

**NEW BY-LAWS
PSYCHOLOGICAL ASSOCIATION OF THE PHILIPPINES, INC.**

ARTICLE I

NAME, DOMICILE AND PRINCIPAL OFFICE

SECTION 1. *Name of the Corporation.* The Corporation shall be known as the PSYCHOLOGICAL ASSOCIATION OF THE PHILIPPINES, INC. (henceforth, “the Association” or “the PAP”).

SECTION 2. *Address of the Corporation.* The domicile and principal office of the Association shall be located within the premises of the Philippine Social Science Council Building, along Commonwealth Avenue in Quezon City, Metro Manila, or at such other address within Metro Manila, as may hereafter be designated by the Board of Directors.

ARTICLE II

DEFINITION OF TERMS

SECTION 1. *Definition of Terms.* As used in this By-Laws, the following terms shall have the following meanings:

- a) “Active Member” refers to the member who has paid the membership fee for the current year.
- b) “Board” or “BOD” refers to the Board of Directors, the policy-making body of the Association.
- c) “Commission” refers to the Professional Regulation Commission.
- d) “Focus Unit” is the generic term for the Specialty Division or Special Interest Group.
- e) “Geographic Chapter” is a local chapter of the PAP organized based on the geographic location of the members.
- f) “Geographic Region” refers to the following: NCR, Balance Luzon, Visayas, and Mindanao.
- g) “Leadership Council” is composed of the Chairs of the Specialty Division, Special Interest Groups, and Geographic Chapters, and headed by the Internal Relations Officer.

- h) “RA 10029” is the Philippine Psychology Act of 2009.
- i) “Sec 26 of RA 10029” refers to the Suspension or Revocation of Certificate of Registration and Professional Identification Card or Cancellation of a Special/Temporary Permit.
- j) “Sec 33 of RA 10029” enumerates the Prohibited Acts of Professional Psychologists and Psychometricians
- k) “Specialty Division” is an accredited focus unit with at least twenty (20) members organized to advance an area of specialization in Psychology.
- l) “Special Interest Group” is an accredited focus unit composed of at least twenty (20) members who organized themselves to promote the common bond of interests or advocacies of a group of PAP members.

ARTICLE III

NATURE AND PURPOSE OF THE ORGANIZATION

SECTION 1. Nature of the Organization. The PAP is a professional organization of psychologists, psychometricians, and specialists in the field organized and governed primarily by RA 10029 otherwise known as Philippine Psychology Act of 2009 and BP 68 also known as Corporation Code of the Philippines. In particular, it is governed by the Articles of Incorporation of the Association and this By-Laws.

SECTION 2. Purposes of the Organization. The purposes of the Association as a professional organization are the following:

- a) To advance the practice of psychology as a scientific discipline;
- b) To promote excellence and safeguard ethics in the professional practice, research, and teaching of psychology;
- c) To cooperate with other professionals and stakeholders in understanding and solving problems in areas of mutual concern; and
- d) To promote human development and nation building.
- e) To promote and protect the welfare of the members and represent its collective interest.

SECTION 3. Non-stock, Non-profit Character. The purposes of the Association as stated in Section 2, are not for gain or profit, and as such, no dividend shall ever be declared nor compensation as such paid to any of its Directors or members. None of its properties, whether real or personal, shall be used or expended except in carrying into effect the legitimate aims and purposes of the Association.

ARTICLE IV

MEMBERSHIP

SECTION 1. *Qualifications for Membership.* Any individual who fulfills the requirements herein set forth may become a member of the Association upon approval by its proper authority.

SECTION 2. *Types of Membership.* There shall be two types of membership in the Association: regular and affiliate.

a) Regular Members

- 1) Psychologists, as defined by RA 10029, Art III, Sec 3c, are natural persons who are duly registered and who hold a valid certificate of registration and a valid professional identification card as professional psychologists issued by the Commission.
- 2) Psychometricians are natural persons who hold a valid certificate of registration and a valid professional identification card as psychometricians issued by the Commission.
- 3) Associates are those who have obtained a graduate degree in Psychology and are not covered by the immediately preceding provisions.

b) Affiliate Members

- 1) Local affiliates are individuals who have obtained at least a Bachelor's degree in Psychology or any allied disciplines as may be defined by the PAP Board
- 2) International affiliates are psychologists, psychometricians, or specialists in the field who are:
 - i) residents of foreign countries;
 - ii) members of the psychological association in their country of residence—if no such association exists, they shall present evidence of appropriate qualifications; and
 - iii) non-registered professionals in the Philippines.

An honorific membership may be granted by the Board to any person, referred to as PAP Fellow, who has contributed to the advancement of psychology as a scientific discipline in terms of professional practice, research, and teaching. He/She shall enjoy all the rights and privileges of a regular member and shall enjoy special privileges in any fees

in activities solely organized by the PAP.

All persons considered Fellows by virtue of previous By-Laws and enactments shall continue to hold the title and enjoy the privileges.

The Board shall formulate the guidelines for granting such membership.

