



PHILIPPINE INSTITUTE OF CIVIL ENGINEERS, INC.

AMENDED BY-LAWS
(Approved by SEC on September 22, 2022)



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
Ground Floor, Secretariat Building, PICC
City Of Pasay, Metro Manila

COMPANY REG. NO. 53896

CERTIFICATE OF FILING OF AMENDED BY-LAWS

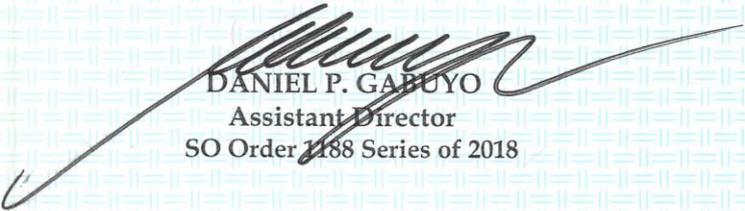
KNOW ALL PERSONS BY THESE PRESENTS:

THIS IS TO CERTIFY that the Amended By-Laws of

PHILIPPINE INSTITUTE OF CIVIL ENGINEERS, INC.

copy annexed, adopted on June 17, 2022 by majority vote of the Board of Trustees and by the vote of at least two-thirds of the members of the corporation, and certified under oath by the Corporate Secretary and a majority of the said board was approved by the Commission on this date pursuant to the provisions of Section 47 of the Revised Corporation Code of the Philippines, Republic Act No. 11232, which took effect on February 23, 2019, and copies thereof are filed with the Commission.

IN WITNESS WHEREOF, I have set my hand and caused the seal of this Commission to be affixed to this Certificate at Pasay City, Metro Manila, Philippines, this 22nd day of September, Twenty Twenty Two.


DANIEL P. GABUYO
Assistant Director
SO Order 1188 Series of 2018

ED/qba

ARTICLE I - GENERAL PROVISIONS

SECTION 1 - NAME OF THE ORGANIZATION - The name of the organization shall be the PHILIPPINE INSTITUTE OF CIVIL ENGINEERS, INC., acronymed PICE, and hereafter referred to as the Institute.

SECTION 2 - HEADQUARTERS - The Institute shall maintain a headquarters office at **Unit 705 Futurepoint Plaza 1 Condominium, 112 Panay Avenue, Quezon City. (As amended on June 17, 2022)**

SECTION 3 - OBJECTIVES - The objectives of the Institute shall be:

- (a) the advancement of the knowledge and practice of civil engineering;
- (b) the fostering and improvement of civil engineering education;
- (c) the stimulation of research in civil engineering;
- (d) the professional improvement of its members;
- (e) the maintenance of high ethical standards in the practice of civil engineering;
- (f) the promotion of good public and private clientele relationships;
- (g) the development of fellowship among civil engineers;
- (h) the encouragement of professional relations with other allied technical and scientific organizations;
- (i) the establishment of a central point of reference and union for its members and the civil engineering profession; and
- (j) the acquisition, ownership, management and disposal of real and/or personal property incidental to or in furtherance of the above objectives of the Institute.

SECTION 4 - INSTITUTE SEAL AND BANNER - The Corporate Seal of the Institute shall be adopted or revised after a thorough study by a Committee appointed for the purpose, approved by the Board of Directors and ratified by the majority of the members present during a convention of the Institute or by the Electoral College acting as a representative body for the general membership in accordance with the provisions of Section 1(b) of Article V of these By-Laws. The Seal shall not be changed, altered or revised oftener than once every ten (10) years.

The Banner of the Institute shall be of standard design with the Institute Seal as the central motif. Above the Seal shall be inscribed the words PRC Accreditation No. 007.

SECTION 5 - JURIDICAL POWERS AND PREROGATIVES OF THE INSTITUTE - The Institute shall have the legal powers appertaining to a juridical person, particularly the powers to sue and to be sued; to enter into contract; to acquire and hold real and personal property necessary for corporate purposes and to mortgage, lease, sell, transfer, convey or otherwise dispose of the same; to solicit and receive public and private donations and contributions; to accept real and/or personal property given as gifts or bequests by public entities and/or private individuals or institutions; and to do such other acts as may be necessary and proper to put into effect or promote the objectives for which the Institute is organized.

Sell of properties shall be approved by at least 2/3 vote of the National Board. (As amended on June 17, 2022)

SECTION 6 - NOTICES AND PROCESSES - Service of all notices and processes intended for the Institute shall be rendered on the Executive Director who shall forward the said notice to the National Secretary. Notices and processes intended for any of the various Chapters may be served on either the Chapter President or its Secretary.

Except as otherwise provided in these By-Laws, notices to be served upon any member of the Institute by the National Administrative Office or by a Chapter shall be deemed as having been given when

the notice has been sent by registered mail, postage fully pre-paid, addressed to the member at his last-known residence or office address indicated in his latest up-dated record in the membership roll on file with the National Administrative Office or the Chapter concerned. Notice from the National Administrative Office may also be sent to the proper Chapter for service. In cases of urgency needing immediate action, the notices may be served by **electronically such as but not limited to electronic mail, SMS, Messenger, Viber**, or other available means of fast communication in addition to the notices sent by mail. **(As amended on June 17, 2022)**

ARTICLE II - MEMBERSHIP

SECTION I - CLASSIFICATION OF MEMBERSHIP - The membership of the Institute, shall consist of Regular Members, Associate Members, Fellows of the Institute, Honorary Members, Life Members, Retired Members, and Student Members. Membership in the Institute shall be only through the Regular Chapters organized in accordance with Article III of these By-Laws. However, Honorary Members shall not belong to any Chapter but to the Institute as a whole, while Student Membership shall be through the Students Chapters organized in accordance with Article XI of these By-Laws. Qualified Institute members may also join affiliated specialized and/or fraternal civil engineering organizations authorized under Section 4 of Article VII of these By-Laws without prejudice to their membership in the Institute.

SECTION 2 - REGULAR MEMBERSHIP - A Regular Member shall be one who is duly registered in the rolls of the Professional Regulation Commission or its predecessors, hereinafter referred to as the PRC, to practice Civil Engineering in the Philippines and who fulfills all other requirements for membership as provided in these By-Laws. All duly registered Civil Engineers who possess none of the disqualifications for membership shall be automatically accepted as Regular Members after verification of Membership Information Sheet submitted by the registrant to the National Administrative Office or to any accredited Chapter as provided for in Article III of these By-Laws and upon payment of all fees and dues required of new members. All Regular Members shall join the appropriate Provincial or Metro Manila Chapters, as determined in Section 4, thereof. New registrants enlisting in a Chapter shall be considered new members joining the chapter, unless stated otherwise by the registrant. Those enlisting with the National Administrative Office shall indicate their choice of chapter in accordance with Sections 3 & 4 of Article III of these By-Laws. Only Regular Members in good standing as defined in Section 8 of Article VIII thereof, who are listed in the appropriate chapter shall be eligible to vote or be voted upon as Directors of their respective chapters and as voting or alternate delegates to the Electoral College as the case may be.

SECTION 3 - ASSOCIATE MEMBERSHIP - An Associate Member shall be one who has acquired the degree of Bachelor of Science in Civil Engineering (BSCE) or its equivalent from any recognized engineering institution in the Philippines or abroad but who has not yet been admitted to the practice of Civil Engineering by the PRC, and who otherwise fulfills all other requirements for such membership as provided in these By-Laws. Associate Members shall likewise be required to join the proper chapter as in the case of Regular Members. They shall not however be eligible to vote or be voted upon but shall have the right to participate in debates or discussions in the affairs of the chapter to which they are connected.

SECTION 4 - FELLOWS OF THE INSTITUTE - A fellow must be a Regular Member in good standing **pursuant to Section 8, Article VIII of these By-Laws continuously for the last twenty (20) years, at least two years of which as Life Member immediately preceding his/her Nomination as Fellow**, and who has made significant contribution to PICE and achieved eminence in any field of Civil Engineering in consonance with the objectives of the association; **and any of the following (As amended on June 17, 2022)**

- a) had been at least a National Director or Officer of the Institute for two (2) terms not necessarily continuous, and had paid all his dues as Associate or Regular Member of PICE continuously for the last fifteen (15) years immediately preceding his/her nomination as Fellow; or
- b) had been a National President of the Institute or either of its predecessors for at least one (1) term and had paid all dues continuously for the last ten (10) years immediately preceding his/her nomination as Fellow; or
- c) had been a Chapter President for at least two (2) terms and had paid all dues continuously for at least ten (10) years immediately preceding his/her nomination as Fellow. (As amended on November 25, 1999)
- d) **had been awarded as Outstanding Professional of the Year in Civil Engineering by the PRC. (As amended on June 17, 2022)**

All Fellows of the Institute shall retain the rights, privileges and obligations appertaining to the ordinary membership status, particularly the right to vote and be voted upon. He shall also continue to pay all fees, and special assessments required under Article VIII of these By-Laws. **(As amended on June 17, 2022)**

SECTION 5 - HONORARY MEMBERSHIP - Honorary Membership may be conferred upon any person who is not a Civil Engineer but who has performed notable and outstanding achievement, contribution or service in the interest of the Civil Engineering profession. Nomination to this classification shall be submitted to the Chapter Board of Directors in a resolution signed by at least five (5) Regular Members in good standing. Upon receipt of the resolution, the Chapter Board shall create a special committee to investigate and evaluate the achievements of the nominee prior to recommending the nomination to the National Board of Directors for final approval. If desired, the National Board may create its own committee to further investigate and/or evaluate the nomination. Conferment of Honorary Membership requires a unanimous vote of the entire National Board of Directors. The nominee shall be notified of the approval of his nomination as Honorary Member of the Institute and such membership shall be effective only upon his acceptance thereof.

