tasked to formulate a Curriculum on Endoscopic Training and shall be responsible for regularly updating the curriculum.
2. conduct and supervise the in-service evaluation of the Endoscopic training of the Training Fellows
3. coordinate with the Specialty and Accreditation Boards on the aforementioned objectives.
4. review the yearly results of the specialty certifying examinations and shall compare and study their observations with the Specialty Board and Accreditation Board respectively.

Subject to the provisions of the PSG Training Manual, the Committee on Basic and Advanced Endoscopic Training shall convene and set the criteria and competencies of the required skills on gastrointestinal endoscopy. Further, insofar as those not falling under the jurisdiction of the PSG, the Society shall provide training on such skills and certification upon completion.

Section 5

Committee on Civic Action and Website

This Committee shall be composed of a Chairman who is a member of the Board of directors of the PSDE and 3 appointed members. The Committee shall be responsible for the conduct and coordination of medical civic activities of the Society by:

1. providing for direct participation of the members to the community health programs
2. making GI Endoscopy available to the community
3. conduct public information programs and when possible, giving assistance in case of calamities.
4. Regularly update journals, news, announcements, and pictures of the PSDE website
5. Responsible for answering queries by members as well as lay persons in the website
6. custodian, record keeping and archiving of all PSDE events and activities

Section 6

Committee on Constitution and By-Laws and Legal matters

This Committee shall be composed of a Chairman who is preferably a member of the Board of Directors and three (3) members. The Committee shall be responsible for:

1. Making proposals for amendments of the Constitution and By-Laws as deemed necessary from time to time.
2. Studying and making recommendations on amendments proposed by members of the Society, which shall be submitted to the Board of Directors.
3. Interpreting and constructing provisions of the Society's constitution and by-laws.
4. the chairman shall be the representative of the PSDE in any legal matter

Section 7

Committee on Ways and Means

The committee will be chaired by the Treasurer of the Society and two other appointed members.

The duties of the committee:

1. Oversee all financial matters of the PSDE
2. Collect the annual dues
3. To provide the annual budget
4. To present the annual financial report

Section 8

Council of Past Presidents

The council shall be composed of all past Presidents of the PSDE whose chairman shall be elected among the past presidents.

The Chairman shall hold the position for a period of two years. The presence of a majority at the time of its annual meeting shall constitute a quorum. The Council will be represented in the Board of Directors by the Immediate Past-President.

The council shall:

- a) Constitute the Commission on Election.

The council shall designate three (3) of its members to the COMELEC and shall be responsible for the conduct of the elections at the annual meeting of the Society. The COMELEC 30 days from its organization shall submit to the Board of Directors its implementing rules and regulations for the conduct of the elections.

- b) Constitute the Nominations committee
 This shall be composed of a Chairman, who shall be the Immediate Past-President, and four (4) members who shall members of the Council of Past President.
 The Committee shall meet at the latest before the *last day of September* every year to:
 - 1. Consider the qualification of the Fellows whose names have been submitted to the committee for nomination
 - 2. Screen and select from those nominated deserving and qualified Fellows
 - 3. Submit to the Board of Directors the list of the nominees chosen by the Committee in a sealed envelope at least seventy-two (72) hours before the election, which sealed envelope will be opened by the Committee at the Annual Meeting just before the election.
- c) Constitute the Awards Committee
 - 1. The council shall designate three (3) of its members to compose the Awards Committee
 - 2. They shall draw the guidelines for the selection of awardees, and its distribution of the awards.
 - 3. The list of the nominees shall be submitted to the Board of Directors for its approval within 30 days from its formation
 - 4. They shall choose the awards to be given and its recipient
- d) Act as advisory body to the board of Directors in particular and to the Society in general. They shall be consulted on matters of controversial nature especially where the Board of Directors is unable to resolve or reach a satisfactory decision.

Section 9
Nominating Committee

This shall be composed of a Chairman, who shall be the Immediate Past-President, and four (4) members who shall members of the Council of Past President. The Committee shall:

- a) Meet at the latest before the last day of September every year to:
 - 1. Consider the qualification of the Fellows whose names have been submitted to the committee for nomination
 - 2. Screen and select from those nominated deserving and qualified Fellows
- b) Submit to the Board of Directors the list of the nominees chosen by the Committee in a sealed envelope at least seventy-two (72) hours before the election, which sealed envelope will be opened by the Committee at the Annual Meeting just before the election.

