



BY - LAWS

OF THE

**UNITED ARCHITECTS OF THE PHILIPPINES
California Chapter No. 116
State of California, U. S. A.**

Adopted: 5th of June 2010

Approved: 24th of June 2010

PREAMBLE

We, the Registered Architects of the Philippines now residing in the State of California, United States of America and duly affiliated with the United Architects of the Philippines, the only recognized architects' organization of the Republic of the Philippines, convene and declare the formation of a Chapter under the banner of the United Architects of the Philippines (UAP) and abide by its Constitution and By-Laws as amended and all its provisions that are not contrary to the laws and applicable in our country of residence. We, further, promulgate the following stipulations that shall supplement the general UAP Constitution and By-Laws that will, hereon, be our Chapter By-Laws to govern our existence, objectives, goals and actions.

ARTICLE I

ORGANIZATION, COMPOSITION AND GENERAL POWERS

Section 1. Name

- 1.1 The name of this organization is United Architects of the Philippines, California Chapter No. 116 and shall hereinafter be called UAPCAL No. 116.
- 1.2 Related UAP Organizations: In these Bylaws, the above named Chapter is referred to as this Chapter; the governing board of this Chapter as the Board of Directors; The United Architects of the Philippines as the National Organization and the Board of Directors of United Architects of the Philippines as the National Board whose domicile is the Philippines.

Section 2 Territory

- 2.1 The territory within which this Chapter shall represent and act for the UAP National is the State of California, U. S. A.

Section 3 Objects

- 3.1 The object of this Chapter shall be to forward the objectives of the United Architects of the Philippines within the territory of this Chapter and promote the welfare of its members by fostering the following:
 - 3.1.1 To advocate fellowship among members and assist in job search and placements.
 - 3.1.2 To conduct lectures, seminars and conferences designed to enhance knowledge in architecture, architectural technology and related technical expertise.
 - 3.1.3 To be an ambassador of goodwill to the host country.

Section 4 Powers

- 4.1 Within the territory assigned to it, this Chapter will represent and act for the UAP under a charter issued to it by the UAP National Board. The UAP and this Chapter may act as agent or otherwise, one for the other for the purpose of collecting and forwarding dues, acting as custodian of funds, or otherwise; provided that the UAP Board and this Chapter execute a written agreement to that effect.
- 4.2 No act of this Chapter shall directly or indirectly nullify or contravene any act or policy of the UAP.
- 4.3 This Chapter may establish professional affiliate, nonresident and honorary membership categories, under conditions set forth in these Bylaws.
- 4.4 This Chapter may levy and collect annual dues from its assigned members, associate members, professional affiliates, and may levy and collect admission fees (in addition to dues) for admission of professional affiliates.
- 4.5 This Chapter may establish Sections of this Chapter when approved by the UAP Board.

Section 5 Fiscal Year

- 5.1 The Fiscal Year of UAPCAL No. 116 shall be from the first day of July and shall end on the last day of June of the succeeding year.

Section 6 Registration

- 6.1 This Chapter is a nonprofit corporation to be duly incorporated under and by virtue of the provisions of State of California law.

ARTICLE II

MEMBERSHIP

Section 1 General Membership

- 1.1 All membership categories under the UAP Charter shall apply to this Chapter membership.
- 1.2 Every Corporate Member shall be a member of only one UAP Chapter and a member may be allowed to transfer only once a year conforming to UAP rules.
- 1.3 Professional affiliate membership and honorary membership may be established as necessary upon recommendation of the Membership Committee.