SECTION 6 - LIFE MEMBERSHIP - Any Regular member who, at the time of his application for this classification shall have been a member in good standing of the Institute continuously for at least seven (7) years shall be classified as Life Member after verification and approval of his application by the National Board of Directors. Life membership shall thereafter become effective only upon payment of the Life Membership fee prescribed under Section 3 of Article VIII of these By-Laws. A Life Member shall continue to possess and enjoy all the rights and privileges of a Regular Member in good standing but shall already be exempt from the payment of annual dues and shall attend either the regional, midyear or annual convention at least once a year. He shall, however, still be required to pay all special assessments levied against active members, the non-payment of which may result in temporary curtailment of his privileges to vote or be voted upon. (As amended on March 26, 2021)

SECTION 7 - PRESIDENT EMERITUS OR MEMBER EMERITUS - Any Past President or Regular Member in good standing who is seventy (70) years old or older may be conferred the title of "President Emeritus" or "Member Emeritus" as appropriate in recognition of his significant contributions to the Institute and to the advancement of the Civil Engineering profession. As President Emeritus or Member Emeritus, he shall be entitled to special privileges to be determined by the Board of Directors. (As Amended June 28, 2002)

SECTION 8 - STUDENT MEMBERSHIP - Any student enrolled not lower than in the third year in a recognized engineering institution in the Philippines offering the prescribed course leading to the degree of Bachelor of Science in Civil Engineering or its equivalent and who shall fulfill all other requirements for membership set forth in these By-Laws shall be eligible for membership in this classification. Student Membership shall cease two (2) years after graduation, but in no case shall such membership continue more than five (5) years after his admission to this classification unless an

application for reclassification to either Associate or Regular Membership is pending. Student members in a particular Institution must join the Students Chapter organized therein in accordance with Section 2 of Article XI of these By-Laws. Student Members who transfer to another educational institution during the course of their study shall therefore take steps to likewise transfer their membership to the Students Chapter in their new school after obtaining clearance from their former chapter. The Chapters concerned shall properly advise their respective Mother Chapters and the National Administrative Office of such transfers.

SECTION 9 - RECLASSIFICATION OF MEMBERSHIP - Associate Members are eligible for reclassification of Membership as Regular Members while Student Members are eligible for reclassification as Associate or Regular Member upon fulfillment of the required qualification for the classification aspired for.

SECTION 10 - RESPONSIBILITIES OF MEMBERS - Members of the Institute of all classifications shall be under obligation to:

- (a) adhere to the Code of Ethics for Civil Engineers and to inform their respective Chapter Secretaries or the Executive Director of any infringement thereof by any Civil Engineers that may come to their knowledge;
- (b) adhere to the Code of Ethics;
- (c) actively participate in the affairs of the Institute and of the Chapter to which they belong;
- (d) regularly pay all fees, dues and other assessments as these become due; and
- (e) notify the Executive Director and their respective Chapter Secretary of any changes in their addresses, and/or of their membership status.

SECTION 11 - DISCIPLINARY ACTION ON MEMBERS - The Board of Directors may, in its discretion, place a member on inactive status after duly appraising the member of his offense, temporarily divesting him of his membership privileges and/or relieving him of his normal dues obligations. The Board of Directors may likewise consider proceedings leading towards the disciplinary action of any member upon information coming to its notice or upon the written complaint of any two members. If the complaint appears to warrant further action, the Board shall formally advise the member concerned in writing of the complaint against him, and of the date on which the charges will be considered. The respondent may, if he desires, present his defense, either in person or through counsel on the date set forth in the notification letter. The final decision of the Board shall be taken after evaluation of evidence adduced in the case. At least two-thirds (2/3) vote of the entire Board shall be required for expulsion of any member while all other disciplinary actions can be taken by majority vote thereof, unless otherwise provided in these By-Laws. The Board of Directors shall notify the general membership through the Chapter Presidents of any action resulting in expulsion and, in its discretion may notify the membership of any other disciplinary action. In an expulsion case, the respondent may elect to appeal. Appeals shall be submitted to the general membership in a form to be prescribed by the Board of Directors, which shall include a statement of the charges, the action of the Board thereon, and also the statement of the person making the appeal. In the absence of a general membership meeting, the appeal may be taken up in the Electoral College acting as a representative body for the Institute in accordance with provisions of Section 1 (b) of Article V of these By-Laws. The vote of a majority of the ballots cast in the General Meeting or in the Electoral College, as the case maybe, provided that there is a quorum, shall be required to affirm or reverse the action of the Board. Disciplinary action on a member involving his relationship with the PRC shall be forwarded to the PRC through the Board of Civil Engineering, for appropriate action.

SECTION 12 - TERMINATION OF MEMBERSHIP - Membership in the Institution shall be terminated or forfeited for any of the following causes:

- (a) Death automatically terminates memberships

- (b) Violation of the Code of Ethics for Civil Engineers or judicial conviction of an offense involving moral turpitude is subject to disciplinary action in accordance with the preceding section. After verification of such violation or conviction by the Board of Directors, termination or forfeiture of membership shall be effective upon affirmative vote of at least ten (10) directors or two-thirds (2/3) of the entire Board;
- (c) Voluntary resignation submitted in writing to the National or Chapter Secretary - who shall forward such resignation to the National Board of Directors for disposition. If the resignation is accepted, a copy thereof shall be furnished the National Administrative Office and the Chapter concerned for proper recording. If all the financial obligations to the Institute and to his Chapter of the resigning member have been met and if there are no charges pending against him, his resignation may be accepted with regrets as "Resigned in good standing". If the resigning member is in arrears in his financial obligations, the Board may accept the resignation without prejudice to taking other action prescribed by appropriate sections of these By-Laws.
- (d) Non-payment of fees and dues immediately terminates membership. However a grace period of one (1) year maybe granted upon the recommendation of the Chapter President, subject to the approval of the National Board. Any person whose membership is forfeited, terminated, or placed under inactive status shall be divested of all rights and privileges available to members in good standing.
- (e) Any member, officer or director of either the national or local chapter may be removed for cause and after due process pursuant to this By-laws. (As Amended on March 26, 2021)

SECTION 13 - REINSTATEMENT OF LOST MEMBERSHIP - Only membership lost due to causes (b) (c) and (d) of the preceding Section 12 and membership placed on inactive status under Section II of this Article may be eligible for reinstatement.

A member whose voluntary resignation had been accepted by the National Board of Directors may apply for reinstatement in such form and detail as may be prescribed by the National Board, which form shall contain an agreement to conform with all requirements of the institute, in the event of reinstatement. The Reinstated Member shall pay a reinstatement fee aside from all his delinquent dues in accordance with Section 5 of Article VIII of these By-Laws. He shall likewise submit an updating of his experience record from the time of the termination of his membership.

A member whose membership is terminated for non-payment of fees and dues may be eligible for reinstatement by fulfilling previous requirements or delinquencies and paying a reinstatement fee in accordance with Section 5 of Article VIII of these By-Laws.

A member placed by the National Board of Directors on inactive status under Section 11 of this Article may be reinstated at the discretion of the Board. A Reinstated Member shall pay all back dues and assessments including those for the current year, together with the required Reinstatement Fee.

Upon payment of all the required reinstatement fees, back dues and assessments and after approval of the reinstatement application by the National Board, the reinstated member shall automatically be restored of his/her rights and privileges, except the right to be voted upon for any chapter or national position either for a Director or Officer until after two years from the effectivity of his or her reinstatement. (As Amended on March 26, 2021)

The National Board however, may adopt measures which will provide incentives including waiver and/or discounts in the payment of reinstatement fee and back dues and assessments, to members

who desire to be reinstated upon the recommendation of the Chapter Board of Directors. Any scheme of the National Board involving waiver and/or discounts in the payment of back dues and assessments shall be subject to the approval of at least the majority vote of the National Board prior to its effectivity. (As Amended on March 26, 2021)

ARTICLE III - REGULAR CHAPTERS

SECTION 1 - FORMATION OF CHAPTERS - In the furtherance of the objectives of the Institute, the fostering of closer association among Institute Members in an area or locality, the encouragement of members thereof to prepare and discuss papers on the study of civil engineering problems in that area or locality, and the encouragement of cooperative with other allied engineering, technical or scientific groups in the area or locality in matters of common interest, the General Membership of the Institute shall be organized into autonomous Chapters comprising members of all classifications, except Honorary and Student Members, residing or having principal sites of business in the area to be served by the Chapter.

SECTION 2 - ISSUANCE OF CHAPTER CHARTERS - A Charter for a Chapter may be issued by the National Board of Directors upon petition or request of at least twenty-one (21) prospective Regular Members of the Chapter to be constituted, after verification by the committee on Chapter Affairs that the proposed Chapter conforms with all the requirements of this Article or as may hereafter be required, and shall remain established until the Charter is revoked, revised or amended by the National Board.

