

New
BYLAWS

October 26, 2009



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

SEC Building, EDSA, Greenhills
City of Mandaluyong, Metro Manila

Company Reg. No. 60782

**CERTIFICATE OF FILING
OF
NEW BY-LAWS**


KNOW ALL PERSONS BY THESE PRESENTS:

This is to certify that the New By-Laws of

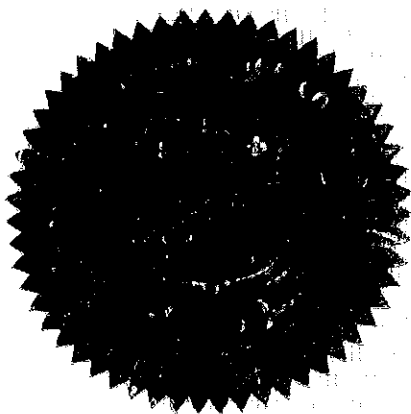
UNITED ARCHITECTS OF THE PHILIPPINES, INC.

copy annexed, adopted on April 24, 2008 by majority vote of the Board of Trustees and by the vote of at least two-thirds of the members, and certified under oath by the Corporate Secretary and majority of the said Board was approved by the Commission on this date pursuant to the provisions of Section 48 of the Corporation Code of the Philippines, Batas Pambansa Blg. 68 approved on May 1, 1980, 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 Mandaluyong City, Metro Manila, Philippines, this 26th day of October, Two Thousand Nine.


BENITO A. CATARAN
Director

Company Registration and Monitoring Department



COVER SHEET

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UNITED ARCHITECTS OF THE
PHILIPPINES INC

(Company's Full Name)

53 Scout Rallios St Barangay
Laging Handa Quezon City
(Business Address : No. Street City / Town / Province)

Jason Ramos Aban

Contact Person

02 - 4126403

Company Telephone Number

07 01
Month Day
Fiscal Year

Filing of New Bylaws
FORM TYPE

04 23
Month Day
Annual Meeting

Secondary License Type, If Applicable

Dept. Requiring this Doc.

Amended articles Number/Section

Total No. of Stockholders

Total Number of Barrowings

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

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Cashier

STAMPS

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UNITED ARCHITECTS OF THE PHILIPPINES, INC.

The Integrated and Accredited Professional Organization of Architects
53 Scout Rallos St., Barangay Laging Handa, Diliman 1103
Quezon City, Philippines

NEW UAP BY-LAWS

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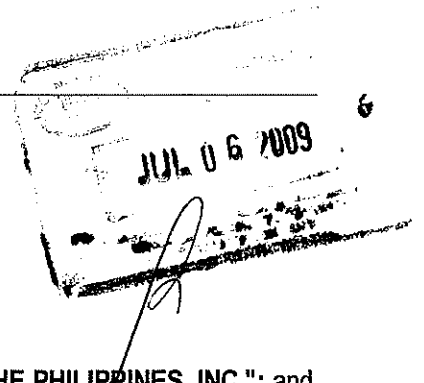
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The Integrated and Accredited Professional Organization of Architects
53 Scout Rallos St., Barangay Laging Handa, Diliman 1103
Quezon City, Philippines

NEW BY-LAWS

Article I
GENERAL ORGANIZATION



SECTION 1. NAME.

1. The name of this organization shall be the **"UNITED ARCHITECTS OF THE PHILIPPINES, INC."**; and for purposes of these By-laws shall hereinafter referred to as **"UAP"**.
2. UAP is the Integrated and Accredited Professional Organization of Architects (IAPOA) pursuant to the Implementing Rules and Regulations (IRR) of Republic Act No. 9266 (hereinafter referred to as "R.A. 9266"), otherwise known as "The Architecture Act of 2004" and to the Professional Regulatory Board of Architecture (PRBoA) Board Resolution No. 02 and No. 3, series of 2004.

SECTION 2. DOMICILE

1. The national office of the UAP shall be at UAP National Headquarters Building, No. 53 Scout Rallos Street, Barangay Laging Handa, Diliman, Quezon City, Philippines.

SECTION 3. THE FOUNDATION

1. UAP may establish a corporation or foundation or association which intends to assist by cooperation and association in any UAP activity that shall result in the improvement of the architecture profession; and/or to undertake any other related activities. Provided, however, that such corporation or foundation shall neither use the name **"United Architects of the Philippines"** nor affix the initial **"UAP"** in its corporate name.