ARTICLE III

MEETINGS

Section 1 Meetings

- 1.1 Annual Meeting. This Chapter shall hold an annual business meeting during the month of February for the purpose of nominating and electing the Chapter Board of Directors at a time and place designated by the Chapter Board and in accordance to this Chapter By-Laws and the UAP Constitution and By-Laws.
- 1.2 Regular Meetings. This Chapter shall hold regular meetings on dates designated by the Board of Directors.
- 1.5 Special meetings. Special meetings may be called by the Chapter President or by the Chapter Board or by written petition of at least fifty (50%) percent of regular members in good standing sent to the Chapter Secretary who shall issue the notice and agenda for the special meeting. Written notice of the meeting date shall be sent to all the members by mail, fax or electronic mail at least fifteen (15) days prior to the meeting date.
- 1.6 Notices and Calls of Meetings. A notice of each business meeting of this Chapter, stating the time and place thereof, shall be served by the Secretary on every member, by mail, facsimile or electronic mail to the address of such member on file with the Secretary
- 1.7 Quorums at Meetings. A quorum shall be necessary for the transaction of any business at a meeting of this Chapter. Unless otherwise required by law, a quorum shall be twenty (20%) percent of the total number of the regular active members of this Chapter.
- 1.8 Minutes of Meetings. Written minutes of every business meeting of this Chapter, recording the matters before the meeting and every action taken thereat, shall be kept by the Secretary in the Book of Minutes of this Chapter. The minutes of each meeting shall be signed by the Secretary and approved at a subsequent meeting of this Chapter.

ARTICLE IV

CHAPTER OFFICERS AND BOARD OF DIRECTORS

Section 1 Composition

- 1.1 The Administrative Body of the Chapter shall be vested on the Chapter Board composed of the President, Vice-President for Programs and Development, Vice-President for Operations, a Secretary, a Treasurer, an Auditor, and two to five Directors.

Section 2 Qualification of Officers

- 2.1 Chapter Officers must have the following qualifications prior to election to their respective positions:
 - 2.1.1 Corporate membership in good standing of the Chapter;
 - 2.1.2 Active participation in the affairs of the Chapter for at least two (2) years. This requirement does not apply for Chapters in the first two (2) years of formation;
 - 2.1.3 Demonstrated leadership in professional, civic or community undertakings;
 - 2.1.4 Good moral character and adherence to the Architects National Code of Ethical Conduct and Standards of Professional Practice;
 - 2.1.5 At least two (2) consecutive years of active practice of the profession or related fields and
 - 2.1.6 Endorsement by the Chapter's Nominations Committee.

Section 3 Terms of Office

- 3.1 The members of the Chapter Board shall serve for one (1) year starting on the first day of July and ending on the 30th day of June of the succeeding year or until the successor shall have been qualified and elected. No member of the Chapter Board shall hold office for more than three (3) consecutive terms.

Section 4 Duties of Chapter Officers

- 4.1 The duties of Chapter Officers are as follows:
 - 4.1.1 President
 - 4.1.1.1 Serves as the Chief Executive of the Chapter and as such shall preside over all the meetings of the Chapter Board, Executive Committee and the General Membership of the Chapter;
 - 4.1.1.2 Organizes the chapter committees;
 - 4.1.1.3 Supervises all its committee works, and social and business affairs, including the remittance of funds accruing to the National Treasury;
 - 4.1.1.4 Signs contracts, directives and legal instruments which have been approved by the Chapter Board ; and
 - 4.1.1.5 Represents the Chapter Board in conferences and gatherings.

In case of vacancy during the term of office of the President, the sequence of succession to the Presidency shall be as follows: Vice- President for Programs and Development and then Vice- President for Operations.

4.1.2 Vice-President for Programs and Development

4.1.2.1 Performs the duties of the Committee Chair in the study, research and formulation of policies, programs and projects intended to attain the objectives of the UAP Chapter, subject to the approval of the Chapter Board.

4.1.3 Vice- President for Operations

4.1.3.1 Takes charge of effective implementation of the programs and projects, and ensure, among others that said activities are in accordance with the policies of the UAP.