SECTION 3 - BOUNDARIES OF CHAPTERS - Except in Metro Manila, the boundaries of each Chapter shall initially follow the provincial boundaries. For purposes of this provision, the province shall include all the cities which were originally part of that province before such cities were created. However, if prior to the adoption of these New By-Laws, a Chapter had already been organized in any city, separate and distinct from the Chapter of the mother province, or where two Chapters had already been created in separate portions of a province, such chapters may be allowed to remain in existence provided that these Chapters shall be confined to contiguous territories as required in Section 9 of this Article such that there shall be no overlapping of territorial jurisdictions of adjacent chapters.

Due to the proportionally greater number of prospective members in Metro Manila, the National Capital Region shall initially be constituted into six (6) chapters, to wit:

- (a) Quezon City Chapter (Already in existence);
- (b) East Metro Manila Chapter comprising the municipalities of Marikina, Mandaluyong, Pasig, Pateros, San Juan and Taguig (Already in existence);
- (c) Lungsod ng Maynila Chapter (Already in existence);
- (d) Makati Chapter (Already in existence);
- (e) South Metro Manila Chapter to be composed of Las Pinas, Muntinlupa, Paranaque and Pasay City; and
- (f) North Metro Manila Chapter to be composed of Caloocan City, Malabon, Navotas and Valenzuela.

Nothing in this Section shall bar members residing and/or working abroad from forming a chapter for any territorial jurisdiction, e.g. state, nation or even cluster of countries. The National Board of Directors may also form an International Chapter based at the Principal office of the Institute to handle the affairs of members residing and/or working abroad who do not belong to any chapter. (As amended on November 25, 1999)

SECTION 4 - MEMBERSHIP IN THE CHAPTERS - After the issuance of the Charter to a particular Chapter, all Institute Members of all classifications who are eligible for membership in the Chapter as defined in Section 1 of this Article shall automatically be accepted as members of the chapter. In cases where the residence of the members and his principal site of business are covered by separate jurisdictions, the member shall choose in writing to which chapter he desires to belong and such choice shall remain in effect until he moves to another residence or site of business, as the case may be, such that he shall no longer be eligible for membership in the chapter of his original choice. In such case, or for other valid reasons that a member may want to change chapter affiliation, he shall again exercise a new option in writing to determine his new chapter. However, for purposes of optimum participation/involvement of the Member and of greater interest of the Institute, a Member whose residence is within the jurisdiction of one chapter (Original Chapter), but whose place of work/business is within the jurisdiction of another distant Chapter, the member may avail of dual Chapter Membership, provided that he/she must be a member of good standing on both chapters and shall not serve as Director or Officer of both chapters at the same time/simultaneously. (As amended on March 26, 2021)

All such options shall be addressed to the National Board through the Chapter Presidents concerned. A clearance from the Executive Officer shall be obtained upon recommendation of the President and the Treasurer of the chapter to which he previously belonged to before his transfer to another chapter can be effected.

Likewise, a clearance from the original chapter and acceptance of the second chapter shall also be obtained prior to application for dual chapter membership which will be submitted for recommendation of the membership committee and approval by the National Board. Payment of all dues, fees and assessments shall be made by the member regularly for both chapters. (As amended on March 26, 2021)

SECTION 5 - CHAPTER BY-LAWS AND MANAGEMENT - The Chapters, being autonomous branches or subdivisions of the Institute, may adopt their own By-Laws not in conflict with these By-Laws or the best interest of the Institute. For this purpose, a set of uniform basic provisions of such By-Laws shall be provided by the Institute. Such uniform provisions shall include:

- (a) Name of the Chapter;
- (b) Territorial jurisdiction of the Chapter;
- (c) Headquarters of the Chapter;
- (d) Powers and Prerogatives of the Chapter;
- (e) Composition of the Chapter Board of Directors and Officers of the Chapter, including the mode of nomination and manner of their election. Also to be elected will be the Chapter Delegates to the National electoral College and their alternates;
- (f) Meetings of the Chapter and its Board of Directors;
- (g) Manner of fixing of chapter Annual Dues as provided in Section 2 of Article VIII of these By-Laws to meet the needs of the Chapters;
- (h) Creation of Membership and other needed standing committees. The Membership Committee shall act on problems referred to the Chapter by the National Board of Directors or the Executive Director regarding relationship of members with the Chapter itself or with the Institute in general;
- (i) Disciplinary action on its members. In addition to the basic uniform Chapter By-Laws, special provisions may be added by each chapter to suit the peculiar conditions in each chapter.

The Chapter By-Laws proposed for adoption, or any subsequent proposed amendments to such By-Laws, shall be submitted to all the voting members of the Chapter at least thirty (30) days before a meeting called to ratify the proposed By-Laws or amendments. A quorum must be present at such a meeting and a majority of those present shall be required for adoption of such By-Laws or

amendments. The By-Laws or amendments, as adopted by the Chapter, shall be forwarded to the National Board of Directors within thirty (30) days for verification by the Committee on Chapter Affairs as to its conformity with these By-Laws before taking effect. Upon recommendation of the Committee, the National Board shall approve or disapprove in whole or in parts the proposed Chapter By-Laws or amendments thereto at its next regular or special meeting. The Executive Director shall immediately advise the Chapter concerned of the action of the Board. In case of disapproval of any provision, the Executive Director shall state the objections of the Board on the disapproved provision.

All Articles of Incorporation and by-laws of the chapters shall first be approved by the National Board. Since chapters are issued their respective charters by the National Office, they are already deemed under the umbrella of one national organization and there is no need for them to have a separate registration in the Securities and Exchange Commission (SEC).

All proposed By-laws and amendments thereto of any chapter shall be approved by the National Board of Directors.

The National Board of Directors should determine which chapters are already incorporated. Those chapters which are already incorporated and whose incorporation documents are properly maintained and updated shall be allowed to continue subject to some conditions that they shall continue to observe good corporate housekeeping. Those SEC registered chapters whose corporate and financial documents are not updated and properly maintained shall be give a grace period to update, which shall be determined by the Board.

The obligations and liabilities of the incorporated chapters are theirs alone unless there is a written agreement to the contrary. (As Amended on December 15, 2014)

SECTION 6 - COORDINATION OF CHAPTER ACTIVITIES - The National Board of Directors, through its Committee on Chapter Affairs, shall coordinate the activities of the various chapters. There shall be a Regional Coordinator for every region who shall be recommended yearly during each convention by the Chapter Presidents within the region whose names shall be submitted for selection and appointment by the National Board and shall serve as Ex-officio directors without the power to vote. The Regional Coordinator must be preferably an Incumbent Chapter President or a Past President within the region. To this end, the Chapters shall submit written schedules of special activities within the Chapter, particularly those related to National activities. The Chapters shall be required to render written quarterly reports to the Executive Director (for inclusion in the Annual Report of the National President. This report shall include a summary of the Chapter's activities for the quarter (ending with the date of the report) and a roster of Chapter Members in Good Standing. (As Amended on December 15, 2014)

SECTION 7 - CHAPTER PARTICIPATION IN INSTITUTE ACTIVITIES - The Chapters shall be encouraged by the National Board of Directors to actively participate in the affairs of the Institute. Periodic conferences shall be set and the chapters shall recommend the date, time and site of each conference, subject to the concurrence and approval of the National Board. Chapters shall not assume to speak for the institute unless authorized by the National Board of Directors. Violation of this rule shall constitute sufficient cause for the Board to impose disciplinary action against the offending chapter which shall include termination of the relationship of the said chapter with the Institute and the revocation of the Chapter's Charter.

SECTION 8 - SUPERVISION OVER STUDENTS CHAPTERS - Each regular chapter shall actively support the organization of Students Chapters in all engineering institutions within their respective jurisdictions in accordance with Section 1 of Article XI of these By-Laws and shall exercise general supervision over such Students Chapters as provided therein. It shall also encourage the confederation of these

chapters into a council for the pursuit of common goals and interests as provided in Section 6 of Article XI of these By-Laws.

SECTION 9 - SUBDIVISION OR MERGER OF CHAPTERS - Whenever the general membership of a chapter finds it to the best interest of the Institute in general and the chapter membership in particular, the chapter may be subdivided (into two or more chapters) provided that the resulting new chapters shall cover contiguous territories composed of adjacent municipalities, or districts in the case of Metro Manila, and that there shall be no overlapping of territories of adjoining chapters. The subdivision of a chapter may be embodied in a resolution of the Chapter Board of Directors and duly ratified by the majority of the voting members of the original chapter before presentation for approval of the National Board of Directors and the issuance of a revised or amended Charter for each of the new chapters. Membership in the new Chapters shall comply with minimum requirements in Section 4 of this Article and other pertinent provisions in the preceding Article II hereof.

In like manner, two or more chapters may be merged through a joint resolution of the Board of Directors of the Chapter concerned and ratified by a majority of the voting members of each chapter, provided that the resulting chapter will form a contiguous territory.