ARTICLE V

TERMS AND CONDITIONS OF MEMBERSHIP

SECTION 1. *Rights and Privileges.*

- a) Membership. Regular and Affiliate Members are entitled to join more than one Focus Unit.
- b) Voting. Only regular members can vote during elections and deliberative assemblies. They can only vote in one Specialty Division and one Special Interest Group.
- c) Professional Development. Regular and Affiliate members can attend general meetings, conventions, conferences, summits, and other activities organized by PAP unless specified by the organizing unit.
- d) Privileges.
 - 1) Any active regular and affiliate member may enjoy discounted rates in activities organized solely by PAP or in cooperation with other institutions.
 - 2) Any Regular or Affiliate member who has reached sixty years old or a Person with Disability (PWD) shall be eligible for a discount in PAP fees, which will be determined by the Board.

SECTION 2. *Duties and Obligations.*

- a) All members must renew their membership annually. The coverage of the annual membership fee follows the fiscal year observed by the Association (See Art VI, Sec. 7). Any member who is unable to renew his/her membership is considered inactive and, thus, forfeits the rights and privileges of membership in the Association. His/Her rights and privileges will be reinstated upon payment of the required dues.
- b) All members must pay the dues and fees as may be required by the Association, Geographic Chapter, or Focus Units.
- c) All members must promote the purposes of the Association and uphold the

highest professional and ethical standards of practice.

- d) All members must abide by the rules and regulations set forth by the Association that are not contrary to law, public policy, and morals.

SECTION 3. *Members in Good Standing.* A member is in good standing when he/she:

- a) has paid the membership dues of the current year and the last two immediately preceding years;
- b) has not been adjudged by the PAP board, following due process, of any violation of professional ethics. A member who has already served the penalty imposed is eligible for being a Member in Good Standing upon compliance of other requirements set in this section; and
- c) has not been convicted by final judgment of a crime involving moral turpitude with a penalty of *reclusion perpetua*.

The Board Secretary shall issue a certificate of Member in Good Standing after verification that the above requirements have been met. Those who are not certified as members in good standing may appeal to the Board whose decision shall be final and executory.

SECTION 4. *Loss of Membership.* Any member may lose his or her membership by resignation, expulsion for cause, total and permanent disability, or death.

Members who fail to pay their dues do not automatically lose their membership but they cannot enjoy the rights and privileges provided for in Section 1 of this Article.

ARTICLE VI

MEETINGS OF MEMBERS

SECTION 1. *General Assembly.* The Annual General Assembly of the Association shall be held every second day of the Annual National Convention which will be held in the third week of September.

The purpose of the Annual General Assembly shall include, among other things:

- a) discussion of its annual business reports;
- b) ratification and approval of the acts of the Board;
- c) election of officers, as vacancies exist; and
- d) other matters deemed important by the Association.

SECTION 2. *Special General Assembly.* A special general assembly of members may be held at any time at the call of the President when matters of utmost importance to the Association are to be taken up. Under extreme circumstances, it may also be called by at least ten members of the Board or by at least twenty percent (20%) of the active members.

SECTION 3. *Notice of General Assembly.* Written notice of a general assembly stating the time and place where the same is to be held, shall be sent by the Secretary at least three (3) months before a regular general assembly or one (1) month before a special general assembly.

SECTION 4. *Quorum.* At least one thousand (1000) active members shall constitute a quorum for any regular or special general assembly.

SECTION 5. *Voting.* Each voting member of the Association is entitled to one (1) vote at any meeting of members. A majority of the votes cast shall be sufficient to approve, ratify, or pass a resolution during a general assembly unless a higher number is required.

In case of online voting a specific cut-off time shall be stipulated by the Board.

SECTION 6. *Proxy Voting.* –In all PAP assemblies and meetings no proxy voting shall be honored.

SECTION 7. *Fiscal Year.* –The fiscal year to be observed by the Association shall start on the first day of June and end on the thirty-first day of May of the succeeding year.

ARTICLE VII

STRUCTURE OF THE ASSOCIATION

SECTION 1. *Components.* The governing structures of the Association shall be as follows: Board of Directors, Geographic Chapters, and Focus Units.

SECTION 2. *Board of Directors.*

- a) Composition of the Board. The Association shall be governed by nineteen (19) Board of Directors (BODs). Twelve (12) of them shall come from the four geographic regions: NCR, Balance Luzon, Visayas, and Mindanao—equally distributed. They shall be known as Area Directors. The remaining seven (7) seats may come from any of the areas and shall be known as Directors-at-Large.

All BODs shall be voted by all members who are eligible to vote.

There shall be Independent Board of Directors: the immediate past president as *ex-officio* and not more than two other individuals appointed by the Board. They shall enjoy all

rights and privileges of a Director except the right to vote. Where the immediate past president continues to be a full Director, the *ex-officio* position is necessarily left vacant.

