

**NEW BY-LAWS OF THE
PHILIPPINE NATIONAL PHILOSOPHICAL
RESEARCH SOCIETY (PNPRS), INC.**

**ARTICLE I
PNPRS MISSION-VISION**

Section 1. The mission-vision statement of PNPRS reads as follows:

“The Philippine National Philosophical Research Society is a nonstock, nonsectarian, and nonprofit society. Its advocacy is to make philosophy an essential instrument and academic discipline in nation-building and world understanding. It recognizes loyalty to philosophy and to the nation. To support its activities, particularly philosophical researches and the publication of *Φιλοσοφία [Philosophia]*: *International Journal of Philosophy*, the Society shall raise funds for such purposes. It shall explore avenues of raising funds through tradebook/textbook production, holding of seminars/ discussion/lecture fora, co-publications, memberships, subscriptions, and others. It shall also establish links with foundations, philanthropists, political and economic leaders, and other entities.”

**ARTICLE II
MEETINGS**

Section 1. Annual Meetings. The incumbent Board of Governors shall have only one regular annual meeting *preferably* the last Sunday of January of each year, the venue to be determined by the society’s Executive Governor and/or Chairperson in consultation with each other. However, for the newly elected members of the Board of Governors, the annual meeting shall take place within five weeks after their election into office. The Chairperson, through the request of the Executive Governor, may call a special meeting of the Board whenever urgent and necessary. A simple majority shall constitute a quorum.

Section 2. Meeting of the General Assembly. The General Assembly shall meet once every two years, *preferably* during the months of March to June. The Chairperson shall make his/her terminal report and the Assembly shall elect a new set of seven governors of the Board.

Section 3. Notices. Notices of the date, time, and place of annual and special meetings of the Board of Governors shall be given either personally, by telephone or mobile phone, by courier, by email, or by postal mail at least one week before the date set for such meeting. In urgent cases, the notice may be relayed to the members of the Board at least two days before the date of meeting. The notice of every meeting shall state briefly the purpose or purposes of the meeting. No other business shall be considered at such meeting, except with the consent of all the members present thereat.

Section 4. Order of Business. The order of business at the annual meeting of the Board of Governors and the General Assembly, whichever is applicable, shall be as follows:

- (a) Call to order
 - (b) Attendance or determining the quorum.
 - (c) Reading and approval of the previous minutes, except when such reading is dispensed with by a majority vote of those present.
 - (d) Issues arising from the minutes.
 - (e) Unfinished business.
 - (f) Reports of the Chairperson, Executive Governor, and Treasurer.
 - (g) Election of the Board of Governors for the ensuing two years.
 - (h) Other matters.
- As a general rule, in the conduct of meetings, Robert's *Rules of Order* shall be used.

Section 5. Convention Lectures. During the General Assembly meeting or convention, which is held only for one day, professional or seminar lectures may or may not be held.

ARTICLE III THE BOARD OF GOVERNORS

Section 1. Board of Governors. The corporate powers of the Society shall be exercised, its business conducted and its property controlled by the Board of Governors. It is the legislative body of the Society and is the highest policy-making body.

Section 2. Composition. The Board of Governors shall be composed of seven (7) members to be elected by majority vote by the General Assembly. Not more than two governors, including the Executive Governor, shall come from the same institution. The Associate Editor (or the senior Associate Editor as the case may be) shall be an ex-officio member of the Board with the power to vote.

Section 3. Qualifications. No member shall be eligible for election to the Board of Governors unless he/she has the following qualifications:

- (a) Member of the Society (PNPRS) for at least one year previous to his election to office.
- (b) MA Philosophy holder or its equivalent (LLB or MD), and has a background in philosophy.
- (c) Of good moral character.

Section 4. Term of Office. The Governors of the Board, except the Executive Governors, shall hold office for a term of two years until their successors shall have been duly qualified and elected. The term of office of the new set of governors shall take effect immediately after the term of the outgoing set of governors ends. However, the term of office of any governor, including the Executive Governor, shall be subject to his or her annual renewal of membership to PNPRS, which is 1 January to 31 December of each year. A governor upon election to office shall immediately, or within a period of one week, pay his or her second and third years of annual membership, otherwise he or she forfeits the position. The next elected member shall assume the position and shall be sworn in.