ARTICLE IV - MANAGEMENT OF THE INSTITUTE

SECTION 1 - THE BOARD OF DIRECTORS - The Corporate Powers of the institute shall be vested in a Board of Directors which shall manage the affairs of the Institute in conformity with the provisions of these By-Laws. (As Amended on December 15, 2014)

SECTION 2 - COMPOSITION OF THE BOARD - The Board of Directors shall consist of fifteen (15) members elected annually by the voting delegates to the Electoral College in accordance with Article V of these By-Laws. There shall be seven (7) Directors from the Private Sector and Eight (8) from the Government Sector who are all members of the association apportioned as follows: (As amended on March 26, 2021)

A. Composition of the Board

(a) From the Private Sector

- Three (3) from the Construction Industry
- Three (3) from the Consultancy and Private Practitioners
- One (1) from the Educators or Academe

(b) From the Government Sector

- Four (4) from the National Government
- Two (2) from the Local Government
- One (1) from the Government Corporation
- One (1) from the Educators or Academe of State Colleges and Universities (As amended on March 26, 2021)

Private or government sector classification of a member shall be based on the main or principal job/position or function. No member shall be classified under both classifications. (As amended on March 26, 2021)

In addition to the fifteen (15) elected members as provided above, the Past Presidents of the Institute shall sit as Ex-Officio Members of the Board in an advisory capacity, without the right to vote. Regional Coordinators and Presidents of Affiliate Societies may be invited by the President to attend board

meetings and participate in the deliberations but without the right to vote. (As Amended on November 18, 2011)

B. Qualifications of the Board

1. A candidate for National President, President Elect and Vice President shall be at least an incumbent or past chapter president or past member of the National Board of Directors for at least two terms whose records of attendance both in regular and special meetings and major regular functions/activities during his/her tenure is higher than 50%. Major regular functions/activities are as follows: National Board of Directors Induction, National Midyear Convention and National Annual Convention and provided that he/she has no three (3) consecutive absences in board meetings. He/She must **at least be a Life Member in good standing for at least three (3) years prior to election. (As amended on June 17, 2022)**
2. A candidate for the National Board of Directors who is a past national/chapter board should also be qualified based on the pertinent provisions of Articles V, VI and VII of this Bylaws. (As amended on March 26, 2021)
3. A candidate for National Board of Directors shall be at least an incumbent or past member of the chapter board of directors for at least two terms, an incumbent or past national board of directors for at least two terms, or an incumbent or past Regional Coordinator for at least two terms. (As amended on March 26, 2021)
4. All candidates must have a valid Professional Regulation Commission (PRC) Identification Card as Civil Engineer at the time of nomination and election. (As amended on March 26, 2021)
5. All the above candidates must be properly and duly certified of their qualification and endorsed by their respective chapters. (As amended on March 26, 2021)

SECTION 3 – TENURE OF THE BOARD – Except for the Ex-Officio members, the members of the Board of Directors shall hold office for one (1) year until their successors shall have been elected and qualified Directors shall not hold office for more than **four (4)** consecutive terms and no officer shall serve for a **fourth** consecutive term in the same office. **(As amended on June 17, 2022)**

SECTION 4 - POWERS AND FUNCTIONS OF THE BOARD - The Board of Directors shall have control and supervision over the business and affairs of the Institute and shall coordinate chapter activities. The Board shall also have such powers and authorities as are herein provided in these By-Laws or as are expressly conferred upon it by the statutes of the Philippines.

Without prejudice to the general powers herein above conferred the Board of Directors shall have the following expressed powers and functions;

1. Plan, organize, direct, coordinate and control the activities of the Institute in accordance with the **established Quality Management Standards; (As Amended on June 17, 2022)**
2. To make and amend rules and regulations provided these are not inconsistent with these By-laws or the policies of the Institute;
3. Approve the appointments of personnel as it may deem fit and proper as necessary to carry out the business and affairs of the Institute as well as to define their duties, responsibilities and compensations;
4. Approve or ratify expenditures of the Institute. (As Amended on December 15, 2014)

SECTION 5 – SPECIALTY DIVISIONS – The Institute shall have seven (7) Specialty divisions in the areas of Structural Engineering, Transportation Engineering, Water Engineering, Geotechnical Engineering, Project Management and Construction Engineering, Environmental and Energy Engineering and Civil Engineering Education which shall serve as the technical arms of the Institute at the national level.

The Board may create other specialty divisions as the need arises. Each division shall be headed by a Fellow, duly appointed by the Board upon the recommendation of the PICE President. Membership in any of the divisions is open to any **life member** in good standing. Activities of the Specialty Divisions shall include but not limited to: **(As amended on June 17, 2022)**

- (a) periodic assessment of the quality of practice;
- (b) setting of standards and practices;
- (c) preparations of CPE programs for direct implementation and/or implementation by the various chapters;
- (d) administration of technical sessions during national conventions, conferences and seminars;
- (e) identification of recipients of PRC certificate of Recognition. (As amended on November 25, 1999)
- (f) evaluate and act on PICE specialist applications within 30 days upon receipt of the application by the respective specialty division and shall recommend to the National Board for approval; and
- (g) shall spearhead the Institute's career progression and specialization program for all the members as mandated by the Professional Regulation Commission (PRC). (As Amended on March 26, 2021)

SECTION 6 - NATIONAL ADMINISTRATIVE OFFICE - The Institute shall have an Administrative Office headed by the Executive Director to administer the National Headquarters Office to ensure continuity in the implementation and execution of Board-approved projects and to maintain liaison with the various chapters. The Executive Director shall be a registered Civil Engineer with at least five (5) years managerial experience. Other necessary personnel of the Office may be recommended by the Executive Director to the Board of Directors whose decision thereon shall be final. **(As amended on June 17, 2022)**

SECTION 7 - LEGAL COUNSEL - The Institute may likewise engage the services of a Legal Counsel on part-time basis to provide necessary Legal Advice or Counseling in the normal business of the Institute.

SECTION 8 - COMPENSATION - Officers and Directors of the Institute shall serve without compensation but the Board may provide reimbursement for transportation and other necessary expenses incurred in the performance of their duties. The Board shall fix the compensation of all personnel employed by the Institute in carrying out its business and affairs.

SECTION 9 - MEETINGS OF THE BOARD - The Board of Directors shall hold a regular meeting once a month at the Office of the Institute or at such place as the Board may designate.

Special meetings of the Board may be called by the President or upon written request of at least five (5) Directors, with at least two (2) days prior notice of such special meeting to each Director, either by personal service or in writing.

SECTION 10 - QUORUM FOR BOARD MEETINGS - A majority of the members of the Board of Directors shall be necessary at all Board meetings to constitute a quorum for the transaction of business.

SECTION 11 - MINUTES OF BOARD MEETINGS - Minutes of all meetings of the Board of Directors shall be kept and carefully preserved as a record of the business transacted at such meetings.

SECTION 12 - ABSENCE OR DISABILITY OF BOARD MEMBERS - Unless otherwise provided for in these By-laws, the Board may delegate or entrust, temporarily or permanently, the powers, duties and functions of the absent, sick or disabled Officer to any other member of the Board whenever such action is found necessary to carry-out the normal business of the Institute.

SECTION 13 - RESIGNATION OR REMOVAL OF OFFICERS OR DIRECTORS FROM OFFICE AND FILING OF VACANCIES - Any Officer or Director of the Institute may resign at any time or remove for cause after

due process any time. Upon his resignation or removal, it shall be his duty to give an accounting of his duties, responsibilities and functions to the Board of Directors which is authorized to remove any officer or director by at least a 2/3 vote and accept by resolution, the resignation of any Elective Officer during his term, and the resulting vacancy may be filled by the remaining members of the Board as provided below. (As Amended on March 26, 2021)

If the Board should determine after proper inquiry that any of the Directors had for any reason become permanently unable to perform his duties, the Board may declare his seat vacant through a resolution of a majority of the remaining members.

If any vacancy or vacancies other than by removal or expiration of term exist in the Board by reason of death, resignation or otherwise, the remaining members of the Board, provided they constitute a quorum, shall, by majority vote, elect successors coming from the same sector and categories as the former incumbents. The Director or Directors so elected shall serve for the unexpired term of the Board.

If the remaining Board Members cannot muster a quorum, they shall call on the Electoral College to elect the new Board Members to serve for the unexpired term.

In the event that the President shall resign or shall be incapacitated or removed for just cause and after due process in accordance with this By-Laws, he/she shall be succeeded by the Vice President from the same sector as the President, who shall serve for the unexpired term of one year and/or until his next successor shall have had qualified consistent to and in harmony with Section 1 of Article VI of these By-Laws. (As Amended on March 26, 2021)

In case of vacancy of President-Elect and Vice President, they shall then be elected from the current Board coming from the same sector they represented. (As Amended on March 26, 2021)

SECTION 14 – COLLEGE OF FELLOWS (CoF) - All life members accepted to the level of Fellow shall belong to the College of Fellows.

- (a) Functions – Collectively, advise and support PICE Board of Directors on critical issues relevant to its by-laws, CE Law, PICE Code of Ethics and conflicts on professional practice with other allied professions.
- (b) Officers of the College of Fellows
 - i. Chancellor – The Chancellor must at least be a Past President of the PICE National and shall Chair College of Fellows Meetings.
 - ii. Vice Chancellor - Act as Chair in the absence of the Chancellor. He shall also have the qualification as the chancellor.
 - iii. Bursar - Act as Treasurer
 - iv. Scribe - Act as Secretary
 - v. Herald – Act as Public Relations Officer
- (c) Election of Officers - The election of officers shall be by secret balloting or viva voce among the members of the College of Fellows called for the purpose. A minimum of 20 fellows present in the meeting shall constitute a quorum.

No voting member of the National Board of Directors shall be elected as an officer of the College of Fellows.