- b) Qualifications of Board of Directors. The Members of the Board must have the following qualifications:
 - 1) registered psychologists or psychometricians with at least 10 years of experience;
 - 2) at least 3 years relevant supervisory experience;
 - 3) whose personal and professional conduct is beyond reproach; and
 - 4) who are updated in their membership dues.
- c) Term of Office and Election. Directors shall serve for a term of three (3) years or until their successors shall have been duly elected and qualified. They shall be classified such that the term of about one third ($\frac{1}{3}$) of their number shall expire every year.

Any Director may serve for a maximum of two consecutive terms whether as Area Director or Director-at-Large. A mandatory hiatus of two (2) years shall be required before such member may qualify for Board membership again.

To fill in the seats provided above, the election process shall follow a cycle of three (3) election years. In the first two years, PAP members shall elect six (6) Directors. In the third election year, they shall elect seven (7) Directors. The same cycle shall be followed thereafter.

To ensure geographic representation, each region shall have nominees for Board Directorship. During the first two election years, the top two (2) winning candidates shall serve as Directors-at-Large, while in the third election year, the top three (3) winning candidates shall serve as Directors-at-Large. After ascertaining the presumptive Directors-at-Large, the candidate with the highest number of votes from each geographic region shall serve as its Area Director.

Independent Directors, except the *ex-officio*, shall serve for a term of one year unless reappointed.

- d) Quorum in Board Meetings. A simple majority of the total number of elected Directors shall constitute a quorum to transact business.

A majority vote of those present shall be sufficient to pass a valid Board Resolution except in cases where the Corporation Code or this By-Laws requires a higher percentage of votes.

- e) Meetings. The Board of Directors shall hold the following meetings:
- 1) Organizational Meetings. Soon after its election at the General Assembly, the new Board shall hold an Organizational Meeting to elect the officers of the Association and agree on how to transact business.
 - 2) Regular Meetings. Regular meetings of the Board shall be held once every two months or as may be decided by the Board.
 - 3) Special Meetings. Special meetings of the Board may be called by the President or by the written request of any six (6) Directors. Only items indicated in the notice of special meetings shall be tackled by the Board.
- f) Notice of Meetings. The Secretary shall notify all the members of the Board of all meetings at least seven (7) working days before the said meetings. The notice shall contain *inter alia* the following: a) date; b) venue; c) nature of meeting, that is, regular or special; d) agenda; and e) signing authority, which shall be determined by the Board.

Failure or irregularity of notice of any meeting, however, shall invalidate such meeting or any proceeding thereat.

- g) Termination of Board Membership. A member of the Board may lose membership therein by resignation, loss of qualification, or removal for cause as provided for in Art. XIII, Sec. 3c, in this By-Laws.

The Board, acting as a collegial body, shall decide, with due process, any case involving a Director's continuing membership in the same.

At least two-thirds (2/3) vote of all members of the Board, during a meeting called for this purpose, shall be required to remove a Director's membership therein.

- h) Vacancies. If any vacancy occurs in the Board because of death, incapacity, resignation or expulsion of any member thereof, such vacancy shall be filled by the candidate who received the next highest number of votes at the last election or by the candidate elected at a special election called for this purpose, as may be decided upon by the Board. Such Director, however, shall serve only the remaining term of the Director being replaced.

SECTION 3. Focus Units. There shall be two types of Focus Units: Specialty Division (SD) and Special Interest Group (SIG).

- a) Specialty Divisions. The Board may, from time to time, create any number of Specialty Divisions to be headed by qualified members of the Association, the purpose of the same being to advance a specialization area in Psychology. Members may also request the Board to create a specialty division provided they have at least twenty (20) PAP members whose educational background,

- research outputs, and experience are in line with the specialization. The Board shall appoint the Chair and Co-Chair of the newly created specialty division.
- b) Special Interest Group. The Board may, from time to time, create any number of Special Interest Groups (SIGs) to be headed by qualified members of the Association, the purpose of the same being to advance the interests of a group of PAP members. These SIGs may be inter-disciplinary in nature. Members may also request the Board to create a special interest group provided that they have at least twenty (20) PAP members who signified interest in joining the new Special Interest Group.
 - c) Composition of Focus Units. Each Focus Unit shall be led by a Chair, Co-Chair, and other officers.

The members of the Focus Unit shall elect the Chair and other officers as they see fit. The Chair shall appoint a Co-Chair subject to the approval of the Board.

The Chair and Co-Chair of SDs shall be certified specialists of the division.

Officers of the Focus Units shall serve for a term of two (2) years. The Chair may serve for a maximum of two consecutive terms. A mandatory hiatus of one (1) full term shall be required before such member may qualify for chairmanship again.

SECTION 4. Geographic Chapters.

- a) Nature and Purpose. Geographic Chapters are autonomous organizations upon which the PAP Board exercises general supervision. They shall manage their resources and conduct their own affairs. They are, however, required to submit annual reports to the Board or when requested.

They are created to advance the interests of the PAP members located within the specific area by serving, among other things, as the conduit of the PAP in the implementation of various activities.