Section 5. Disqualification of Governors: (a) Failure to pay or renew his or her second and third years of annual membership immediately, or within a period of one week, upon election into office; (b) Conviction by final judgment of an offense punishable by imprisonment, (c) Violation of the Corporation Code, committed within five (5) years prior to the date of his election or appointment; or (d) Failure to attend the regular and special sessions of the Board two times consecutively.

Section 6. Vacancy or delay of elections. In cases of vacancy, the Executive Governor shall designate Acting Officers, as the case may be, who will serve the unexpired term of the governor replaced due to death, resignation, disqualification (under (b) above), or delinquency in the performance of his or her duties such as frequent non-attendance of regular and special sessions and the like. In cases of delay of elections for whatever reason, and no elected officers are qualified, the Vice Chairperson shall replace the Chairperson until the election and qualification of the new set of officers.

ARTICLE IV OFFICERS

Section 1. Officers. The Board shall elect from among its members the Chairperson, Vice Chairperson, Secretary, Treasurer, Auditor, Public Relations Officer, and Legal Officer. The Executive Governor holds continuous office in the Board. The administrative structure of PNPRS is semi-parliamentary.

Section 2. Term of Office of the Officers. All officers, except the Executive Governor, shall hold office for two years and until their successors shall have been duly elected and qualified. The Chairperson can be reelected, but only once. No Chairperson shall be eligible for office unless he/she has served as Chairperson of a Department of Philosophy or has at least an M.A. in philosophy. No Executive Governor shall be eligible for office unless he/she is likewise eligible to become the editor of *Φιλοσοφία*.

Section 3. Voting. Governors/members of the General Assembly are entitled to one vote, and they must be present in person. No proxy vote is allowed.

Section 4. The election of officers shall be held immediately after the election of the members of the Board of Governors.

Section 5. The term of office of the officers is not a membership term.

ARTICLE V FUNCTIONS AND DUTIES [~~delete~~ POWERS] OF OFFICERS

Section 1. Executive Governor. The Executive Governor is the Chief Executive (equivalent to the Prime Minister/President) and Program Director of the Society. All officers below the rank of the Chairperson and Vice Chairperson shall constitute the Cabinet staff of the Executive Governor and shall assist him or her in

implementation of PNPRS programs and activities. (S)He shall preside the meeting during the presentation of plans and programs or similar projects or activities.

Among the specific functions of the Executive Governor are:

(a) (S)He shall submit a program of activities, together with its budgetary requirements, to the Board of Governors for discussion and approval during the annual regular meeting of the Board.

(b) (S)He shall request for a special meeting from the Chairperson and submit a tentative agenda to him/her.

(c) (S)He shall be responsible for the submission of the annual report with the Securities and Exchange Commission directly or through an agency.

(d) (S)He shall also implement and execute the policies of the Board.

(e) (S)He shall attend all the meetings of the Board and participate in its discussions and has the power to vote unless he or she presides the meeting.

(f) (S)He shall see to it that any net income generated from PNPRS activities shall *basically* be in support of the publication of *Φιλοσοφία: International Journal of Philosophy*, the PNPRS research grants, and a building fund.

(g) (S)He shall serve as the editor of *Φιλοσοφία* and determine its policies based on the high international standard of journal publications.

(h) (S)He can designate or appoint other staff members necessary for the accomplishment of PNPRS programs and other activities.

(i) (S)He can designate or appoint Assistant Officers to assist the Board Officers on occasions of urgency, efficiency, and practicality to accomplish a PNPRS activity, especially when the Board Officer cannot be around.

(j) (S)He shall continuously hold office and may be removed only for cause.

(k) (S)He shall serve as the Chair of the Committee on Elections during the National Assembly Convention; (s)he shall select two members.

(l) (S)He shall keep the seal of the Society and custody of all PNPRS equipment and properties.