- (d) Term of Office - The term of office of the officers of the College of Fellows shall be for a period of two years. Upon ratification of this amendment to the by-laws, the national board shall constitute the interim officers who shall hold office until the next regular election. The first regular election shall be held after the approval by the Securities and Exchange Commission of this amendment.
- (e) Conduct of election - Elections shall be held not later than the Annual National Convention nor earlier than a month from such.
- (f) Rules and regulations - The College of Fellows shall promulgate its own rules and regulation subject to the approval of the PICE National Board of Directors.
- (g) Role of PICE National Board of Directors in the College of Fellows - The PICE National Board of Directors shall provide secretariat and logistical support to the activities of the College of Fellows. As required by the pertinent provision of these by-laws, ratify, confirm and/or approve any action of the College of Fellows.
- (h) Funds - The funds for the operation of the activities of the College of Fellows shall ordinarily be sourced from the PICE funds.

However, the College of Fellows may raise its own funds as may be deemed appropriate and decided upon by the College collectively. Such funds raised shall be deposited to PICE National.

Disbursements shall be per approval of the national board as requested by the Chancellor.

- (i) Meetings - Regular meetings of the College of Fellows shall be held at least twice a year, at least thirty days before or in conjunction with the Midyear and the National Conventions, or as called for by the Chancellor or as requested by at least ten (10) members of the College. (As amended on March 26, 2021)

ARTICLE V - SCREENING AND ELECTION OF DIRECTORS (As amended on June 17, 2022)

SECTION 1 - THE ELECTORAL COLLEGE - An assembly of voting delegates from the duly accredited chapters is hereby created which shall be known as the Electoral College. The primary function of the College is to elect the members of the Board of Directors. In addition, the College shall:

- (a) Act as a Constituent Assembly to ratify amendments to the Articles of Incorporation of the Institute and/or these By-laws as approved by the Board of Directors in accordance with Section 1 of Article XII of these By-laws; or
- (b) Act as a Representative Body of the Institute to vote on all matters wherein the Corporation Code of the Philippines requires the vote or written assent of the General Membership of the Institute.

The assemblage of the College shall be held at the principal office within Metro Manila or in any other place within the Philippines as agreed upon by the Board, during the National and/or Midyear Conventions, provided that proper notice shall be served to all the members of the voting delegates. The attendance of at least one hundred (100) delegates in any meeting of the Electoral Colleges shall constitute a quorum, provided that the number of votes cast in the election of directors or to decide a main motion shall not be less than five hundred delegates. (As amended on November 18, 2011)

SECTION 2 - COMPOSITION, TENURE AND ORGANIZATION OF THE ELECTORAL COLLEGE - Each Chapter Delegation to the College shall consist of a number of Delegates at the ratio of one delegate for

every twenty-five (25) chapter members in good standing as verified by the Executive Director and for the excess thereof exceeding ten (10) members, such that every chapter shall have at least one delegate. Alternate delegates not in excess of one-half (1/2) of the regular delegates shall also be elected and duly accredited but shall sit in the College only in the absence of any of the regular delegates. Chapter Presidents, Fellows and life members automatically become delegates to the Electoral College, provided that the right and privileges thereof are not delegated; and that the number of such members shall be deducted from the total membership in the determination of regular delegates. (As amended on November 25, 1999)

Each chapter shall elect its delegates to the Electoral College not later than the last week of September of each year. Only chapter members in good standing shall be eligible to vote or be voted upon as chapter delegates. The term of the delegates shall begin immediately after accreditation for a period of one year, during which time they may be called upon to perform the additional functions stated in Section 1 above or as required in Section 12 of Article IV of these By-laws. (As amended on November 25 1999)

The names of the chapter delegates shall be submitted to the Executive Director after their election or chapter certification but not later than thirty (30) days before the annual election of the Institute. Incumbent chapter Presidents shall be automatic members of the Electoral College. All delegates shall be accredited by the officers of the Electoral College who will issue electoral college IDs. Ballots shall be given only to card bearing delegates properly identified. The College shall for its unexpired term continue to meet until the new members of the Board of Directors shall have been duly elected and/or when the functions called in Section 1 of this Article shall have been resolved. (As amended on November 25, 1999)

SECTION 3 - SCREENING AND QUALIFICATIONS OF CANDIDATES TO THE BOARD OF DIRECTORS - Applications to become Candidates for the Board of Directors shall be approved by a **Screening and Qualifications** Committee composed of five (5) members appointed by the incumbent Board of Directors, preferably from among the Past Presidents of the Institute. The members of the **Screening and Qualifications** Committee will elect among themselves a Chairman. **(As amended on June 17, 2022)**

A candidate to the Board of Directors shall submit and file his/her Certificate of Candidacy under the appropriate sector/category to which he/she belongs, to be supported/accompanied with an endorsement his/her chapter to the **Screening and Qualifications** Committee that shall determine, approve and certify the qualification of the candidate. **The Certificate of Candidacy** must be received by the Committee not less than thirty (30) days before the election. **Filing of candidacy** during the annual meeting of the Electoral College shall not be allowed. **(As amended on June 17, 2022)**

The **Screening and Qualifications** Committee shall deliberate and decide with finality all questions and issues that are brought to them in writing pertaining to the nominations. The committee shall resolve all issues immediately and shall promulgate its decision at least the day before election. **(As amended on June 17, 2022)**

A Candidate must **have a** valid PRC Identification Card as Civil Engineer and shall be a life member in good standing for at least **three (3)** consecutive years immediately prior to the day of the election. **(As amended on June 17, 2022)**

No candidate shall be nominated for more than one (1) category, either under the Government or Private Sector or sub-sectors therein, which shall be based on his/her principal/main position, job, work or functions. Furthermore, members of the Board whether National or Chapter whose records of

attendance both in regular and special meetings and major regular activities, is 50% or lower, with three (3) consecutive absences in meetings and who's not functioning in his duties and responsibilities as an officer/board/committee chair/member shall not be qualified to run for directorship for the succeeding year's election only. The immediate Past President, who is an ex-officio member of the Board of Directors shall have no voting rights neither shall he be nominated. **(As amended on June 17, 2022)**

SECTION 4 – NOTICE OF SCREENING RESULTS – All those who have submitted certificates of candidacy shall be notified in writing not less than fifteen (15) days prior to election date of the results of the screening committee.

Any appeal on disqualification shall be submitted not less than five (5) days prior to the election. Decisions on the appeals by the screening committee shall be final. (As amended on June 17, 2022)

SECTION 5 - CONDUCT OF THE ELECTION - There shall be an Election Committee, hereafter referred to as COMELEC, composed of five (5) Regular Members of the Institute to be appointed by the Board of Directors, for the preparation of all election paraphernalia and physical arrangements, supervision in the casting of votes, canvassing of votes cast, declaration and proclamation of the winning candidates, and other matters regarding the election. The COMELEC shall promulgate rules governing the conduct of the election, subject to approval by the Board at least one (1) month prior to the election, and its decision shall be final. Members of the COMELEC are disqualified to be a candidate and are prohibited from engaging in any form of electioneering activity. (As amended on November 18, 2011)

In the case that election could not be conducted in person due to valid and lawful reasons pursuant to laws/enunciated government policies, rules and regulations; the Institute through the COMELEC shall conduct the election virtually/online and shall promulgate the required internal measures based on the following:

1. The internal procedures may provide for the mechanism to verify the identity of the members and who among them have the right to vote during the meeting;
2. Measures to ensure that all electoral college members have the opportunity to participate in the meeting including an opportunity to read or hear the discussion substantially;
3. Mechanism to enable electoral college members to vote during the meeting including ensuring that the integrity and secrecy of the votes are protected;
4. Procedures for documenting the meeting and any process/motion which may be done afterwards;
5. Mechanism in making the record of the meeting, either video or audio recording, available to the members; and
6. Other matters to address administrative, technical and logistical issues. In the virtual conduct of election, the 1st Paragraph of Art. V, Section 5 above shall also govern the election.

The conduct of the election may also be postponed accordingly during health pandemic, other fortuitous events and pursuant to laws/enunciated government policies, guidelines, rules and regulations. And that proper reporting shall be prepared and submitted to the Securities and Exchange Commission (SEC). (As Amended on March 26, 2021)

SECTION 6 - CASTING OF VOTES - Each voting delegate shall personally and secretly cast his/her vote, without outside assistance or interference. No proxies shall be allowed. Each voting delegate shall secretly fill his ballot personally and without outside assistance or interference. The delegate shall ensure that all the slots in at least one sector shall be completely filled with the names of his chosen qualified candidates. Any sector containing vacant spaces and/or names of unqualified candidates shall be invalidated. After filling his ballot, the delegate shall personally drop it in the designated ballot box. (As Amended on November 18, 2011)

SECTION 7 - CANVASSING OF VOTES - After the voting delegates shall have cast their ballots within the specified time, the Chairman of the Comelec shall immediately canvass the votes cast to determine the votes obtained by each candidate. Canvassing shall be by Sectoral Category. Any Sectoral Category containing incomplete number of candidates or names of unqualified candidates shall be excluded. (As amended on November 25, 2004)

SECTION 8 - PROCLAMATION OF ELECTED DIRECTORS - Immediately upon completion of the canvass of the votes cast as provided in Section 7 above, the Chairman of the COMELEC shall proclaim the results of the election. The fifteen (15) members of the board shall then be proclaimed in the following manner. The top ranked candidate(s) in each sectoral category in terms of number of votes received shall be proclaimed as the winning candidate(s) to occupy the allocated slot(s) in that category. In case(s) of a tie(s), the winning candidate(s) shall be drawn by lot. (As Amended on March 26, 2021)