SECTION 4. PURPOSE AND OBJECTIVES

1. In order to project the value and importance of the role of the architect in nation building and public service, the UAP has adopted the following objectives:
 - a. To establish and promote the highest standards of ethical conduct and professional excellence in the practice and service of architecture, through strict adherence to the Architects National Code, Code of Ethical Conduct (UAP Doc. 200) and Standards of Professional Practice (UAP Docs. 201-208).
 - b. To maintain the highest standards of architectural education, through the conduct of research, accumulation and dissemination of information in architecture, environmental design, ecology, technology, culture and other related fields;
 - c. To cooperate and coordinate with other allied professions, trade and industry;
 - d. To participate in matters concerning national and regional development of the country;

- e. To cooperate with the Professional Regulatory Board of Architecture (PRBoA), Professional Regulation Commission, and other government agencies in matters concerning licensing and regulation of the profession;
- f. To cooperate and coordinate with international organizations in the fields of architecture, environmental design, and other fields of arts, science and technology;
- g. To render any lawful and appropriate assistance to any of the members;
- h. To develop progressive ideas in architecture and environmental concerns as well as their practical application for the welfare of the community, and
- i. To ensure active participation of the UAP in the global context.

ARTICLE II MEMBERSHIP

SECTION 1. QUALIFICATIONS

1. All registered and licensed architects whose names appear in the Registry of Professional Regulation Commission (PRC) are automatically members of the UAP and shall continue to be one except in the following:
 - a. Those who are deceased; and,
 - b. Those members whose membership was terminated pursuant to the provisions of these By-laws.

SECTION 2. REGISTRATION

1. Unless he has already previously registered with UAP, every registered and licensed architect heretofore admitted by the PRC shall register with the UAP without delay.
2. Every member of UAP shall be entitled to a Certificate of Membership upon verification of his qualifications by the UAP and upon payment of the required dues prescribed in these By-laws.

SECTION 3. CLASSIFICATION

1. Membership with the UAP shall be classified into the following:
 - a. Charter Member
 - b. Regular Member
 - c. Member Emeritus
 - d. Senior Member
 - e. Fellow Member of the College of Fellows, and
 - f. Honorary Member of the College of Fellows

SECTION 4. CHARTER MEMBER

1. Qualifications.

- a. The members of the three organizations of architects which were integrated as the UAP are considered as charter members if they registered with the UAP on or before December 31, 1975.

2. Rights and Privileges.

- a. Every charter member who is in good standing with the UAP shall
 - i. have the right to a document evidencing his membership thereof, receive and abide by these By-laws,
 - ii. use and print after his name, the initials, "CUAP", representing "Charter Member, United Architects of the Philippines", and
 - iii. enjoy all the rights and privileges as enumerated for the Regular Member.

SECTION 5. REGULAR MEMBER

1. Qualifications.

- a. Regular members of the UAP are those who became members of the UAP pursuant to Section 1 and 2 of this Article.

2. Rights and Privileges.

- a. Every regular member in good standing shall have full rights and privileges, including but not limited to the following:
 - i. The right to vote in his Chapter, be elected as a member of the Electoral College and be voted upon;
 - ii. The privilege to print after his name the initials, "UAP", representing "United Architects of the Philippines";
 - iii. To be appointed as members of committees at all levels of the UAP;
 - iv. To serve as Chapter delegates to national and local UAP conventions and conferences;
 - v. Subscribe to all publications and documents issued by the UAP for information, assistance and guidance of its members;
 - vi. Participate in all activities of the general membership; and
 - vii. The right to receive the Certificate of Membership.

3. Basic Duties and Responsibilities

- a. The following are the basic duties and responsibilities of a Regular Member:
 - i. To pay UAP national annual membership dues and other required fees;
 - ii. To abide by the Articles of Incorporation, By-laws and other issuances of UAP;
 - iii. To continually develop himself/herself professionally through compliance with prescribed continuing professional education requirements of the PRC; and
 - iv. To actively participate in the national and local activities of UAP.

4. Membership in Chapter.

- a. Every regular member shall be a member of a Chapter of his choice, whether on the basis of residence, place of work or place relevant to his practice, or for other reasons, where applicable.
- b. In no case shall any UAP member be a member of more than one (1) Chapter.
- c. Chapter transfer may be made in accordance with the rules and regulations prescribed by the National Board of Directors.

SECTION 6. MEMBER EMERITUS

1. Qualifications.

- a. A Member Emeritus is a regular member who has been in good standing with the UAP continuously for at least thirty-five (35) years with a record of loyalty and remarkable service to the organization.
- b. For Charter Members, the number of years to be counted shall start from one's membership prior to the unification of the three architectural organizations.
- c. Regular members may be conferred the title of "Member Emeritus" upon written recommendation of the Committee on Membership and the Committee on Awards and approval by the National Board of Directors.

2. Rights and Privileges.

- a. Every regular member who has been conferred the status of Member Emeritus continues to:
 - i. enjoy all the rights, privileges and responsibilities of a Regular Member; and
 - ii. has the privilege to use the title "Member Emeritus", print after his name the initials "EUAP".

SECTION 7. SENIOR MEMBER

1. Qualifications.

- a. Any member of the UAP who shall, by reason of disability, be unable to engage in the practice of architecture, and would like to join the activities and functions of the organization, may be considered as Senior Member, subject to the approval of the National Board of Directors and the provisions of these By-laws.

2. Rights and Privileges.

- a. A UAP Senior Member continues all rights and privileges of a Regular Member.