- b) Manner of Creation. Upon application of at least fifty (50) qualified members, the Board may approve the creation of a Geographic Chapter based on existing political subdivisions or a combination thereof provided that the combined areas are contiguous. The Board may also *motu proprio* create a chapter through a Resolution approved by at least two-thirds of BODs present in a meeting called for the purpose. The Resolution shall specify the area covered by the Chapter and the mechanics in organizing its members.

The Resolution shall be invalid after one (1) year from its issuance should the required membership and organization not be constituted.

- c) Composition of Geographic Chapters. Each Geographic Chapter shall be led by a Chair, Co-Chair, Secretary, and Information Officer and other officers as may be determined by the members of the chapter.

Officers of the Geographic Chapters are elected from among the chapter members.

- d) Terms of Office. Officers of the Geographic Chapters shall serve for a term of two years and may be reelected.

SECTION 5. Leadership Council. The Chairs of the Specialty Divisions, Special Interest Groups, and Geographic Chapters will comprise the Leadership Council headed by the Internal Relations Officer.

The Leadership Council shall assist the Board in carrying out the objectives of the Association. It may recommend policies, programs, and activities that concern the welfare of the Association.

The Leadership Council shall also act as a coordinating unit of all activities of the different Focus Units and Geographic Chapters.

ARTICLE VIII

OFFICERS OF THE ASSOCIATION

SECTION 1. *Officers.* The Officers of the Association shall be: President, who shall be the Chair of the Board; Vice-President who shall be the Vice-Chair of the Board; Corporate Secretary who shall be the Executive Secretary of the Board; Treasurer; External Relations Officer; Internal Relations Officer; Chairs and Co-Chairs of Focus Units and Geographic Chapters; and Chairs of different standing committees; and the Executive Director.

The Executive Director is the General Manager of the Association. And shall be appointed into office by the Board.

The Board may, from time to time, create other positions as the need arises and as it sees fit.

SECTION 2. *Election of Officers.* The election of officers of the Board, Focus Units, and Geographic Chapters shall take place during their respective organizational meetings.

SECTION 3. *Term of Office.* Officers of the Association shall serve the specific terms of offices as provided in this By-Laws.

SECTION 4. *Duties of Officers.* The following shall be the duties and responsibilities of the above-named officers:

- a) The President/Chair of the Board shall have the duties to:
- 1) Preside all meetings of the Board and of the Membership;
 - 2) Spearhead the planning and implementation of programs of the Association;
 - 3) Present an annual performance report of the organization to the Membership at the general assembly;
 - 4) Prepare the agenda for all meetings of the Association as well as of the Board;
 - 5) Sign contracts, agreements, certificates, and other documents on behalf of the Association as authorized by the Board of Directors;
 - 6) Sign checks or other instruments on the funds of the Association together with the Treasurer;
 - 7) Represent the Association in any fora, conventions, meetings, and gatherings here and abroad, wherein the representation of the PAP is sought for; and
 - 8) Perform all other duties incident to the office or officially directed upon her or him by the Board.
- b) The Vice-President/Vice-Chair of the Board shall have the duties to:
- 1) Perform the functions of the Chair in her or his absence, unavailability or incapacity for any cause;
 - 2) Assume the office of the President for the remainder of his or her term in the event that the President is unable to serve the entire term, for whatever reason; and
 - 3) Exercise and perform such other functions and duties as may be delegated to her or him by the Chair or the Board.
- c). The Corporate Secretary/Executive Secretary of the Board shall have the following duties to:
- 1) Keep and maintain a record of all Members in a Membership Book of the Association;
 - 2) Make prompt and periodic reports relative to the Association as may be required and to the proper government entity;
 - 3) Issue notices of all meetings of the Board as well as of the Association, cause the preparation of the Minutes of the same, and keep a record of all such Minutes;
 - 4) Have charge of the Seal of the Association, its Corporate Books, all records and reports relevant thereto, as well as the proceedings of the Association;

- 5) Conduct the official correspondence of the Association in accordance with the requirements of the Board or the President/Chair;
 - 6) Sign checks or other instruments on the funds of the Association in case of the unavailability or incapacity of the Treasurer;
 - 7) Execute, send and deliver contracts, instruments and other documents in behalf of the Association;
 - 8) Chair the Membership, Nomination and Election Committee of the Board; and
 - 9) Perform other duties incident to the office or required by the Board.
- d) The Treasurer shall have duties to:
- 1) Be the chief finance officer of the Association;
 - 2) Have custody of all the funds of the Association which come into his or her possession;
 - 3) Deposit said funds of the Association in such banking institutions as may be designated from time to time by the Board;
 - 4) Withdraw any monies therefrom only upon checks or written demands of the Association signed either by the President and countersigned by the Vice-President or such other signatories duly authorized by the Board;
 - 5) Keep a full and complete record of all money received and money paid out;
 - 6) Chair the Finance Committee of the Board;
 - 7) Prepare an annual budget for consideration and approval of the Board;
 - 8) Present a Treasurer's report that includes an audited financial statement during the Annual General Assembly, showing among other things the assets and liabilities and net worth of the Association for the fiscal year ended; and
 - 9) Perform other duties incident to her or his office or required of her or him by the Board.
- e) The External Relations Officer (ERO) shall have the duties to:
- 1) Ensure the effective communication of PAP activities and announcements to its members through various media;