(m) To avoid possible conflict of interests, (s)he is prohibited to run for an elective position of any similar professional organization locally, except to be a member only either of its Board or its Assembly. He may, however, run for an elective position in any international philosophical organization in order to enhance the image of PNPRS.

(n) (S)He may negotiate agreements or contracts for the benefit of PNPRS or its journal and other activities subject to the approval—explicit or implicit—of the Board of Governors.

(o) (S)He will represent PNPRS as an institutional member of an organization (such as the Philosophical Association of the Philippines) unless he designates another officer to attend from time to time, or on a regular basis, on his or her behalf.

(p) In case of death, resignation, or incapacity of the Executive Governor, the Associate Editor (or the Senior Associate Editor as the case may be) shall automatically assume the position of Executive Governor. The successor shall resign from the topmost position of any local organization to avoid conflict of interest.

Section 2. Chairperson. The Chairperson (equivalent to the Speaker of the House of Commons) is the Chief Legislative Officer of the Society. Among his or her functions are:

(a) (S)He shall preside in all meetings of the Board of Governors and the General Assembly.

(b) (S)He shall render a written report to the Board at the end of every year. With the input of the members of the Board, copies of this report shall be mailed or emailed to regular and institutional members, or to the General Assembly.

(c) (S)He shall see to it that all PNPRS members observe faithfully the PNPRS mission-vision statement and By-laws and call the attention of a member or officer whose actuations run counter to the goals of the Society in accordance with its mission-vision, especially in support to the *survival* of PNPRS and the *continuance* of the publication of *Φιλοσοφία* and other projects.

Section 3. Vice Chairperson. The Vice Chairperson shall perform the following duties:

(a) (S)He shall also see to it that PNPRS members observe faithfully the PNPRS By-laws.

(b) (S)He shall serve as the Chair of the Committee on Quality Membership who shall select two members and where "quality" means strict adherence of the prospective member to the mission-vision of the Society and unconditional willingness to pay his or her membership from his or her own funds. The specific functions of this Committee shall be formulated by the Board of Governors.

(c) Although each PNPRS officer and member can recruit members, the name and qualifications of the member shall be submitted to the Chair of the Committee on Quality Membership for processing.

(d) (S)He shall recommend the processed name of the prospective member for approval to the Executive Governor.

(e) (S)He shall render a report to the Board of Governors during its annual meeting on the status of membership.

(f) In case of incapacity, resignation, or disqualification of the Chairperson, the Vice Chairperson shall take over the functions of the Chairperson until the next national elections of the Board of Governors.

Section 4. Secretary. The Secretary shall keep all the minutes of the meetings of the Board and of the General Assembly and all notices required by these By-laws in a book kept for the purpose. Among his or her additional duties are the following:

(a) (S)He shall affix the PNPRS seal to any paper or instrument requiring the same.

(b) (S)He shall have custody of the correspondence files and copies of all other papers that the Treasurer keeps.

(c) (S)He shall maintain the members' register, and disseminate the necessary information to the members upon clearance/instruction from the Executive Governor.

(d) (S)He shall perform such other functions which the Executive Governor and/or the Chairperson may assign to him/her from time to time.

Section 5. Treasurer. The Treasurer shall take charge of the finances of the Society. Among his or her functions are:

(a) (S)He shall collect the dues of the members and other accounts of the Society, deposit them in a bank designated by the Board of Governors, and disburse the same by authority of the Executive Governor. The bank account shall be in the name of PNPRS between the Treasurer and Executive Governor in an "and/or" capacity. In cases of urgency/emergency, any officer of the Board of Governors can deposit the dues and other monies of PNPRS in the bank designated by the Board of Governors. The Treasurer and/or the Executive Governor shall be notified by this

deposit. Members may deposit their fees/dues in these designated banks upon instruction by the Treasurer and/or the Executive Governor.

(b) The Treasurer shall make a report of the financial transactions to the Board and a terminal financial report to the General Assembly, duly audited by the Auditor and noted by the Executive Governor. (S)He shall keep and have charge of the books of accounts which shall be open to inspection by any member of the Board of Governors.

(c) The Treasurer shall post a bond in such amount as may be fixed by the Board of Governors.