SECTION 8. FELLOW

3. Qualifications.

- b. Regular members to qualify for nomination to Fellowship must have been in good standing with the UAP continuously for at least ten (10) years at the time of his nomination and must have rendered notable contribution to the advancement of the architectural profession be it in

design, education, literature, public service, and exceptional service to UAP. Payment of arrears to comply with the 10-year requirement will not qualify any nominee.

4. Rights and Privileges:

- c. A Fellow Member shall
 - i. enjoy all the rights, privileges and responsibilities of a regular member; and
 - ii. as mark of distinction and honor, has the privilege to use the title "Fellow" and print after his/her name the initials "FUAP" representing "Fellow, United Architects of the Philippines" and wear the Medallion given for his/her distinction in all formal functions of UAP.

SECTION 9. HONORARY MEMBER OF THE COLLEGE OF FELLOWS

1. Qualifications.

- a. Honorary Membership in the College of Fellows may be conferred upon any foreign architect in the country in which they are licensed and registered with high and reputable character who, having exceptionally contributed to the advancement of the architectural profession; and
- b. He/she must be nominated by at least thirty (30) members of the College of Fellows in good standing and approved by the National Board of Directors upon recommendation of the Jury of Fellows as Honorary Member of the College of Fellows.

2. Rights and Privileges.

- a. An Honorary Member of the College of Fellows has the right and privilege to be invited in the functions and activities of the organization as may be decided by the National Board of Directors.
- b. Being an Honorary Member of the College of Fellows is not a right to practice the architecture profession in the Philippines, which is subject to the laws of the land for foreign professionals.

SECTION 10. TERMINATION AND REINSTATEMENT OF MEMBERSHIP

1. Suspension or Termination of Membership.

- a. Subject to the rules of procedure and approval of the National Board of Directors, loss or termination of membership may be made
 - i. by resignation from the UAP;

Any member may resign from membership in the UAP through a written notice submitted to the Secretary General provided that, even if the effective date of resignation is fixed in said notice, such resignation shall not be effected until acted upon by the National Board of Directors, such action to be taken within thirty (30) days from receipt of said notice. Upon approval of the termination of membership, the Secretary General shall immediately bring the matter to the attention of the PRC through the PRBoA. Forthwith the member concerned shall cease to be a member and his name shall be stricken out from the Roster of Registered and Licensed Architects maintained by the UAP and by the PRC from the Registry of Registered and Licensed Architects.

- ii. by reason of delay in or non-payment of national annual membership dues;
- iii. for violation of the R.A. 9266, its Implementing Rules and Regulations, Code of Ethical Conduct and other derivative regulations issued by the government through the PRC;

Notwithstanding any other provision in these By-laws, a member against whom a charge of violating the laws and regulations is pending may not resign or be terminated from membership until final judgment is rendered;

- iv. or any other just cause as provided by the rules to be adopted by the National Board of Directors; and
- v. by the death of the member

2. Loss or Suspension of Interests, Rights and Privileges.

- a. Any individual who resigns is suspended, or is terminated from membership thereby loses all rights and privileges granted by law or these By-laws, including the right to use the organization's name, initials or symbols until reinstated.

3. Reinstatement of Membership

- a. Reinstatement may be made in accordance with the rules and regulations prescribed by the National Board of Directors consistent with the existing rules of the PRC through the PRBoA.

ARTICLE III CHAPTERS

SECTION 1. PURPOSE AND OBJECTIVES

The purpose and objectives of creating a Chapter are based on the following:

- 1. **Maximum participation of members.** To promote maximum participation of all members in all activities and programs, in advancing the objectives of the organization;
- 2. **Extension of the national organization.** To be the extension of the national organization in the Chapter's territory or jurisdiction.
- 3. **Programs and projects of the national organization.** To implement and carry out all programs and projects of the national organization, except when the nature of a project requires direct implementation by the national organization

SECTION 2. CHAPTER ORGANIZATION

1. Governance

- a. The National Board of Directors shall prescribe a set of uniform rules governing the administration and operation of Chapters which shall not be inconsistent with the Articles of Incorporation and By-laws of the UAP. Exception or modifications of the rules for specific Chapter shall not be allowed unless otherwise approved by the National Board of Directors for reason that it may deem meritorious;

- b. No act of a Chapter shall directly or indirectly nullify or contravene any provisions of these By-laws and such rules and regulations adopted by the National Board of Directors; and
- c. All Chapters shall be under the general supervision of their respective Area Vice-President through the Regional District Directors as provided in these By-laws.

2. Formation of Chapter

- a. The National Board of Directors shall have the authority to approve and prescribe rules and regulations for the creation or organization of a new Chapter.

3. Authority and Duties of Chapters

- a. The following are the authority and duties of Chapters:
 - i. Shall adopt a name which shall include the acronym "UAP" as prefix of the Chapter's name consistent with rules and regulations on Chapter nomenclature;
 - ii. Shall cooperate with its Regional District, Area and National organizations to further the interests of the members, and by agreement with these organizations, may represent and act for them within the Chapter's domain;
 - iii. Shall collect National and Chapter Annual Membership Dues;
 - iv. Shall implement all programs and projects of the national organization; and
 - v. Shall perform such other functions and duties as may be assigned by the Regional District, Area and National organizations.