- 2) Perform liaising functions for the purpose of maintaining professional and societal linkages with other organizations and the public, in general; and
 - 3) Exercise and perform such other powers and duties as may be delegated to her or him by the Board.
- f) The Internal Relations Officer (IRO) shall have the duties to:
- 1) Oversee the operations and functions of the Leadership Council, Specialty Divisions, and Special Interest Groups;
 - 2) Preside over the meetings of the Leadership Council;
 - 3) Liaise between the Board and the Leadership Council; and
 - 4) Exercise and perform such other powers and duties as may be delegated to her or him by the Board.
- g) The Executive Director shall have the duties to:
- 1) Manage the Association according to the strategic direction set by the Board;
 - 2) Supervise the day to day business operation of the Association by providing administrative control over the staff;
 - 3) Assist the Board in the formulation of its development plan including annual plan and budget as well as programs and projects;
 - 4) Implement the duly approved plans and programs of the Board;
 - 5) Submit to the Board regular reports on the status of the Association's operation and recommend appropriate policy and operational changes when needed;
 - 6) Represent the Association as may be authorized by the Chair or the Board; and
 - 7) Exercise and perform such other powers and duties as may be delegated to her or him by the Board.
- h) Chairs of Focus Units or Geographic Chapters shall have the duties to:
- 1) Preside all the meetings of the unit/chapter;
 - 2) Prepare the agenda for all meetings, officers and members, of the unit/chapter;

- 3) Spearhead the planning and implementation of programs concerning the unit/chapter;
 - 4) Recommend policies and activities to the Board for the benefit of the membership;
 - 5) Implement policies and directives issued by the Board to its members;
 - 6) Present a report of the activities undertaken by unit/chapter to the Board;
 - 7) Submit timely budget and liquidation reports to the Board;
 - 8) Sign contracts, agreements, certificates and other documents on behalf of the unit/chapter as authorized by the Board; and
 - 9) Perform all other duties as may be delegated to him or her by the Board.
- i) Co-Chairs of Focus Units or Geographic Chapters shall have the duties to:
- 1) Perform the functions of the Chair in her or his absence, unavailability, or incapacity for any cause;
 - 2) Serve as the Treasurer and prepare the necessary reports for such function;
 - 3) Assume the office of the Chair for the remainder of the term in the event that the Chair is unable to serve the entire term for whatever reason; and
 - 4) Exercise and perform such other functions and duties as may be delegated by the Chair of the Focus Unit/Geographic Chapter.

ARTICLE IX

POWERS AND FUNCTIONS OF THE BOARD

SECTION 1. *General Powers, Functions and Duties.* The Board of Directors shall exercise all the powers inherent in the general powers of administration and management, those granted it by law, the Articles of Incorporation of the Association, and this By-Laws.

SECTION 2. *Special Powers and Duties.* In addition to the general powers referred to *supra*, the Board shall have the following powers and duties to:

- 1) Establish the direction and policies of the Association as well as oversee its management;
- 2) Actively articulate the association's Vision-Mission in the light of changing needs and situations and in the attainment of each goals and objectives;
- 3) Define procedures and standards for membership and affiliation to the Association as well as for loss of the same;
- 4) Enter into such contracts or execute such deeds, documents and instruments as may be necessary for carrying out its corporate functions in accordance with the purposes of the Association and this By-Laws;
- 5) Promote understanding between the Association as an exponent of the profession of Psychology and the community at large;
- 6) Receive in trust, legacies, gifts, donations and endowments of real and personal property of all kinds and from any acceptable source; to administer the same in accordance with the direction or instructions specified thereto or in such manner and procedure as may be determined the Board;
- 7) Be responsible for the acquisition, conservation, and management of funds and properties of Association;
- 8) Determine policies on investment of funds and assets of the Association;
- 9) Approve the annual budget of the Association, *provided* that the necessary apportionment of funds reflect the purposes of the Association as well as each social commitments as articulated in its Vision-Mission statements;
- 10) Elect the officers of the Board, prescribe the rules for its own governance, and formulate such rules and regulations for the Association that are consistent with it purposes and objectives;
- 11) Appoint the Editor of its publications, who shall in turn constitute the Editorial Board;
- 12) Recommend amendments to this By-Laws for the approval of the Membership;
- 13) Oversee the compliance of the responsible officer or committee to all acts required by the government entities that have supervision over the Association as a Corporation;

- 14) Censure, suspend, or remove for cause any Board of Director, elected or appointed officer, staff, and members after due process; and
- 15) In general, do all such acts as are necessary, convenient, and proper for the attainment and pursuit of the Association's purposes and objectives.