(d) The Treasurer and/or the Executive Governor shall keep the bank accounts (passbooks or checkbooks) which shall be open to inspection by the Auditor or any member of the Board of Governors at any convenient time and day.

Section 6. Auditor. The Auditor shall have the following functions:

(a) (S)He shall conduct an audit of the Society's funds and property every quarter of the year (March, June, September, and December).

(b) (S)He shall countersign the official reports of the Treasurer to the Board and the General Assembly.

Section 7. Public Relations Officer. Among the functions of the Public Relations Officer are:

(a) (S)He shall be responsible for the dissemination of information regarding the activities of the Society especially in newspapers and other venues.

(b) (S)He shall maintain a liaison with the press.

(c) (S)He shall take charge with the help of other officers and members in creating the PNPRS website with PNPRS as owner.

(d) (S)He shall also maintain a liaison with DepEd, CHED, NCCA, National Library, and other relevant and necessary governmental and private institutions that will enhance the mission-vision of PNPRS and its projects. (S)He shall inform the Executive Governor and the Board of their latest circulars, bulletins, and/or policies.

Section 8. Legal Officer. The Legal Officer shall have the following functions:

a) The Legal Officer, who must be a lawyer, shall render legal advice to the Executive Governor or the Board of Governors in connection with PNPRS activities on all legal matters, including the possibility of hiring a lawyer to attend to sensitive legal encumbrances, if any.

b) Legal consultations with him or her whenever the need arises should be his or her priority, even when—because of a very busy legal practice—he or she cannot attend successively the Board meetings.

c) (S)He shall sign or countersign PNPRS matters that require his or her signature.

d) In the event that no one is qualified to hold this position, it will be left vacant. Whenever necessary, PNPRS shall hire a lawyer to attend to legal cases, if any.

e) (S)He shall be exempted from Art. III, Secs. 3(a) and 5(d) of this By-Laws.

**ARTICLE VI
MEMBERS OF THE GENERAL ASSEMBLY**

Section 1. Composition. The General Assembly is composed of all PNPRS members.

Section 2. Kinds of Member. Members are new, old, regular, associate, affiliate, or institutional. The membership year begins on 1 January and ends on 31 December of each year.

(a) A new member is one who teaches, or is interested in, philosophy and who has just joined PNPRS for the first time.

(b) An old member is one who has renewed his or her membership nonsuccessively.

(c) A regular member is one who teaches, or is interested in, philosophy and who has paid his annual membership fee *successively* for at least two years.

(d) An institutional member is either an individual philanthropist who, or an institution/organization which, donates money or supplies, or sponsor's a Society's activities.

(e) An associate member is one who is not a philosophy graduate or philosophy teacher but who is interested in philosophical matters (a librarian, e.g.) who pays the annual membership fee.

(f) An affiliate member is one who is a member of another philosophical organization but wants to be affiliated to PNPRS. A member of another philosophical organization, however, is not prohibited from becoming a full-fledged member of PNPRS at the same time.

(g) Affiliate and associate members can participate in PNPRS activities subject to the requirements of these activities. The associate member can vote in General Assembly meetings while the affiliate member cannot. Both, however, cannot be elected to office.

(h) A membership fee to be determined by the Board of Governors shall be paid by a new, old, regular, associate, or affiliate member annually.

Section 3. Every new, old, regular, associate, or institutional member shall be entitled to receive the issues of *Φιλοσοφία* for that year he/she or the institution becomes a member.

**ARTICLE VII
ACCOUNTABILITY OF THE BOARD OF GOVERNORS
AND INDIVIDUAL OFFICERS**

Section 1. The members of the Board of Governors are at all times accountable to the Board and to all the members of PNPRS.

Section 2. Any member of the Board of Governors may be removed or suspended from office for any act considered by the Board, through its Chairman and/or the Executive Governor, or by the General Assembly as jeopardizing or leading to the destruction of the survival of PNPRS and its journal, or highly inimical to the interests of PNPRS, or any violation of Philippine laws.

Section 3. The Board of Governors [the General Assembly deleted] shall constitute the investigative body and has the sole power to remove by a majority vote any member of the Board or of PNPRS.