4. Chapter in Good Standing

- a. To be in good standing for the current fiscal year, a Chapter
 - i. must have the minimum number of twenty (20) members in good standing; and
 - ii. must have paid the required Chapter Annual Fee in such amount duly determined by the National Board of Directors.
- b. A Chapter in good standing shall be given the right to:
 - i. vote through a representation in the Electoral College of members in good standing except otherwise defined in these By-laws; and
 - ii. participate in various national awards, such as Most Outstanding Chapters, etc.

SECTION 3. ADMINISTRATION OF CHAPTERS

1. **Composition.** The administration of each Chapter shall be vested in a Chapter Board of Directors consisting of the following elected members:
 - a. President,
 - b. Vice-President for Programs and Development,
 - c. Vice-President for Operations,
 - d. Secretary,
 - e. Treasurer,
 - f. Auditor, and
 - g. Two to Five Directors.
2. **Qualifications of Officers.** Chapter Officers must have the following qualifications prior to election to their respective positions:
 - a. Regular membership in good standing of the Chapter;

- b. 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;
- c. Demonstrated leadership in professional, civic or community undertakings;
- d. Good moral character and adherence to the Architect's National Code, Code of Ethical Conduct and Standards of Professional Practice; and
- e. At least two (2) consecutive years of active practice of the profession.

3. Term of Office.

- a. The members of the Chapter Board of Directors 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.
- b. No member of the Chapter Board of Directors shall hold office for more than three (3) consecutive terms.

4. Vacancy.

- a. In case of vacancy during the term office of the Chapter President, the rule of succession shall be applied according to the order of enumeration in Section 3, paragraph 1 of this Article, i.e. Vice President for Programs and Development, Vice President for Operations, Chapter Secretary, Chapter Treasurer, etc.

5. Duties of Chapter Officers. The duties of the Chapter Officers are as follows:

a. President

- i. Serves as the Chief Executive Officer of the Chapter and as such shall exercise general supervision over the affairs thereof;
- ii. Ensures that the By-laws as well as the resolutions, directives and policies issued in pursuance thereof by the National Board of Directors, officers and committees acting within their respective legal authorities are complied with by the Chapter;
- iii. Presides over all the meetings of the Chapter Board of Directors and the General Membership of the Chapter;
- iv. Organizes the Chapter committees;
- v. Supervises all its committee works, and social and business affairs, including the remittance of funds to the National Treasurer;
- vi. Signs contracts, directives and legal instruments which have been approved by the Chapter Board of Directors; and
- vii. Represents the Chapter on all occasions and in all matters where it should be represented.

b. Vice President for Programs and Development

- i. Takes full supervision of the study, research and formulation of policies, programs and projects of the Chapter, subject to the approval of the Chapter Board of Directors.

c. Vice President for Operations

- i. Takes full supervision of effective implementation of the programs and projects approved by the Chapter Board of Directors.

d. Secretary

- i. Issues all notices, circulars, records and supervise the proper recording of minutes of all Chapter meetings;
- ii. Takes charge and custody of all the legal and administrative records, correspondences of the Chapter;
- iii. Prepares and submits accomplishment report to the National Office through their respective Regional District Director quarterly;
- iv. Safekeeping of all records for proper turnover to the next secretary; and
- v. Performs such other matters as may, from time to time, be required of him by the Chapter President and the x' Board of Directors.

e. Treasurer

- i. Takes charge of the over-all supervision of the financial affairs of the Chapter;
- ii. Collects all fees, dues or contributions from the Chapter members as required by these By-laws and as may be authorized by the National Board of Directors and/or the Chapter Board of Directors;
- iii. Disburses funds as necessary and in accordance with approved accounting rules and procedures;
- iv. 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 of Directors ;
- v. Remits to the National Treasurer the national share of the national annual membership dues and prepare an official report of the said remittance to the Chapter Board of Directors;
- vi. Renders monthly report to the Chapter members and to the National Treasurer regarding the receipt and disbursement of funds and their amounts under his/her responsibility;
- vii. Signs all checks, and all financial transactions, together with the Chapter President or another officer as may be designated by the Chapter Board of Directors; and
- viii. Performs such other functions as may be required by the Chapter President and the Chapter Board of Directors.

f. Auditor

- i. Conducts an overall independent review of all financial affairs to ensure check and balance of the business operations of the Chapter; and
- ii. Serves as a regular member of the Chapter Board of Directors with voting rights.

SECTION 4. CHAPTER MEETINGS

1. The Chapter Board of Directors shall hold meetings at least once a month while the Chapter General Membership Meeting shall hold meetings in such frequency as the membership decides. During the meeting at such time and date in such place as may be agreed upon by its members, Chapter activities shall be discussed and the Chapter Treasurer shall render a report on the financial affairs of the Chapter;
2. No subject matter requiring a quorum shall be acted upon unless notice thereof is given to the members at least seven (7) days before the day of meeting.