4.1.4 Secretary

4.1.4.1 Issues all notices, circulars, records and supervise the proper recording of minutes of all Chapter meetings;

4.1.4.2 Takes charge and custody of all the legal and administrative records, correspondences of the Chapter;

4.1.4.3 Performs such other matters as may, from time to time, be required of him by the Chapter President and the Chapter Board; and

4.1.4.4 Safekeeping of all records for proper turnover to the next secretary.

4.1.5 Treasurer

4.1.5.1 Takes charge of the over-all supervision of the financial affairs of the Chapter;

4.1.5.2 Collects all fees, dues and other financial obligations of the Chapter members and issue receipts thereof;

4.1.5.3 Disburses funds as necessary and in accordance with approved procedures and may purchase securities or sell and transfer those placed under his charge by the Chapter as directed by the Chapter Board ;

4.1.5.2 Signs all instruments of the UAP Chapter wherein his signature is required by law and perform all such duties for the Chapter as may be assigned to him by the Chapter President and the Chapter Board ;

- 4.1.5.5. Remits to the National Treasurer the national share of the annual national dues and prepare an official report of the said remittance to the Chapter Board;
- 4.1.5.6 Signs all checks, and all financial transactions, together with the Chapter President or another Officer as may be designated by the Chapter Board; and
- 4.1.5.6 Performs such other functions as may be required by the Chapter President and the Chapter Board.
- 4.1.6 Auditor
 - 4.1.6.1 Conducts an overall independent review of all financial affairs to ensure check and balance of the business operations of the Chapter, and
 - 4.1.6.2 Serves as a regular member of the Chapter Board with voting rights.

SECTION 5 CHAPTER COMMITTEES

5.1 The following shall constitute the Chapter Committees:

5.1.1 Committee for Internal Affairs

- 5.1.1.1 Chapter Organization
- 5.1.1.2 Membership
- 5.1.1.3 Library and Archives
- 5.1.1.4 Awards
- 5.1.1.5 Ways and Means
- 5.1.1.6 Bylaws
- 5.1.1.7 General Welfare

5.1.2 Committee for Professional Practice

- 5.1.2.1 Private Practice
- 5.1.2.2 Government Practice
- 5.1.2.3 Allied Professions and Fields
- 5.1.2.4 Ethics and Discipline
- 5.1.2.5 Competition

5.1.3 Committee for Education

- 5.1.3.1 Seminars and Workshops
- 5.1.3.2 Research and Technology

5.2 Additional committees shall be formed as the need arises.

ARTICLE VI

DUES, FEES, ASSESSMENTS AND FINANCES

6.1 Annual Dues

Amount of Annual Dues and Admission Fees. The Board of Directors may recommend, before the end of any fiscal year, the annual dues to be paid by each category of member for the immediately succeeding fiscal year and the amount of any admission fees required of affiliate members. This recommendation shall be ratified or amended by a majority vote of assigned members present at the annual business meeting before taking effect.

6.1.1 Period of Annual Dues. Dues shall be due and payable to this Chapter on the first day of each fiscal year.

6.2 Assessments

6.2.1 Authority. This Chapter, by the concurring vote of not less than two-thirds (2/3) of the total number of corporate members present at a meeting, may levy an assessment on its corporate members; by the concurring vote of not less than two-thirds (2/3) of the total number of its corporate members may levy an assessment on its associate members; and by the concurring vote of not less than two-thirds (2/3) of the total number of its members may levy an assessment on its affiliate members.

6.2.2 Notice of Assessment. Notice of the intention to levy an assessment stating the amount of and the reasons and necessity for the assessment, when it shall be payable, and the time within which it must be paid before a member will be in default for nonpayment, shall be sent by mail, facsimile or electronic mail to every member not less than thirty (30) days prior to the meeting of this Chapter at which the proposed assessment is to be voted on.

6.2.3 Default of Annual Dues and Assessments

6.2.3.1 Due Date for Annual Dues. Every member who has not paid the entire amount for the required annual dues for the then current fiscal year on or before August 1 shall be in default for the unpaid amount.

6.2.3.2 Due Date for Assessments. Every member who has not paid the entire amount of an assessment on or before the date fixed for payment shall be in default for the unpaid amount.

6.2.3.3 Notice of Default to Member. Every member who is in default to this Chapter shall be given thirty (30) days prior notice in writing regarding impending termination because of said default.