In the succeeding year's election, only fourteen (14) members of the board shall then be elected and proclaimed with exclusion of one (1) board position from the sub-sector of the president-elect. (As Amended on March 26, 2021)

In case a vacancy occurs prior to the assumption of office of the newly elected Board of Directors, except by removal or expiration of term, the next ranking candidate in the sector where the vacancy occurs shall fill the vacant slot. If there is no next ranking candidate the incoming members of the Board of Directors, if in quorum, shall fill the vacancy from the members in good standing belonging to the sector concerned. (As amended on November 18, 2011)

SECTION 9 - ELECTION OF OFFICERS OF THE BOARD - Immediately after the proclamation of the results of the election, the members of the incoming board shall, without further notice, convene under the supervision of the Chairman of the COMELEC to elect by open balloting from among themselves, the Officers of the Board and of the Institute for the incoming calendar year as provided in Section 1 of Article VI of these By-Laws. (As amended on March 26, 2021)

On the first election upon the effectivity of this amendment, the elected Board shall elect the President, the President-elect, Vice President and other officers in accordance with Article VI, Section 1 of this By-Laws. The person elected as president-elect shall serve as such and shall be a member of the Board and shall not be eligible for selection as vice-president. The President-elect shall serve as President following a one-year term as president-elect, thus the Board on subsequent elections shall not anymore elect the President. The President-elect shall assume the position of President after he/she is qualified under Article IV, Section 2 of these By-Laws. (As Amended on March 26, 2021)

The Presidency shall be rotated alternately from the government sector and private sector or vice versa or for clarity, if the year ends with an odd number, it will be the turn of the Private sector and on the other hand, if the year ends with an even number, it will be from government sector. Subsequently, the sector of the President shall also be the sector of the Vice President and the sector of the President-Elect shall come from the other represented sector. No re-election shall be allowed for the position of President and President-elect. The prohibition on re-election covers all elected

Presidents and Presidents-elect whether or not they have served a full term. (As Amended on March 26, 2021)

Under normal conditions, the tenure of office of the new Board of Directors shall start on the first day of January of the year following their election. But on extra-ordinary circumstances under Article V, Section 5 on election postponement; the tenure of office shall start on the 1st day of the following month immediately after the election until December 31 of that year. (As Amended on March 26, 2021)

ARTICLE VI - NATIONAL OFFICERS

SECTION 1 - OFFICERS OF THE INSTITUTE - Unless otherwise provided, the elective officers of the Institute shall consist of the President, President-Elect, Vice President, Secretary, Treasurer, Business Manager, Public Relations Officer and Auditor. Provided, that on the subsequent elections following the year of the approval of this amendment, the President shall not be any more elected by the Board since the President-Elect shall assume the Presidency. Other officers except for the President shall be elected from the newly-elected Members of the Board of Directors as provided in Section 9 of Article V of these By-laws. (As Amended on March 26, 2021)

SECTION 2 - DUTIES OF THE PRESIDENT

- (a) The President shall be the Chief Executive of the Institute.
- (b) He shall preside over all meetings of the Institute, of the Electoral College and of the Board of Directors.
- (c) It shall be his duty to implement the decisions and resolutions of the Board of Directors and shall have general supervision over all the affairs of the Institute.
- (d) He shall sign all negotiable instruments, checks, notes, contracts, and other papers of the Institute.
- (e) He shall perform all the duties and functions inherent in the Office of the President and such other duties and functions as may be assigned to him from time by the Board of Directors.
- (f) He is empowered to appoint such committee as he may find necessary to carry out any function or objective of the Institute.
- (g) He shall submit an annual report of the operations and activities of the Institute to the members of the annual meeting of the Electoral College. (as amended on November 25, 1999)

SECTION 3 - DUTIES OF THE PRESIDENT-ELECT - The President-elect shall serve for one (1) year. As President-elect, works closely with President in learning role and responsibilities to ensure continuity. At the end of this term, the President-elect shall become President and serve for one (1) year. He/She will act as the Chair of the Conventions Committee. In addition, hereto, the President-elect shall perform such other duties and functions as the President and/or the Board may assign to him/her from time-to-time.

SECTION 4 - DUTIES OF THE VICE-PRESIDENT - In case of death, absence or disability of the President, the Vice-President shall assume and discharge all the duties and functions of the President. In case of death, absence or disability of the Vice-President, or in the event that he/she assumes the duties and functions of the President, a member of the board shall be elected by at least a majority vote of the current board shall assume the duties of the Vice-President. He/She will act as the Chair of the Regional Technical Conferences Committee. In addition, hereto, the Vice-President shall perform such other duties and functions as the President and/or the Board may assign to him/her from time-to-time.

SECTION 5 - DUTIES OF THE SECRETARY

- (a) The Secretary shall properly keep and file a record of the minutes of the meetings of the Institute, of the Electoral College and of the Board of Directors and shall have custody of all other papers of the Institute.
- (b) He shall keep a complete roster and directory of members and a file of the activities of the Institute.
- (c) He shall send to all members in good standing reports, publications, newsletters, etc. as may be directed by the Board.
- (d) He shall be the custodian of the Seal of the Institute.
- (e) He shall attest all membership certificates and all formal contracts executed by the Institute or by the Board.
- (f) He shall attend to all the correspondences of the Institute.
- (g) He shall render an annual report of his office at the annual meeting.
- (h) He shall prepare the agenda for all meetings of the Institute as well as of the Electoral College and of the Board of Directors.
- (i) He shall send the required notices, either oral or written, of meetings of the Institute, of the Electoral College and of the Board of Directors.
- (j) He shall perform such other duties and functions as may be assigned to him by the Board.

SECTION 6 - DUTIES OF THE TREASURER

- (a) He shall be responsible for the collection of all fees, dues and such other funds as are due to the Institute.
- (b) He shall have custody of all funds and properties of the Institute.
- (c) He shall keep true, proper and accurate accounts of the funds, property, assets and liabilities of the Institute, and have such accounts open to examination at all reasonable hours by any member.
- (d) He shall deposit the funds of the Institute in such bank or banks as may be designated by the Board of Directors.
- (e) He shall countersign all checks, notes and other credit instruments.
- (f) He shall render reports as to the financial status of the Institute at every Board and perform such other duties and functions as the Board may assign to him.
- (g) He shall post bond for the faithful performance of duties.

SECTION 7 - DUTIES OF THE BUSINESS MANAGER

- (a) He shall attend to all business transactions or dealings which the Institute may engage.
- (b) He shall prepare the financial groundworks relative to social activities, programs and seminars.
- (c) He shall perform such other related duties and functions as the Board may assign to him.

SECTION 8 - DUTIES OF THE PUBLIC RELATIONS OFFICER

- (a) He shall promote good relations between the Institute and the general public.
- (b) He shall disseminate information on plans, programs, policies and important activities of the Institute through various media outlets and keep records of the disseminated information.
- (c) He shall head the Committee on PICE Publications as provided in Section 5 of Article VII of these By-laws.
- (d) He shall perform such other related duties as the Board of the President may assign to him.

SECTION 9 - DUTIES OF THE AUDITOR

- (a) Audit the funds of the Institute, from time to time, or as the need arises.
- (b) Said Audit Report must be submitted to the National Board of Directors for action or information.
- (c) Countersign the Financial Report of the PICE National Treasurer at every regular board meeting and general assembly of the Institute.
- (d) And, to perform other audit duties, functions and responsibilities as the PICE National Board of Directors may order. (As Amended on December 14, 2014)

ARTICLE VII - NATIONAL COMMITTEES

SECTION 1 - FORMATION OF NATIONAL COMMITTEES - To attain the objectives of the Institute and assist in undertaking its activities, the Board of Directors shall have the authority to create standing, special or temporary ad-hoc committees and to define their respective powers, prerogatives, functions, duties, and responsibilities.

The respective Chairs of these committees are required as part of their duties and responsibilities to conduct at least one successful meeting every two (2) months and shall prepare a written quarterly report to the President as to its meetings and accomplishments to be submitted ten (10) days after every end of each quarter. (As amendment on March 26, 2021)

Any communication, request or any matter referred to the committee shall be acted upon within ten (10) calendar days upon receipt of the committee of such referral. The Executive Director shall monitor, supervise and record such committee referrals and actions and shall submit to the President a written report to form part of the committee accomplishments. (As amendment on March 26, 2021)

SECTION 2 - COMMITTEE ON MEMBERSHIP - The principal function of this committee shall be to convince every Registered Civil Engineer who is not yet a member of the Institute to join the appropriate Provincial or Metro Manila Chapter in accordance with Section 2 of Article II and Section 4 of Article III of these By-laws. This committee shall also explain the Institute, its structure and objectives to all newly-registered Civil Engineers and likewise convince them to join the Institute. It shall also monitor and supervise regularly the proper and continuous handling and operations of the Institute's membership **database. (As Amended on June 17, 2022)**

SECTION 3 - COMMITTEE ON CHAPTER AFFAIRS - This committee shall make studies of the means and methods of encouraging and coordinating chapter activities and of promoting maximum involvement and participation of the members of the Institute in the activities of their respective chapters. It shall also submit periodic reports and recommendations on the establishment of Regular and Students Chapters. It shall also answer all issues and concerns officially brought to the institute from the chapters. (As Amended on March 26, 2021)