SECTION 3. *Regular Committees of the Board.* The Board shall have the following Committees:

- a) *Committee on Membership, Nomination and Election.* This Committee shall be composed of the Executive Secretary as Chair and two (2) others appointed by the Board from among regular members. It shall have the duties to:
 - 1) Screen all applicants for membership according to the required qualifications;
 - 2) Recommend approval of applications for membership;
 - 3) Keep a roster of all members of the Association including all documents pertaining to their membership and to file the same with the office of the Corporate Secretary as part of the permanent files of the Association;
 - 4) Solicit and ensure that there are nominees for the Board Directors from each of the four geographic regions;
 - 5) Solicit nominations for Focus Units, Geographic Chapters; and
 - 6) Facilitate the annual election of Officers.
- b) *Committee on Scientific and Professional Ethics.* This Committee shall be composed of the immediate past president or, in the absence thereof, a PAP Board member as chair, and two (2) others appointed by the Board from among regular members. It shall have the duties to:
 - 1) Ensure that all members and officers adhere to the Code of Ethics and Professional Standards for Psychology Practitioners in the Philippines;
 - 2) Formulate, review, and improve the rules or principles of professional ethical conduct related to the practice of psychology and other professional activities subject to the approval of the Board;
 - 3) Investigate cases of unethical conduct whether endorsed by the Board or on its own instance;

- 4) Submit a written report of its investigation and recommend specific disciplinary action to the Board.
- c) *Committee on Finance.* This Committee shall be composed of the Treasurer as Chair, and two (2) others appointed by the Board from among the regular members of the Association. It shall have the duties to:
- 1) Present to the Board for its approval, the annual budget of the Association;
 - 2) Supervise the financial operations of the Association; and
 - 3) Recommend to the Board an external auditor to audit the Association's finances. This Auditor shall likewise submit an annual oral and written report to the Board.
- d) *PAP Convention Committee.* This committee shall be composed of a PAP Board member as Chair, and two (2) others appointed by the Board from among the regular members of the Association. It shall have the duties to:
- 1) Plan, coordinate, and execute the program of activities for the PAP Convention;
 - 2) Develop guidelines for hosting of PAP convention; and
 - 3) Evaluate the outcomes and make recommendations on the design and implementation of future conventions.
- e) *PAPJA Convention Committee.* This committee shall be composed of a PAP Board member as Chair, two (2) other members appointed by the Board and a fourth member coming from the Specialty Division from among the regular members of the Association. It shall have the duties to:
- 1) Plan, coordinate, and execute the program of activities for the PAPJA Convention;
 - 2) Develop guidelines for hosting of PAPJA convention; and
 - 3) Evaluate the outcomes and make recommendations on the design and implementation of future conventions.
- f) *Certification Committee.* This Committee shall be composed of three (3) members. A PAP Board member as Chair, one regular member as appointed by the Board and a third member, who is the Chair or a representative of the Specialty Division to which the applicant has filed for certification. It shall have the duties to:

- 1) Formulate and review guidelines for certification of specialization consistent with the PRC Professional Regulatory Board of Psychology guidelines, when applicable; and
 - 2) Evaluate the application and recommend to the Board the certification of specialization.
- g) *Public Interest Committee.* This Committee shall be composed of a PAP Board member as Chair and two (2) others appointed by the Board from among the regular members of the Association. It shall have the duties to:
- 1) Discuss issues for potential action/response;
 - 2) Evaluate the merits of action on an issue; and
 - 3) Draft position statements of Psychology-related issues and recommend to the Board for its public issuance and dissemination.

No position statement shall be issued without the approval of at least two-thirds (2/3) of all members of the BOD.

- h) *Awards Committee.* This Committee shall be composed of a PAP Board member as Chair and two (2) others appointed by the Board from among the regular members of the Association. It shall have the duties to:
- 1) Conceptualize and provide guidelines and criteria for the awards;
 - 2) Select and appoint judges;
 - 3) Announce calls for nominations; and
 - 4) Ensure at all times a fair and credible selection process.
- i) *Outreach Committee.* This Committee shall be composed of a PAP Board member as Chair and two (2) others appointed by the Board from among the regular members of the Association. It shall have the duties to:
- 1) Conceptualize and plan for institutional outreach;
 - 2) Partner with agencies and organizations in the implementation of outreach activities; and
 - 3) Monitor and evaluate outreach activities.

SECTION 4. *Term of Office in Board Committees.* Chairs and members of Board Committees shall serve for a term of one (1) year provided that the position of a Committee Chair is *co-terminus* with membership in the Board. Chairs and members of Board Committees may be reappointed for as long as they are willing to serve and they fulfill the qualification requirements of the same.

SECTION 5. *Special Committees.* In addition to its regular Committees, the Board may create any number of Special Committees and/or *ad hoc* Committees for any project or program it decides to undertake, as well as appoint Chairs and members thereof, from among the members of the Association.

ARTICLE X

COMMUNICATIONS AND PUBLICATIONS

SECTION 1. *The PAP Website.* The Association shall have an official website, which shall publish articles on professional problems, reports or proceedings, programs and announcements, and official papers, which the Board shall authorize for publication.

The PAP website is the official venue for channeling PAP communications.