6.2.3.4 Termination or Suspension for Default of Dues or Assessments.

If a member is in default to this Chapter for nonpayment of dues and assessments at the end of the fiscal year, the Secretary or the Board of Directors shall so advise the UAP Secretary and request termination of that membership.

6.3 Finances

6.3.1 Budget and Appropriations. Prior to the beginning of every fiscal year, the Board of Directors by the concurring vote of two-thirds (2/3) of its total membership shall adopt an annual budget showing in detail the anticipated income and expenditures of this Chapter for the immediately succeeding year, make annual appropriations and authorize expenditures in accordance with the budget, and authorize the Treasurer to pay the authorized expenditures when due.

6.3.2 Expenditure Limitations.

6.3.2.1 General. No member, officer, director, committee, commission, employee or agent of the Chapter shall have any right, authority or power to expend any money of the Chapter, incur any liability for or on its behalf, or make any commitment that will or may be deemed to bind the Chapter to an expense or liability unless such expenditure, liability or commitment has been budgeted and authorized by the Board of Directors or by specific resolution at a meeting of the Chapter.

6.3.2.2 The Board of Directors. The Board of Directors shall not expend or authorize expenditures in any fiscal year that exceed the Board approved income budget of the Chapter for the year, plus any surplus from the previous year, unless specifically authorized to do so by two-thirds (2/3) majority vote at a duly called meeting of the members, provided however, that the Board of Directors may enter into leases and employment contracts for terms longer than one year and may set aside a reserve to be funded with a portion of the Chapter's income in one or more fiscal years, which may be expended in subsequent years without regard to estimated or actual income or expenditures for such years.

6.3.2.3 Audits. When determined by the Board of Directors, the books of the Treasurer and the rolls of this Chapter shall be audited by the Auditor.

ARTICLE VII

PROPERTY, RIGHTS AND PRIVILEGES

- 7.1 Acquisition of Property
 - 7.1.1 Authority. In order to carry on its affairs and exercise its powers this Chapter may acquire real and personal property for its own use.
 - 7.1.2 Gifts. Only the Board of Directors shall have any right or authority to solicit or accept any gift, bequest or devise for or on behalf of this Chapter; it shall not accept any gift, bequest or devise if it will not promote the objects and purposes of this Chapter, or if it and its administration will place an undue financial or other burden on this Chapter.
 - 7.1.3 Dividends Prohibited. An unencumbered balance of income at the close of a fiscal year shall never be distributed as profits, dividends or otherwise to the members of this Chapter.
 - 7.1.4 This Chapter shall not have any title to or interest in any property of UAP nor be liable for any debt or other pecuniary obligation of UAP. UAP shall not have any title to or interest in the property of this Chapter, and UAP shall not be liable for any debt or other obligation of this Chapter.

ARTICLE VIII

AFFILIATIONS AND ENDORSEMENTS

- 8.1 Affiliations with Other Organizations. This Chapter shall not form nor enter into any affiliations with any individual, but it may affiliate with any local organizations of the construction industry operating within the territory of this Chapter that is not used or maintained for financial gain, price fixing or political purposes, if and while the objects of this Chapter will be promoted by such affiliation.
- 8.2 Agreements of Affiliation. Every affiliation must be authorized by the concurring roll call vote of not less than two-thirds of the entire membership of the Board of Directors and shall be evidenced by a written agreement executed by the Chapter and the affiliated organization; provided that the Board of Directors may collaborate with one or more organizations for any purpose to forward or maintain the objects or standing of this Chapter without such written agreement if the collaboration does not extend beyond one year.
- 8.3 Conditions of Affiliation
 - 8.3.1 Statement of Purpose. Every agreement of affiliation shall set out in full the purposes and objects of the affiliation, the terms and conditions under which it is entered into, the duration, the objects of the affiliate and the nature of its organizations, membership, government and operations.