Section 10
Ethics Committee

The Committee shall be composed of five members of the Society who are willing and able to serve. The board shall appoint the chairman. The Chairman shall henceforth select four more members as part of the committee. They shall serve for three years on a staggered basis. The outgoing chairman shall serve as ex-officio member and will represent the committee in the Board of Directors.

The Committee shall:

- 1. Receive all ethical complaints/concerns involving the members of the Society

2. Conduct immediate investigation and review of all complaints submitted.
3. Recommend solutions to the concerns and appropriate sanctions if necessary.
4. Arbitrate on Society issues and controversies.
5. Establish guidelines regarding proper professional conduct among its members.
6. Perform such other functions as may be assigned to the committee by the Board of Directors.

Article XI

Fees, Dues and Assessments

1. Application Fee:

An application fee shall be charged for Fellows and Members and shall be paid to the Society upon fulfilling of the application for membership.

2. Annual Dues:

There shall be annual dues for Fellows and Members as may determine by the Board of Directors. Non-payment of dues within the prescribed period shall constitute delinquency and further non-payment within three (3) months thereafter after due notice shall be cause for cancellation of the name of the delinquent Fellows and members from the roster of membership.

3. Special Assessments:

Special contribution and/or assessments may be imposed by the Board of Directors and collected from the Fellows and members as the occasion may demand or whenever necessary.

4. Funds:

The funds of the society shall be deposited in a bank in the name of the society. The bank shall be designated by the Board of Directors.

Article XII

Fiscal Year

The fiscal year of the Society shall begin on the first day of April and ends on the thirty-first of March of the following year.

Article XIII

Seal

The seal of the Society must be in such form or design as the Board of Directors may adopt, but the full name of the Society must be inscribed therein.

Article XIV

Publications

Section 1

The Society shall have an official publication or journal and reserves the right to publish in its official organ, all papers read at its scientific meetings, seminars and symposia. This official publication or journal will be jointly published with the Philippine Society of Gastroenterology.

- a. The Board of Directors of both societies shall appoint the Editor-in-Chief of the journal who shall serve a term of four (4) years without prejudice to re-appointment.
- b. The Editor-in-Chief shall appoint his/her staff subject to the approval of the Board of Directors of the Philippine Society of Gastroenterology and the Philippine Society of Digestive Endoscopy.

Section 2

The Board of Directors of both Societies may initiate or terminate other publications as the need of the Societies may demand.

ARTICLE XV Indemnification

Section 1

Indemnification. To the extent permitted by law, the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation), by reason of the fact that he is or was or has agreed to become a director or officer of the Corporation or is or was serving or has agreed to serve at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise (including employee benefit plans), or by reason of any action alleged to have been taken or omitted in such capacity, against costs, charges, expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or on his behalf in connection with any threatened, pending or completed action, suit or proceeding and any appeal therefrom, including but not limited to liability and expenses incurred on account of profits realized by him in the purchase and sale of securities of the Corporation, if and only if he acted in good faith and in a manner he reasonably believed to be in the best interest of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful; the termination of any action, suit or proceeding by judgment, order, settlement, conviction or a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Section 2

Advance Payment of Costs, Charges and Expenses. To the full extent permitted by law, the Corporation shall, upon request, pay costs, charges and expenses (including attorney's fees) incurred by a person entitled to indemnification pursuant to the immediately preceding section in defending a civil or criminal action, suit or proceeding; provided, however, that the payment of such costs, charges and expenses incurred by a director or officer in his capacity as a director or officer (and not in any other capacity in which service was or is rendered by such person while a director or officer) in advance of any final disposition of such action, suit or proceeding shall be made only upon receipt of an undertaking by or on behalf of the director or officer to repay all amounts so advanced in the event that it shall ultimately be determined that such director or officer is not entitled to be indemnified by the Corporation as authorized in these By-laws; such costs, charges and expenses incurred by other employees, agents and contractors may be so paid upon such terms and conditions, if any, as the Board of Directors deem appropriate.

Article XVI
Amendments of By-Laws

The By-Laws may be amended, altered, repealed or replaced with a new By-Laws adopted by a vote of a majority of the ACTIVE members and a majority vote of Board of Directors provided that the proposed amendments shall have been sent to all members at least thirty (30) days before the meeting called for the purpose or any regular meeting where the amendment is in the agenda.

4/2320/04

3/09/2005

3/12/2008

3/12/2010

3/08/2011

3/08/2012

3/14/2013

3/27/2014

3/06/2015

3/09/2017

2/21/2019