SECTION 5. CHAPTER COMMITTEES

1. Constituted as counterparts of the commissions at the national level, the following are the Chapter Committees:
 - a. Committee on Internal Affairs
 - b. Committee on Professional Practice
 - c. Committee on Governmental and External Affairs
 - d. Committee on Education
 - e. Committee on Professional Development
 - f. Committee on Filipino Architecture
2. The Chapter President shall have the power to appoint Chapter Committee Chairman and members subject to the confirmation of the Chapter Board of Directors.

SECTION 6. CHAPTER OUTSIDE THE PHILIPPINES

1. Chapters may be organized abroad by architects registered and licensed in the Philippines practicing architecture in the country where they have established residency. These Chapters shall belong to the Regional Districts of the sponsoring Chapters.
2. The National Board of Directors shall institute measures and policies concerning the organization of Chapters outside the Philippines.

SECTION 7. REVIVAL OF INACTIVE CHAPTERS

1. The National Board of Directors shall institute measures and policies concerning the revival of inactive Chapters.

SECTION 8. CERTIFICATE OF CHAPTER REGISTRATION

1. A Certificate of Chapter Registration is issued to each Chapter that is organized which states the date of admission, classification as Chapter, territorial domain, Chapter Charter Officers and Members; duly signed by the National President, Secretary General, Regional District Director and the Chair of the Committee on Chapter Organization and the Commissioner on Internal Affairs. It shall bear the Official Seal of the UAP.

ARTICLE IV FINANCES

SECTION 1. FISCAL YEAR

1. The fiscal year of the UAP shall begin with the first day of July and shall end with the last day of June of the following year.

SECTION 2. DUES AND OTHER FEES

1. **Initial Membership Fee.** The initial membership fee shall be assessed on new members upon registration, in such amount determined by the National Board of Directors, and shall be collected by the Chapter and must be remitted to the National Treasurer. Provided, however, that in no case shall said fee be greater than the national annual membership dues.

2. **National Annual Membership Dues.** The national annual membership dues, in such amounts determined by the National Board of Directors shall be collected by the Chapter and must be remitted to the National Treasurer on or before September 30. A member joining during the year shall pay the amount corresponding to the full year's dues.
3. **Chapter Annual Fee.** Each Chapter shall pay a Chapter annual fee, in such amount determined by the National Board of Directors, and shall be remitted to the National Treasurer on or before August 31.
4. **Chapter Annual Membership Dues.** The chapter annual membership dues, in such amounts determined by the Chapter Board of Directors shall be collected from the members.
5. **Reinstatement Fee.** A reinstatement fee at an amount which shall be determined by the National Board of Directors shall be collected from every individual whose membership is sought to be reinstated.
6. **Other Fees.** An individual admitted to Member Emeritus shall pay a minimal amount of national annual membership dues determined by the National Board of Directors, provided however, that such amount should not be greater than the national annual membership dues of a regular member.

SECTION 3. FINANCIAL MANAGEMENT AND CONTROL

1. **Annual National Budget.** The Annual National Budget for the ensuing year shall be prepared by the incoming National Treasurer at least one month prior to the first meeting of the incoming National Board of Directors and should be presented to the incoming National Board of Directors for adoption.
2. The Annual National Budget must contain the following information, such as but not limited to:
 - a. a statement of estimated revenues for the ensuing fiscal year;
 - b. a statement of estimated expenditures for the ensuing fiscal year;
 - c. a comparative statement of last fiscal year's annual budget with the ensuing fiscal year's recommended budget
3. **Fund Generation**
 - a. The National Board of Directors may adopt policies related to donations, bequeaths and other contributions, special assessments on its members and other measures to raise funds for approved projects of the national organization based on UAP's plans and programs for the fiscal year.
4. **Miscellaneous**
 - a. All title to, and interest in, the real, personal, and intangible property of the UAP imposed, granted, and conferred by the laws of the Republic of the Philippines and by these By-laws is vested and shall remain solely in the UAP; no member shall have any right, title, or interest in such property at any time;
 - b. Unexpended and unencumbered revenue in a fund at the close of a fiscal year shall be used only to further the objectives of the UAP, safeguard its future, and perfect its members in the art, practice, and science of architecture, and shall never be distributed as dividends or remuneration to any officers and or members;
 - c. No officer or member of the UAP shall have any right, authority or power to expend any money of the UAP, to incur any liability for and in its behalf, or to make any commitment that will or

may be deemed to bind or involve the UAP in any expense or financial liability, unless such expenditure, liability or commitment has been authorized and budgeted by the National Board of Directors or by a specific resolution at a duly called meeting of the UAP, except that the National Board of Directors may provide for the adjustment and reallocation of accounts within the overall approved budget and for increased expenditures balanced by the increased revenues.