SECTION 2. *The Philippine Journal of Psychology (PJP)* is the official Open-Access peer-reviewed research publication of the Association.

SECTION 3. *The Board of Editors.* The PJP Board of Editors is composed of the PJP Editor and the associate editors. The PJP Editor is appointed by the PAP Board. The Associate Editors are appointed by the PJP Editor subject to the concurrence of the PAP Board.

The Board of Editors shall have the following duties to:

- a) Outline the general editorial policy of the PJP with the concurrence of the Board;
- b) Supervise the editorial operations of the PJP according to its editorial policies; and
- c) Submit to the Board a written annual report pertaining to the publications.

ARTICLE XI

MEMBERSHIP FEES

SECTION 1. *Membership Fees.* The annual membership fee payable to the Association shall be determined by a two-thirds (2/3) vote of the Board, *provided* that the members are informed of any changes in fees and the reasons thereof, as published in the Association's official website at least ninety (90) days prior to its implementation.

The PAP Board shall ensure that the membership fees of the psychometricians are lower than that of the psychologists.

The Focus Units and Geographic Chapters may collect fees subject to the approval of the PAP Board.

ARTICLE XII

THE CORPORATE SEAL

SECTION 1. *The Seal of the Association.* The Seal of the Association shall consist of the impression below:



ARTICLE XIII

ACCOUNTABILITY

SECTION. 1. *Due Process.* No member of the Association shall be deprived of one's rights and privileges without due process. All proceedings of the Association involving prohibited acts shall at all times observe due process.

Any complaint against a member of the Association relative to the provisions of Sections 33 and 34 of RA 10029 lodged before the Association shall be investigated by the Committee on Scientific and Professional Ethics for the decision of the PAP Board.

SECTION. 2. *Prohibited Acts.* The Association acknowledges the authority of the PRC Psychology Regulatory Board over all persons who practice psychology or psychometrics. The PAP recognizes and shall observe the prohibited acts and the consequent penalties provided for in RA 10029, Section 33 and 34, respectively.

Specific prohibited acts are enumerated below:

- a) For non-PAP Members. No person shall:

- 1) Be granted PAP membership without complying with the requirements set forth in Article IV Section 2 of this By-Laws;
 - 2) Enjoy the rights and privileges enumerated in Article V Section 1 of this By-Laws without valid PAP Membership;
 - 3) Give any false, inaccurate, misleading or incomplete information to PAP in order to be granted PAP membership; and
 - 4) Misrepresent himself/herself as a member of the Association without valid PAP Membership.
- b) For PAP Members. No member of the Association shall:
- 1) Be allowed to let any other person use his/her PRC certificate of registration and/or professional identification card or special/temporary permit as a means to secure PAP membership;
 - 2) Be allowed to let any other person use his/her Certificate of PAP Membership as a means to enjoy the Rights and Privileges of Members;
 - 3) Give any false, inaccurate, misleading or incomplete information to PAP Board or officers for any such purposes as to:
 - 3.1 be considered a Member in Good Standing;
 - 3.2 secure seats during PAP elections;
 - 3.3 apply for Certification of Specialization; or
 - 3.4 pursue other ill motives and intentions.
 - 4) Represent the Association in affairs without a valid authorization;
 - 5) Be elected or appointed into office without complying with the necessary qualification requirements; and
 - 6) Commit any other acts inimical or destructive to the Association or acts that would negatively affect its reputation.
- c) For PAP Board of Directors and Officers. No PAP Board of Director or officers shall:

- 1) Represent the Board or any other office in affairs without valid authorization;
- 2) Issue policies or regulations without the appropriate Board action;
- 3) Directly participate in deciding matters where an actual or possible conflict of interest may ensue;
- 4) Be allowed to continue serving her/his term should any of the following circumstance occur:
 - 4.1 negligence in fulfilling the mandate of one's office;
 - 4.2 non-performance of her/his duties and obligations;
 - 4.3 violation of the Code of Ethics and Professional Standards for Psychology Practitioners in the Philippines as sanctioned by the PAP Board based on the investigation and recommendation of the Committee on Scientific and Professional Ethics;
 - 4.4 violation of the Code of Ethics and Professional Standards for Psychology Practitioners in the Philippines as decided by the PRC Professional Regulatory Board of Psychology; and
 - 4.5 conviction by final judgment of a crime involving moral turpitude with a penalty of *reclusion perpetua*.

SECTION 3. Sanctions and Penalties. Any person or PAP member, Board of Directors or officers who violate any provision of this By-Laws shall be sanctioned accordingly. These sanctions do not preclude the filing of appropriate charges or legal remedies as provided by law.

Specific sanctions and penalties are provided below:

- a) For non-PAP members:
 - 1) Those who do not qualify will not be granted a Certificate of Membership.
 - 2) Those found guilty of giving false, inaccurate, misleading information or those who misrepresented herself/himself without a valid license shall not be granted PAP membership and shall be barred from membership until such time it is lifted by the Board. The length of the disqualification shall be in no way less than three (3) years but not more than ten (10) years.
- b) For PAP Members. Any PAP Member found guilty of any of the prohibited acts shall be barred from being granted Member in Good Standing, the duration of which shall be decided by the Board, and/or be subject to fines, as

may be determined by the Board in a schedule of penalties. In the absence of the schedule of penalties only the withholding of the Certificate of Member in Good Standing shall be imposed.