SECTION 4 - COMMITTEE ON AFFILIATE SOCIETIES - This Committee shall encourage the formation of Organizations of Civil Engineering specializations for Institute members who and been granted or issued Specialty Certificates by the PRC through the Board of Civil Engineering and those who are in the practice of these specializations, namely: Project Management and Construction Engineering, Civil Engineering Education, Highway Engineering, Hydraulic Engineering, Quantity Surveying, Soils and Geotechnical Engineering, Structural Engineering, Environmental and Energy Engineering etc. This Committee shall likewise invite the affiliation to the PICE of Civil Engineering Fraternal Organizations like the AGCEP, **DELP**, ACES, and the like. **(As Amended on June 17, 2022)**

SECTION 5 - COMMITTEE ON PICE PUBLICATIONS - This Committee shall act as the Editorial Board of any periodical that the Institute as a whole or the Board of Directors may decide to put up, such as a journal, tabloid, newsletter, or the Newsbulletin that may be issued quarterly/semi-annually or during convention time. It shall formulate rules and guidelines for the pursuit of these objectives. It may create its own Editorial and Reporting Staff to gather data and articles for publication. The National Board of Directors may impose special assessments or levies as may be necessary to finance any of the foregoing publications. (As Amended on March 26, 2021)

SECTION 6 (As Amended on June 17, 2022) – OTHER COMMITTEES

The following committees shall be required to be created/organized annually:

- (1) Admin Committee
- (2) Conventions Committee
- (3) Inter-Specialty Group Committee
- (4) Regional Technical Conferences Committee
- (5) Student Affairs Committee
- (6) Legal and By-Laws Committee
- (7) CE Law/NBC and other Professional Laws Committee
- (8) International Affairs Committee
- (9) PRC and PTC Committee
- (10) Community Extension Committee
- (11) Gender and Development Committee
- (12) Ethics Committee
- (13) Property Management Committee
- (14) PICE Disaster Management Program (PDMP) Committee
- (15) Project Green Engineering Philippines (PGEP) Committee
- (16) Ways and Means Committee
- (17) Young Engineers Committee
- (18) Women Engineers Committee (As Amended on March 26, 2021)

ARTICLE VIII - FEES, DUES AND DONATIONS

SECTION 1 - ENTRANCE FEES - The entrance fees for new Regular and Associate Members shall be **prescribed by the National Board of Directors**. Entrance fees shall be payable immediately upon notification of acceptance of membership and should be paid before induction either to the **Principal Office** or the Treasurer of the sponsoring chapter, as the case may be. Upon payment of the entrance fee, the new member shall be entitled to receive a Certificate of Membership, a copy of the Code of Ethics for Civil Engineers, a copy of these By-laws and also a copy of the By-laws of the chapter he opts to belong. **(As amended on June 17, 2022)**

Reckoning of membership shall be upon payment of the entrance fees. (As amended on March 26, 2021)

Entrance fees for Student Member shall be as provided in Section 4 of Article XI of these By-laws while no entrance fees shall be levied upon Fellows of the Institute, Honorary Members and Life Members.

SECTION 2 - ANNUAL DUES - Institute members shall pay two separate annual dues - the National annual dues **and the Chapter dues**, which are to be levied upon all members, except Honorary, Life Members, Retired and Student members, shall be **determined by the National board** and shall be payable before the election of chapter delegates to the Electoral College, in order to remain a member in good standing in accordance with Section 8 of this Article and retain the privilege to vote and to be voted upon as chapter delegate to the College. New Civil Engineers however, shall pay only 50% of the national annual dues during the first year, reckoned from the date of their registration

as civil engineers. Payment of national annual dues shall be made to the National Treasurer through the Executive Director. At the option of a member, payment of these dues may be made to the Treasurer of the Chapter to which the member belongs but remittance thereof by the chapter Treasurer must be received by the Executive Director at least a day before the election of the members of the National Board. **(As amended on June 17, 2022)**

Members who have not paid their National and Chapter annual dues shall be dropped from the rolls of Members in Good Standing and, until reinstated under Section 13 of Article II of these By-laws, shall temporarily lose all membership privileges as stated in Section 12 thereof.

SECTION 3 - LIFE MEMBERSHIP FEE - A Life Membership fee in the amount of TEN THOUSAND PESOS (PhP10,000.00) effective 1 Jan 2018 shall be charged against qualified Regular Members seeking admission to the classification of Life Member. The Life Membership Fee shall immediately be due and payable upon approval of the application for Life Membership. (As amended on June 28, 2002) (As amended on July 20, 2017)

SECTION 4 - MEMBERSHIP RECLASSIFICATION FEES - The fee for reclassification from Associate or Student Membership to Regular Membership shall be One Hundred Pesos (P100.00) payable upon notification of acceptance as a Regular Member to the Chapter Treasurer or the National Treasurer through the Executive Director before induction as a Regular Member. The Membership Reclassification Fee for reclassification from Student Member to Associate Member shall be Fifty Pesos (P50.00) payable to the Chapter Treasurer upon approval of the request for reclassification but not later than two years after graduation, otherwise the Student Member shall no longer be eligible for reclassification to Associate Member, but he may apply for re-admission as a new Associate Member and pay the corresponding entrance fee for new members.

SECTION 5 - REINSTATEMENT FEE - Members who have "Resigned in Good Standing" as defined in Section 12(c) of Article II of these By-laws and members dropped for non-payment of his/her dues as defined in Section 12(d) thereof shall pay a fee of One Thousand Pesos (P1,000.00) upon reinstatement to Regular Membership in accordance with Section 13 of the same Article, in addition to paying all delinquent annual dues and other special assessments, if any. (As Amended on December 14, 2014)

SECTION 6 - AFFILIATE ORGANIZATION AFFILIATION FEES - Affiliate Societies **such as the Civil Engineering Specialization Groups and Civil Engineering Fraternal Groups organized under pertinent provisions of these By-laws shall pay annual affiliation fees to the Institute as determined by the National Board.**

Such fees shall be based on the respective number of members payable on the first week of January of every year. (As amended on June 17, 2022)

SECTION 7 - INCREASES, DISCOUNTS AND AMNESTY IN FEES AND DUES - All fees, dues and all authorized assessments provided in these By-laws may be increased by the National Board of Directors as the need arises upon the approval of at least the majority vote thereof after consultation with the chapter presidents. In no case shall any such increases be made oftener than once every two years. (As Amended on March 26, 2021)

Discounts and Amnesties in the payment of fees, dues and all authorized assessments may be given by the National Board of Directors upon the approval of at least majority vote of the board after consultation with the chapter presidents. In no case shall any such giving of discounts and amnesty be made oftener than once every five years. (As Amended on March 26, 2021)

SECTION 8 - MEMBERS IN GOOD STANDING - Every member who:

- a. Has paid all fees, dues and all authorized special assessments as provided in these By-laws, as well as those that may be payable solely to his/her Chapter;
- b. Has at least the required continuing professional development units; and
- c. Has attended at least one (1) major PICE function every year for the last three (3) years (As Amended on March 26, 2021)

shall be considered "Member in Good Standing", provided that such member is not under suspension from the practice of Civil Engineering by the PRC or from membership privileges in the Institute under Sections 11 and 12 of Article II of these By-laws.

SECTION 9 - APPORTIONMENT OF FEES - Entrance fees of new members shall be divided on a 50-50 basis between the National Office and the chapter to which the new member opted to belong. Life Membership Fees, Membership Reclassification Fees and Reinstatement Fees shall be divided on a 50-50 basis between the National Office and the Chapter to which the member concerned belongs while Affiliation Fees of Civil Engineering Specialization or Fraternal Groups shall be solely due the Institute. The National shares of all fees and other assessments, as well as the National annual dues paid by members to the Chapter Treasurers should be remitted immediately to the Institute and received by the Executive Director at least a day before the Assemblage of the Electoral College, otherwise the entire Chapter Delegation to the College shall be disqualified to vote. Chapter shares of fees and Chapter Annual Dues which were paid to the Executive Director shall immediately be remitted to the Chapters concerned. (As amended on November 25, 1999)

SECTION 10 - DONATIONS - The Board of Directors may accept donations from private, public or governmental sources subject to the requirements of pertinent or appropriate laws.

SECTION 11 - CHAPTER FEE - Effective 1 January 2018, upon approval by the PICE National Board of a request for the creation of new chapters, said newly created chapter shall pay a one-time Chapter Fee of PESOS FIVE THOUSAND (PhP5,000.00). (As amended on July 20, 2017)

ARTICLE IX - FISCAL CONTROL

SECTION 1 - FISCAL YEAR - The Institute shall operate on a Fiscal Year coinciding with the calendar Year beginning January 1 and ending on December 31 of every year.

SECTION 2 - FUNDS - The funds of the Institute shall consist of all the dues, fees, contributions and other amounts which have been or shall be received or collected under pertinent provisions of these By-laws. Such funds shall be subject to audit at the end of each year by an Independent Auditor appointed by the Board of Directors.