SECTION 4. GOOD STANDING STATUS

1. Member in Good Standing.

- a. In order to be in good standing and receive membership rights and privileges from the UAP, a regular member must have paid the national annual membership dues on or before September 30 of the current fiscal year.

2. Indication of Good Standing Status.

- a. All architects shall indicate in all their acts which are deemed within the "Scope of the Practice of Architecture" as defined under R.A. 9266, the UAP registration number, the number of the official receipt and the date of payment of their national annual membership dues to UAP for the current year.

3. Effect of non-payment of dues.

- a. Any member who has not paid his national annual membership dues for any given fiscal year on or before the September 30 deadline shall be considered a dues-delinquent member, thereby all his membership rights and privileges are temporarily suspended.
- b. If the delinquency continues until September 30 of the following year, the National Board of Directors shall by resolution recommend among others, to the PRC through the PRBoA possible suspension of the delinquent member from the practice of architecture.
- c. Whenever a delinquent member makes full payment of the national annual membership dues owing, plus a sum equivalent to ten percent (10%) per annum thereof, such fact shall without delay be reported to the National Board of Directors, which shall take such action as may be warranted.

4. Remission or lifting of sanctions.

- a. The UAP may, for justifiable reasons, remit or lift sanctions already imposed in connection with the non-payment of national annual membership dues, and authorize the reinstatement of the member concerned. However, sanctions imposed by the PRC through PRBoA may be remitted or lifted only by the same.

ARTICLE V NATIONAL BOARD OF DIRECTORS

SECTION 1. GENERAL FUNCTIONS

The UAP shall be governed by a National Board of Directors composed of thirty-one (31) members as indicated in Section 2 of this Article. Its general functions are the following:

1. Promulgates UAP policies, rules and regulations in accordance with these By-Laws to guide the organization in the attainment of its purpose and objectives;
2. Administers, controls and directs the business and social affairs of UAP and exercise all authority, rights and powers of the UAP over its members;
3. Honors the positions they have been elected to by strict attendance to all important functions of the UAP particularly National Board of Directors' Meetings, Execom Meetings, area activities within jurisdictions, National Conventions and official representations of the UAP in government and community activities,
4. Serves as the trustee and custodian of all properties and interests of the organization;
5. Coordinates and lends assistance to PRC through the PRBoA as its extension arm in the implementation of R.A. 9266, its implementing rules and regulations and other derivatives promulgated by the PRC concerning the professional practice of architecture in the Philippines;
6. Adopts and supports all the planned and ongoing major undertakings, duly approved by the previous National Board of Directors such as short and long term programs, national and international commitments, financial obligations and other similar responsibilities;
7. Ensures that adequate professional standards are promulgated by the standard-setting bodies;
8. Confirms the appointments and termination of service of any employee of the UAP subject to the provisions of these By-laws and appropriate lawful and legal procedures;
9. Adopts policies related to donations, bequeaths and other contributions, special assessments on its members and other measures to raise funds; and
10. Prescribes such other rules and regulations as may be necessary and proper to carry out the purposes of UAP as well as the provisions of these By-laws, and the laws of the Republic of the Philippines.

SECTION 2. COMPOSITION

The National Board of Directors shall be composed of thirty one (31) members as follows:

1. Eleven (11) National Executive Officers

- a. National President
- b. National Executive Vice President for Planning and Development
- c. Four Area Vice Presidents for Operations
 - i. Area A – North of Luzon to Quezon City
 - ii. Area B – From City of Manila, part of Metro Manila to South Luzon, Bicol Region and Palawan
 - iii. Area C – Visayas
 - iv. Area D - Mindanao
- d. Secretary General
- e. National Treasurer
- f. National Auditor
- g. Two Ex-Officio Members
 - i. The Immediate Past National President, representing the previous National Board Directors
 - ii. The Incumbent Chancellor of the College of Fellows, representing the voice of the College of Fellows

The National Auditor, Immediate Past National President and the Chancellor of the College of Fellows are members of the National Board of Directors without voting rights.

2. Twenty (20) Regional District Directors

a. Area A

- i. Regional District A-1a (Northwest Luzon) – comprising the following provinces and cities: Baguio, Benguet, Ifugao, Ilocos Norte and Ilocos Sur, Vigan City, La Union, Pangasinan and Laoag City.
- ii. Regional District A-1b (Northeast Luzon) – comprising the following provinces and cities within: Batanes, Kalinga-Apayao, Isabela, Cagayan, Nueva Viscaya and Quirino.
- iii. Regional District A-2a (Central Luzon) comprising the following provinces and cities within: Bulacan, Nueva Ecija, and Cabanatuan City.
- iv. Regional District A-2b (Central Luzon) comprising the following provinces and cities within: Tarlac, Olongapo City, San Fernando City, Angeles City, Pampanga, Bataan, and Zambales.
- v. Regional District A-3 (Quezon City North) – comprising the area of Quezon City North of Quezon Blvd. and Don Mariano Marcos Ave., the City of Caloocan and the Municipalities of Valenzuela, Malabon and Navotas.
- vi. Regional District A-4 (Quezon City South) - comprising the area of Quezon City South of Quezon Blvd. and Don Mariano Marcos Ave.
- vii. Regional District A-5 (Metro Manila North) - comprising the Cities of Mandaluyong, Marikina, Pasig and the Municipalities of San Juan, Taytay, Antipolo, Cainta and other Eastern Rizal towns.