- 8.3.2 Limitations. It shall be a condition of every affiliation that the affiliated organization shall not have any voice in the affairs of this Chapter and that it shall not and cannot bind or obligate this Chapter to any policy in any manner by pronouncement or otherwise, unless the Board of Directors has duly and specifically voted to be so bound or obligated.
- 8.3.3 Termination. Any affiliation may be terminated by (the concurring roll call vote of not less than two-thirds of the entire membership of the Board of Directors, but the Board of Directors must give notice in writing to the affiliated organization of its intention to cancel and give it an opportunity to be heard in the matter, and a like provision pertaining to cancellation by the affiliated organization must be included in the agreement of affiliation.
- 8.3.4 Privileges of Affiliated Organizations. The representatives of an affiliated or collaborating organization may attend any of the regular meetings of this Chapter, and may speak thereat on invitation of the presiding officer.
- 8.3.5 Endorsements of Materials Prohibited. Neither this Chapter, nor the Board of Directors, any Chapter committee, nor any of its officers, directors, committee members or employees, in an official capacity as such, shall approve, sponsor or endorse, either directly or indirectly, any material of construction or any method or manner of handling, using, distributing or dealing in any material or product.

ARTICLE IX

GENERAL PROVISIONS

- 9.1 Executive Office. The executive offices of this Chapter shall be located at a place selected by the Board of Directors, with written notice mailed to all classes of membership at least 30 days prior to occupying new offices.
- 9.2 Records Open to Members. The correspondence and the minute books, the Treasurer's books of account and the Secretary's records of this Chapter, except confidential matters relating to membership applications, the Code of Ethics and Professional Conduct, and bestowal of Honorary memberships, shall be open to inspection at the executive offices of this Chapter during the business hours fixed by the Board of Directors, by any member of this Chapter in good standing.
- 9.3 Parliamentary Authority. The rules contained in Robert's Rules of Order Newly Revised shall supplement the rules and regulations adopted by this Chapter and shall govern this Chapter, the Board of Directors, and the Chapter committees in all cases in which the said Rules of Order are applicable and insofar as they are not inconsistent or in conflict with law, these Bylaws or the rules and regulations adopted by this Chapter or by the Board of Directors.
- 9.4 Counsel. The Board of Directors may obtain the written opinion of counsel before filing or joining in a complaint against a member under the Code of Ethics and

Professional Conduct, on all procedures concerning all agreements, and concerning any amendments to these Bylaws, before any such actions take effect.

9.5 Liability, Indemnification and Insurance

9.5.1 Liability. In the absence of misconduct, fraud or bad faith, the present officers, directors and employees of this Chapter shall not be personally liable for its debts, obligations or liabilities.

9.5.2 Indemnification. To the greatest extent authorized or permitted by law this Chapter shall defend, indemnify and hold harmless any present officers from and against any and all liability, settlements, costs and expenses, including attorneys' fees, actually and necessarily incurred in connection with or resulting from the defense or appeal of any civil or criminal action, suit or proceeding in which such person may become involved as a party, witness or otherwise by reason of position as a present officer, director or employee of this Chapter or in any other capacity at the request of this Chapter; provided that such person shall have acted in good faith for a purpose which he or she reasonably believed to be in the best interests of this Chapter; has discharged the duties of his or her position with that degree of diligence, care and skill which ordinarily prudent persons would exercise under similar circumstances in like positions or has acted on the advise of counsel; and in criminal actions or proceedings, shall have had no reasonable cause to believe his or her conduct to be unlawful.

9.5.3 Insurance. The Board of Directors may authorize the purchase and maintenance by this Chapter of such insurance on behalf of the present and former officers, directors, employees and persons acting in any other capacity at the request of this Chapter as may protect them against any liability asserted against them in such capacity, whether or not this Chapter would have the power to indemnify such persons under applicable law.

ARTICLE X

AMENDMENTS

10.1 Amendments at Meetings of This Chapter

Notice of Proposed Amendments. These By-Laws may be amended at any meeting of this Chapter, provided that a notice stating the purpose of each proposed amendment and the reason therefore and a copy of the proposed amendment are sent to every member eligible to vote on the amendment not less than thirty (30) days prior to the date of the meeting at which the proposed amendment is to be considered.