- c) For PAP Board of Directors and Officers. Any PAP Board of Director or Officer found guilty of the prohibited acts mentioned above shall suffer the penalties of censure, suspension or removal from office subject to a vote of two-thirds (2/3) of all PAP Board of Directors. In deciding the penalty, the Board must ensure a thorough and comprehensive deliberation on the gravity of the offense, impact on the unit concerned, and the overall operations of the Association, among others.

Removal from office shall disqualify a member from becoming an officer of the Association until after such time the disqualification is lifted by the Board. The length of the disqualification shall be in no way less than three (3) years but not more than ten (10) years. However, if the reason for removal is based on a conviction by final judgment of a crime involving moral turpitude with a penalty of *reclusion perpetua*, the disqualification shall be perpetual.

ARTICLE XIV

AMENDMENTS

SECTION 1. *Rules of Amendment.* This By-Laws may be amended, repealed or altered, in whole or in part, by a majority vote of the active regular members of the Association at its General Assembly, a special meeting called for this purpose, or through an online platform, *provided* that any amendment to be voted upon had been previously approved by the majority of all the members of the Board. Members shall have at least one (1) month to study any proposed change to this By-Laws.

SECTION 2. *Mechanics of Amendment.* The Board may create a special committee which shall be responsible for formulating the mechanics which shall include among others: (1) conducting consultations; (2) presenting for the Board's consideration the proposed amendments; and (3) reporting to the Assembly the final version of the amendments for ratification.

SECTION 3. *Date of Effectivity of Amendments.* This By-Laws and any other amendments shall be ratified by the members and shall take effect only upon approval by the Securities and Exchange Commission.

ARTICLE XV

MISCELLANEOUS PROVISIONS

All rights and/or privileges earned or acquired through membership or officership by virtue of the previous By-Laws shall be subsisting until expiry of the same.

If any provision of this By-laws shall be considered invalid, the remainder thereof not affected shall remain in full force and effect.

All resolutions and directives issued by the Board and other instrumentalities in the PAP that are inconsistent with the provisions of this By-laws are hereby repealed or modified accordingly.

CERTIFICATE OF AMENDMENT TO THE BY-LAWS OF THE PSYCHOLOGICAL ASOCIATION OF THE PHILIPPINES, INC.

The undersigned, Board of Directors & Corporate Secretary of THE PSYCHOLOGICAL ASOCIATION OF THE PHILIPPINES, INC., an association duly registered, existing under and by virtue of laws of the Republic of the Philippines, with principal office at Room 208, 2/F, PSSC Building, Commonwealth Avenue, Diliman Quezon City, Metro Manila, Philippines, do hereby certify that the document attached hereto and made integral part hereof entitled "Psychological Association of the Philippines (PAP) By-Laws (Amended) is true and a correct copy of the By-Laws of the said association as amended and approved by the majority of the active regular members and by the majority members of the Board of Directors during the general membership meeting held on September 21, 2018 at the Philippine International Convention Center, Manila.

IN WITNESS WHEREOF, we the undersigned incorporators and/or members of the association present at said meeting and voting thereat in favor of the adoption of the foregoing By-Laws and hereunto affixed our signatures this _____ day of _____, _____, Philippines.

RON R. RESURRECCION
President
TIN:203-067-589

MARC ERIC S. REYES
Vice-President
TIN:173-323-590

JOHN MANUEL R. KLIATCHKO
Corporate Secretary
TIN: 118-544-343

CELY D. MAGPANTAY
Treasurer
TIN: 212-025-399

GLENN G. GLARINO
Internal Relations Officer
TIN: 137-947-952

NESTOR L. SIBUG
External Relations Officer
TIN: 402-476-786

LIANE P. ALAMPAY
Member
TIN: 209-076-722

VIOLETA V. BAUTISTA
Member
TIN: 001-906-014

EDUARDO C. CALIGNER
Member
TIN: 107-268-634

GERALDO DC. COSTA
Member
TIN: 441-441-482

CLARISSA D. DELARIARTE
Member
TIN: 135-110--624

JERRY J. JURISPRUDENCIA
Member
TIN: 194-868-326

PRICILA BUZON-MARZAN
Member
TIN: 116-143-079

CARMENCITA H. SALONGA
Member
TIN: 128-788-227

FELICIDAD T. VILLAVICENCIO
Member
TIN: 148-872-855

MARGARET HELEN U. ALVAREZ
Ex-Officio
TIN: 118-723-740

SUBSCRIBED AND SWORN TO BEFORE ME THE UNDERSIGNED Notary Public
For and in _____, this _____ at
_____ by the above signatories with their current PRC license number.

Doc. no. _____
Page no. _____

Book no. _____
Series of _____