b. Area B

- i. Regional District B-1 (Manila North) – comprising the City of Manila North of the Pasig River.
- ii. Regional District B-2 (Manila South) – comprising the City of Manila South of the Pasig River.
- iii. Regional District B-3 (Metro Manila South) – comprising the Cities of Pasay, Makati, Muntinlupa, Parañaque and Las Piñas, and the Municipalities of Taguig, Pateros and the Municipalities of Cavite and other Western Municipalities of Rizal.
- iv. Regional District B-4 (Southern Tagalog) - comprising the following provinces and the cities in the Southern Tagalog Region Laguna, Batangas, Quezon, Palawan, etc.
- v. Regional District B-5 (Bicol Region) - comprising the following provinces and cities within: Albay, Camarines Norte, Camarines Sur, Sorsogon, Catanduanes and Masbate, etc.

c. Area C

- i. Regional District C-1 (Central Visayas) - comprising the following provinces and the cities in the island of Cebu, Bohol and Negros Oriental.
- ii. Regional District C-2 (Western Visayas) - comprising the following provinces and the cities in the island of Negros Occidental.
- iii. Regional District C-3 (Eastern Visayas) - comprising the following provinces and the cities in the island of Samar and Leyte.
- iv. Regional District C-4 (Panay Islands) - comprising the following provinces and the cities in the islands of Panay, Aklan, Antique, Capiz, and Iloilo

d. **Area D**

- i. Regional District D-1 (Southern Mindanao) - comprising the provinces of and cities within Davao, General Santos, Sultan Kudarat, South and North Cotabato, Maguindanao and Lanao del Sur,
- ii. Regional District D-2 (Western Mindanao) - comprising the provinces of and cities within Zamboanga.
- iii. Regional District D-3 (Northern Mindanao) - comprising the provinces and cities of Cagayan De Oro, Butuan, and Surigao
- iv. Regional District D-4 (Northern Mindanao) - comprising the provinces and cities of Iligan, Dipolog, Ozamis and Pagadian

SECTION 3. QUALIFICATIONS

No member shall be elected as National Officers, except the *ex-officio* members, and or Regional District Directors unless he/she shall satisfy the following requirements.

1. **Qualifications for National Officers.** A candidate for National officers shall satisfy all the following requirements:

- a. Must be an active regular member in good standing of the UAP from a regular Chapter in good standing;
- b. Must have been in active practice for at least ten (10) years prior to nominations;
- c. Must have been an officer of a Chapter or must have served as a member of the National Board of Directors;
- d. Must have been qualified by the National Committee on Nominations;
- e. Must have demonstrated his dedication to the profession in general and to the UAP in particular;
- f. Must possess managerial capability, varied training and expertise necessary to accomplish the requirements of the position;
 - i. For the position of National President a candidate must have served as member of the National Executive Committee (either as National Executive Vice President or Area Vice Presidents, or Secretary General, or National Treasurer or National Auditor);
 - ii. For the position of Area Vice President, a candidate must have served either as Secretary General or National Treasurer or National Auditor;
 - iii. For the position of Secretary General, National Treasurer or National Auditor, a candidate must have served either as a Regional District Director or as a Chapter president and a Fellow or as an Executive Director of a commission of the national organization;
- g. Must possess good moral character and must have adhered to the Architect's National Code, Code of Ethical Conduct and Standards of Professional Practice.

2. **Qualifications for Regional District Directors.** A candidate for Regional District Directors shall satisfy all the following requirements:

- a. Regular membership in continuous good standing in a regular Chapter for at least five (5) years prior to nomination;

- b. At least five (5) consecutive years of practice of the profession prior to the nomination;
- c. Service of at least three (3) years as an officer of a Chapter in good standing and a Chapter President or a Fellow;
- d. Good moral character and adherence to the Code of Ethical Conduct and Standards of Professional Practice; and
- e. Qualified by the National Committee on Nominations.

SECTION 4. TERM OF OFFICE

- 1. The members of the National Board of Directors shall serve for one (1) fiscal year starting on the first day of July up to the last day of June of the following year, or until their successors shall have been duly qualified and elected.
- 2. An officer of the National Board of Directors shall serve for a term of one (1) fiscal year and may be re-elected for another term, but in no case shall one serve for more than three (3) consecutive terms in the National Board of Directors.