10.1.1 Other By-Laws Provisions. It shall require a vote of not less than two-thirds of the members of this Chapter who are present at the meeting to amend other provisions of these Bylaws

10.1.2 Conformity with UAP By-Laws. The Board of Directors, without action by a meeting of this Chapter, may amend any of these By-Laws as may be necessary for conformity with UAP By-Laws. These By-Laws, and any amendments to them, shall be forwarded at the request of the Secretary of UAP for review for conformity with UAP By-Laws.

10.1.3 Delegation of Authority. The Board of Directors shall be authorized to amend specific provisions of these By-Laws if the power to do so has been delegated to it by a two-thirds (2/3) vote of the members of this Chapter eligible to vote thereon.

ARTICLE XI

PROFESSIONAL CONDUCT AND DISCIPLINE

11.1 Code of Ethics and Professional Conduct

The Code of Ethics and Professional Conduct of UAP shall apply to the professional activities of all members of this Chapter, wherever such activities occur. It is the duty of all such members to conduct themselves at all times in conformity with the standards established by UAP in the Code of Ethics and Professional Conduct and its published interpretations.

11.1.1 Ethics Committee. The Board of Directors may establish an Ethics Committee, the membership of which shall be limited to Corporate Members, which shall be responsible for educating the members about the Code of Ethics and Professional Conduct and facilitating the informal Resolution of Complaints.

11.1.2 Confidentiality. All inquiries made to the Ethics Committee, correspondence, evidence presented by the parties, and all other matters relating to a charge or Complaint of unprofessional conduct and any attempt at informal settlement shall be and remain confidential. Upon the conclusion of any settlement effort, whether or not a resolution has been reached, all evidence submitted shall be returned to the party who submitted it and may not be introduced in further proceedings except by that party.

11.1.3 Any Request that the Chapter initiate or join as Co-Complainant in a proceeding under the Code of Ethics shall be referred to the Board of Directors. The Board of Directors may, with due consideration given to the advice of counsel, file or join in the filing of a formal charge of unprofessional conduct in the name of the Chapter, against a Corporate member or Associate member.

11.1.4 Authority of the Board of Directors. The Board of Directors shall not delegate to any other person or body its authority to initiate or join in a disciplinary proceeding.

- 11.1.5 Confidentiality. Any discussion or decision by the Board of Directors relating to an informal or formal Complaint against a Corporate member or Associate member shall occur in Executive Session, shall be and remain confidential, and shall not be announced or disclosed to the membership or the public.
- 11.1.6 Notice of Discipline. Whenever notice is received from UAP National that a member of the Chapter has been censured, suspended or terminated by the UAP National, such notice shall be duly entered in the minutes and records of this Chapter. At the discretion of the Board of Directors, but not otherwise, such notice of discipline shall be read at the next Chapter meeting and published in the next official Chapter publication.

APPENDIX A

We, the Board of Directors, do hereby authenticate and approve this UAPCAL Chapter No.116 By-Laws to take effect immediately on July 1, 2010, the first day of Fiscal Year 2010-11, a copy of which shall be forwarded to the United Architects of the Philippines Secretariat for record and safekeeping, and cause it to be issued to all the bona fide Chapter Members for reference and observance in the conduct of business of this organization.

Signed

Joseph Palafox, AIA, UAP
President

Signed

Jim Maliksi, AIA, UAP
Vice President for Program & Development

Signed

Mario A. A. Veloro, CUAP
Vice President for Operations

Signed

Melissa Louise L. Sobrepena, UAP
Secretary

Signed

Lucy Bermudez, UAP
Treasurer

Signed

Carmel Sanchez, UAP
Auditor (Incoming)

Date: 24 June 2010

CERTIFICATION

This is a certified true copy of the signed document in the files and safe-keeping of the Secretary of the United Architects of the Philippines, California Chapter No. 116, State of California, U. S. A. and may be disseminated to the general membership, printed for publication or filed as an instrument or documentation that may be required by any public or private entity for legal purposes.

Issued by:

Melissa Louise L. Sobrepena, UAP