Section 4. In case of the suspension or removal of the governor in question, an Acting Officer designated by the Executive Governor for the purpose, shall assume the functions of the governor under investigation.

**ARTICLE VIII
ACTIVITIES**

Section 1. The Society shall have as its main activity the publication of the Φιλοσοφία journal.

Section 2. When the Board of Governors deems it necessary and feasible to raise an income, PNPRS may hold a philosophical conference once a year.

Section 3. The Society shall pursue the project of textbook or trade/reference book making to raise funds. It shall encourage teachers of philosophy and all those who may be interested in philosophy to contribute papers to these books. A memorandum of agreement between the individual authors and PNPRS as represented by the Executive Governor, subject to the approval of the Board of Governors, shall be made.

Section 4. The Society, through the Executive Governor, may pursue other activities that may enhance its financial status or its national/international image, subject to the approval of the Board. It may apply for grants or research awards, or accept donations from national/international donors or agencies.

Section 5. During the second year of the term of office of the members of the Board when the General Assembly convention for the election of a new set of officers takes place, lectures/seminar papers may or may not be held.

**ARTICLE IX
FUND**

Section 1. Funds. The funds of the Society shall be derived from registration fees, membership fees, royalties, publications, gifts, donations, benefits, and other means of resourcing.

Section 2. Disbursements. Withdrawal from the funds of the Society, whether by check or any other instrument, shall be signed by the Treasurer and/or the Executive Governor.

Section 3. Fiscal Year. The fiscal year of the Society shall be from the 1st of January to the 31st of December of each year.

**ARTICLE X
CORPORATE SEAL**

Section 1. Form. The corporate seal of the Society shall be such form and design as may be determined by the Board.

Section 2. In Existence. In case the corporate seal has already been made, it shall be used to authenticate certain official transactions or documents of PNPRS such as Certificates, PNPRS contracts/agreements with authors, and the like.

ARTICLE XI
ΦΙΛΟΣΟΦΙΑ JOURNAL

Section 1. The Philippine National Philosophical Research Society is the publisher of *Φιλοσοφία [Philosophia/Filosofia]: International Journal of Philosophy*. PNPRS through the Executive Governor may negotiate with other philosophy organizations for co-publishing as junior partners.

Section 2. The main purpose of PNPRS is to raise or provide funds for the continued publication of *Φιλοσοφία*.

Section 3. To maintain the high international standard of *Φιλοσοφία*, its policies are determined and formulated by the journal editorial board, consisting of the editor, associate editor(s), book review editor(s), and the circulation manager(s), subject to the concurrence of the PNPRS Board.

Section 4. The hiring and firing of the lower members of the editorial board is the sole responsibility of the editor, subject to the concurrence of the Board of Governors.

Section 5. The Executive Governor as chair and two members of his choice shall constitute the Selection Committee that will scout and evaluate prospective editors who will succeed the present editor.

Section 6. The Selection Committee shall formulate the qualifications and the process of selection of the next editor, subject to the approval of the Board of Governors.

Section 7. The selected prospective editor(s) shall become the Associate Editor(s) of the *Φιλοσοφία* journal.

ARTICLE XII
CONCURRENCE/APPROVAL OF THE BOARD
OR PNPRS MEMBERS

Section 1. Concurrence or approval of the PNPRS Board or the PNPRS members may be explicit or tacit/implicit.

Section 2. An explicit concurrence/approval occurs when the member of the Board or PNPRS casts his or her vote or comments *expressly* in writing (cell phone text/email/letter) or verbally in a meeting.

Section 3. A tacit/implicit concurrence/approval occurs when the member of the Board or PNPRS does not make any response or comment to a communication that sets a deadline for reaction/response. The Board or PNPRS member has the duty and responsibility towards PNPRS and the Board to read all communications or messages relayed to him or her via letter, cell phone text, email or the like. "Not having read the communication" shall not constitute an excuse.

**ARTICLE XIII
AMENDMENTS TO BY-LAWS**

Section 1. The Executive Governor or the majority of the Board [delete General Assembly] may initiate amendments/revisions to the By-Laws during the regular or special meeting duly called for the purpose.