SECTION 3 - PREPARATION AND APPROVAL OF THE ANNUAL BUDGET - Immediately upon the organization of the newly-elected Board of Directors in accordance with Section 9 of Article V and Section 1 of Article VI of these By-laws but before their assumption into office, the President-elect shall appoint a Budget Committee consisting of not less than three (3) nor more than five (5) Directors of the newly-elected Board, with the First Vice President-elect as Chairman and the Treasurer-elect as Vice Chairman, to prepare a budget of the Institute for the Incoming year based on receipts and expenditures of the previous year. The Executive Director shall sit in this committee as a consultant without the right to vote. The committee shall render its report during the joint meeting of the outgoing and incoming Boards, coinciding with the December meeting of the old Board. With the counseling of the members of the outgoing Board, the new Board shall proceed to consider the proposals of the Budget Committee and to adopt a reasonable budget of the Institute to take effect on January first

of the coming year. Upon adoption of the approved budget, the Budget Committee herein created shall be declared dissolved.

SECTION 4 - SPECIAL PURPOSE FUND – A Special Purpose Fund (SPF) shall be established for the institute. Each year before January 31, a corresponding SPF amount shall be set aside and transferred to the institute's SPF account. The SPF amount to be transferred shall be computed based on the last three year's annual gross income less the operating expense of that year. Operating expense (OPEX) is defined as the expenses incurred by the institute under normal operations without the activities such as conferences, trainings, community service, research or special projects. OPEX would include expenses on manpower, rent, property or equipment maintenance, utilities, insurance, licenses and taxes.

Five (5)-member board of administrators will manage the SPF to be composed of the current President, the Immediate Past President and three (3) Past Presidents of the institute shall be elected by the current board of directors every year for a maximum of three (3) consecutive terms.

The utilization of the fund shall only be made upon the recommendation of the majority of the current board of directors and approval of the administrators. (As amended on July 20, 2017)

ARTICLE X - MEETINGS OF THE INSTITUTE

SECTION 1 - ANNUAL ELECTION MEETING - As provided in Section 1 of Article V of these By-laws, the Electoral College shall meet in Metro Manila or in any other place as agreed upon by the National Board within the month of November of each year, at the exact date, time and place determined by the Board, for the purpose of electing the members of the Board of Directors for the following year and to undertake such other functions as may be required of the College. (As amended on November 25, 1999)

However, the annual election meeting of the Institute may also be postponed at agreed date and time pursuant to Section 5 of Article V of these By-Laws and upon the approval of at least a 2/3 vote of the National Board **provided that the postponement shall not go beyond the term of the incumbent board or beyond government extension. (As amended on June 17, 2022)**

SECTION 2 - ASSEMBLAGE OF THE INSTITUTE - As much as practicable, but not oftener than once a year, there may be a General Assembly of the Institute, preferably to coincide with the Annual Election Meeting, at the time and place determined by the Board. The general assembly shall take up important matters affecting the Civil Engineering profession. Qualified persons may be invited to present scientific and technical papers of interest to the members of the profession. Resolutions may likewise be presented to and adopted by the Assembly.

SECTION 3 - "STATE-OF-THE-INSTITUTE" MESSAGE OF THE PRESIDENT - The salient point of the General Assembly shall be the message of the President reporting on the activities of the Institute during his incumbency. If for any reason, there shall be no general assemblage of the entire membership in any year, the President shall deliver this message at the annual meeting of the Electoral College. The electoral delegates shall be given copies of the message for the information of the members of their respective chapters.

SECTION 4 - NOTICES FOR A GENERAL ASSEMBLY - Calls for the holding of a General Assembly shall be transmitted in writing to the general membership through their respective chapters in accordance with the provisions of Section 6 of Article 1 of these By-laws.

ARTICLE XI - STUDENT CHAPTERS

SECTION 1 - FORMATION OF STUDENTS CHAPTERS - In the furtherance of the objectives of the Institute to encourage Civil Engineering students to work together in fellowship and dedication to Science and Technology; to enhance and improve civil engineering standards, curricula and facilities in schools; to provide encouragement, guidance and leadership to civil engineering students; and to promote association of Civil Engineering Students with the members of the Civil Engineering profession, the Institute, through the Regular Chapters concerned, shall actively support the formation of Students Chapters in Engineering Institutions within their respective jurisdictions to comprise Civil Engineering students who are duly qualified for student membership in accordance with Section 8 of Article II of these By-laws. The Regular Chapters shall exercise general supervisions over all Students Chapters organized in their areas.

SECTION 2 - CHARTER FOR STUDENTS CHAPTERS - The National Board of Directors, upon recommendation of the Board of Directors of the sponsoring chapter, shall approve the formation of a Students Chapter and cause the issuance of a charter therefore upon compliance with the following requirements:

- (a) A petition request of at least seven (7) upperclassmen enrolled in the Institution wherein the proposed chapter is to be formed and who are qualified for student membership as defined in Section 8 of Article II of these By-laws;
- (b) The petition or request to organize the chapter is approved by the head of Civil Engineering Department of the Institution and concurred in by the Dean of the College of Engineering therein and/or the Head of the Institution itself; and;
- (c) A Regular Member, a Fellow of the Institute or an Institute Life Member on the engineering faculty of the Institution shall have agreed to serve as adviser of the Chapter.

SECTION 3 - STUDENTS CHAPTER GOVERNMENT - Each Students Chapter shall be semi-autonomous and may adopt its own By-laws which must not be in conflict with these By-Laws and must contain provisions similar to the uniform by-laws of regular chapters as enumerated in Section 5 of Article III of these By-Laws, except that the name of the Students Chapter shall carry the name of the mother chapter. The By-Laws adopted by the Students Chapter shall be submitted for review of the sponsoring chapter to verify its conformity with the By-Laws of the Mother Chapter and with these By-Laws before going into effect.

SECTION 4 - STUDENTS CHAPTER FEES - The following fees and dues, the amount of which may subsequently be changed in accordance with Section 7 of Article VIII of these By-Laws, shall be levied on Students Chapters and/or their members:

- (a) For all duly-accredited Students Chapters, a Charter Fee in the amount of One Hundred Pesos (P100.00) to be paid by the chapter before the charter is issued. Such Charter Fee to be shared on a 50-50 basis between the National Administrative Office and the sponsoring chapter, for administrative purposes.
- (b) A membership fee in the amount of Ten Pesos (P10.00) to be paid to the National Administrative Office by each newly-admitted member to the Students Chapter upon admission of every Student Member. Such membership Fee to be shared on a 40-30-30 basis among the National Administrative Office, the mother chapter and the Students Chapter concerned.
- (c) An annual due in the amount of Ten Pesos (P10.00) to be paid by each members and apportioned on a 40-30-30 basis among the Students chapter concerned, the mother chapter and the National Administrative Office respectively. Annual dues shall be paid on the first day of January of each year, but not later than the first day of October otherwise the Student member shall be considered

in arrears and shall temporarily lose his membership privileges. (As amended on November 25, 1999)

SECTION 5 - RELATIONSHIP WITH THE INSTITUTE - No Students Chapter nor any of its members shall be authorized to speak for either the mother chapter or the Institute. Violation of this rule shall constitute sufficient cause for the National Board of Directors to terminate the relationship of the Chapter with the Institute.

Each Student Chapter shall submit an annual report to the Secretary of the Institute, through its Mother Chapter, indicating the number of its members, meetings held during the year, and other pertinent data.

ARTICLE XII - AMENDMENTS

SECTION 1 - AMENDMENT PROPOSALS - Proposals to amend these By-Laws shall be considered by the Board of Directors upon the written petition of at least twenty-one (21) Regular Members or upon the recommendation of the committee created by the Board of Directors for the purpose. A majority of the Board of Directors is required for approval of such amendments prior to presentation for ratification as provided in Section 2 thereof.

SECTION 2 - RATIFICATION OF AMENDMENTS - The proposed amendments to these By-laws as approved by the National Board of Directors in accordance with Section 1 hereof, shall be submitted to the Electoral College, sitting as a Constituent Assembly in accordance with Section 1(a) of Article V of these By-laws, to ratify the amendments. A two-thirds (2/3) affirmative votes of the Electoral College Delegates in Attendance shall be required for such ratification. (As amended on November 25, 1999)

The amendments as duly ratified by the Electoral College as Constituent Assembly shall then be submitted to the Securities and Exchange Commission for review as to compliance with the Corporate Code of the Philippines.

SECTION 3 - EFFECTIVITY OF THE AMENDMENTS - Amendments so adopted shall take effect immediately upon approval by the Securities and Exchange Commission.

ARTICLE XIII - TRANSITORY PROVISIONS

SECTION 1 - INSTITUTE MEMBERS NOT YET CONNECTED WITH ANY REGULAR CHAPTER - Present Regular Members of the Institute who are not yet connected with any Regular Chapter in accordance with Section 4 of Article III of these By-laws must join the appropriate duly-organized and accredited chapter within one year after the adoption of these new By-Laws otherwise they shall cease to be considered members in good standing. In the absence of any existing Regular Chapter appropriate for their membership requirements, those members shall, in cooperation and coordination with the National Committee on Chapter Affairs, assist in the organization of new chapters to meet their particular situations. Such new chapters must be formed in accordance with Article III of these By-laws particularly provisions pertinent to territorial jurisdictions.

SECTION 2 - PROVISIONS OF CHAPTER BY-LAWS INCONSISTENT HEREWITH - Existing provisions of the By-laws of the various Chapters of the Institute which are inconsistent with these By-Laws shall be deemed abrogated and of no further force and effect upon effectivity of these By-laws, unless the Chapters concerned shall take immediate steps to amend their own By-Laws to remove the inconsistency/inconsistencies.