Section 2. The aim of the amendments is to streamline some procedures of offices or functions/duties so that these can be realistic, more efficient, and be more responsive to the mission-vision of the Society.

Section 3. These proposed amendments/revisions shall be subject to the final approval of the Board and the ratification of the members of the General Assembly during its bi-annual meeting by a majority vote of those present.

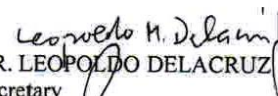
**ARTICLE XIV
EFFECTIVITY**

Section 1. These amendments to the By-Laws shall take effect immediately after ratification by the majority of the PNPRS members in the General Assembly.

Adopted this 14th day of March 2010 in Mandaluyong City by the affirmative vote of the undersigned members representing a majority of the members of the association in a regular meeting duly held for the purpose.

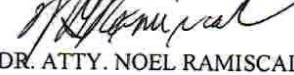
- (Note: 1. If filed with Articles of Incorporation, should be signed by all incorporators;
2. If filed after incorporation, should be signed by majority of the members and should submit directors' certificate for the adoption of the by-laws.)*

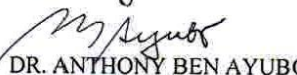

DR. ROLANDO M. GRIPALDO
Executive Governor


DR. LEOPOLDO DELACRUZ
Secretary


DR. NICOLITO A. GIANAN
Chairman of the Board


MR. ROLAND T. PADA
Vice Chairman of the Board


DR. ATTY. NOEL RAMISCAL
Legal Officer


DR. ANTHONY BEN AYUBO
Treasurer


DR. EDGARDO CABURAL
Public Relations Officer


MS. CAMILLE L. TING
Auditor

Amoruaan
MS. ALELI M. CARAAN
Member

Jose J. Aguas
DR. JOVE AGUAS
Member

Marie Abelyn C. Kwe
MS. MARIE ABELYN C. KWE
Member

James Victor Esguerra
DR. JAMES VICTOR ESGUERRA
Member

Edmer Ramirez
Mr. EDMER RAMIREZ
Member

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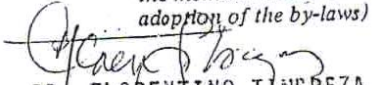
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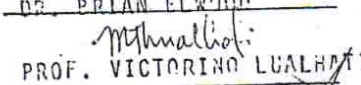
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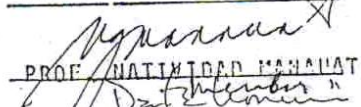
Adopted this _____ day of FEB 06 1997, 19____ in _____
PASIG CITY by the affirmative vote of the under-
signed members representing a majority of the members of the association
in a special meeting duly held for the purpose.

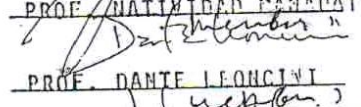
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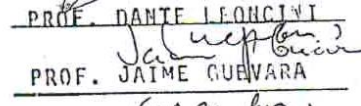

DR. FLORENTINO TIMBREZA



DR. BRIAN ELWOOD

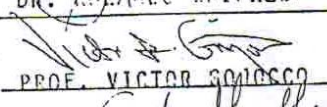

PROF. VICTORINO LUALHATI

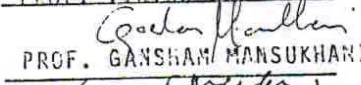

PROF. NATIVIDAD MANABAT

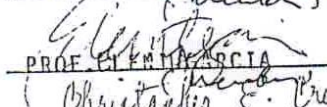

PROF. DANTE LEONCINI

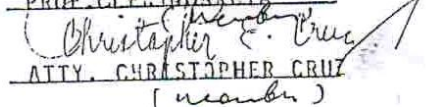

PROF. JAIME GUEVARA
(member)


DR. ROLANDO GRIPALDO


PROF. VICTOR SOLISOCO


PROF. GANSHAM MANSUKHANI


PROF. ELENI GARCIA


ATTY. CHRISTOPHER CRUZ
(member)