SECTION 5. NATIONAL BOARD OF DIRECTORS' MEETING

- 1. Regular meetings of the National Board of Directors shall be held every other month unless agreed by the National Board of Directors. The members of the National Board of Directors shall agree on a fixed time, date and venue of the meeting.
- 2. A prior notice is required and shall be sent to the members of the National Board of Directors at least fifteen (15) days prior to the date of the meeting through electronic mail or courier.
- 3. Attendance in all National Board of Directors' Meeting shall be compulsory. Except those who have prior notice to the Secretary General, a member of the National Board of Directors who fails to attend or sent an official representative in his absence to the meeting shall be exacted a fine as determined by the National Board of Directors.

SECTION 6. QUORUM

1. Requirement

A majority of the National Board of Directors shall constitute a quorum for the transaction of business and, in presence of a quorum, majority of the National Board of Directors present shall be sufficient to decide any action, except on those matters specifically requiring a different majority vote as herein provided or as provided under the Corporation Code of the Philippines.

SECTION 7. VACANCY

- 1. In case of any vacancy or vacancies in the National Board of Directors by reason of death, resignation, incapacity, or any other cause, except removal or expiration of term, the rule of succession, as may be defined by the National Board of Directors, shall be applied.

ARTICLE VI NATIONAL EXECUTIVE OFFICERS

SECTION 1. COMPOSITION

1. The National Executive Officers of UAP who are elected by the members of the Electoral College to their specific positions are:
 - a. National President
 - b. National Executive Vice-President
 - c. Area Vice-President for Area A,
 - d. Area Vice-President for Area B,
 - e. Area Vice-President for Area C,
 - f. Area Vice-President for Area D,
 - g. Secretary-General,
 - h. National Treasurer and
 - i. National Auditor.
2. Immediate Past President and the Chancellor of the College of Fellows are also National Officers.
3. For the management of the Administrative Office and operations of the organization the National President, National Executive Vice President, the Secretary General and the National Treasurer shall compose the Management Committee which shall establish the day to day operations of the organization.

SECTION 2. DUTIES

The duties and responsibilities of National Officers are as follows:

1. President

- a. Serves as the Chief Executive of UAP and as such shall preside over the meetings, conventions, and all official functions of the National Board of Directors, Executive Committee, Chapter Presidents Assembly and the Annual General Membership Meetings;
- b. Manages and supervises all business and social affairs of UAP;
- c. Signs contracts, directives and other legal instruments which have been approved by the National Board of Directors;
- d. Heads the Management Committee;
- e. Appoints the Executive Directors of standing commissions, heads and members of the standing committees and creates new committees or special committees, task forces and or ad-hoc committees as necessary subject to the confirmation of the National Board of Directors;
- f. Represents the UAP in local and international conferences, gatherings and other functions which require representation of the organization; and
- g. Performs such other functions as may be required of him by the National Board of Directors.

2. National Executive Vice-President

- a. Takes charge of the Planning and Development of UAP Programs;
- b. Directly supervises the standing commissions of the UAP in the study, research, and formulation of policies and implementation of programs and projects to attain the goals and objectives of the UAP; and
- c. Performs such other functions as may be required of him by the National President and or the National Board of Directors.

3. Area Vice-Presidents. There shall be four (4) Area Vice Presidents for Operation from each of the Areas : A, B, C, and D. The duties of the Area Vice Presidents are as follows:

- a. Take charge of the effective and systematic supervision of Chapters through the Regional District Directors;
- b. Ensure that their respective programs, projects and activities are carried out in accordance with the policies of UAP; and
- c. Performs such other functions as may be required of him by the National President and the National Board of Directors.

4. Secretary-General

- a. Supervises the proper recording of minutes of meetings of all meetings of UAP and the National Board of Directors;
- b. Issues all notices required by law or by these By-laws, as well as notices of all meetings of the UAP and the National Board of Directors;
- c. Takes charge and custody of the corporate seal, all the legal and administrative records, correspondences and legal matters, and all the materials in the library and archives as well as the records of membership of the organization.
- d. Directly supervises the Administration Staff as per programs and administrative decisions of the Management Committee;
- e. Prepares and submits such reports as maybe required of him by the National Board of Directors and/or the National President
- f. Ensures that UAP shall comply with all the reportorial requirements that may be required by the different government agencies, such as the Securities and Exchange Commission (SEC), Bureau of Internal Revenue (BIR), PRC and others; and
- g. Performs such other functions as may be required of him by the National President and the National Board of Directors.

5. National Treasurer

- a. Supervises the overall financial and fund management of the UAP;
- b. Collects all fees, dues and other financial obligations of the UAP and issue receipts thereof ;

- c. Disburses all duly approved organizational and budgeted funds as necessary and in accordance with approved accounting and auditing procedures;
- d. Purchases securities or sell and transfer those placed under his charge by UAP as directed by the National Board of Directors;
- e. Signs all checks, and all financial instruments and transactions wherein his signature is required by law. His signature must be together with that of the National President and/or by the National Executive Vice President as alternate of the National President;
- f. Prepares and implements the budget systems of the organization;
- g. Prepares and submits to the National Board of Directors an Annual Audited Financial Statement, duly audited by an independent accounting firm and ensures compliance of all financial reporting requirements of several government agencies, such as the SEC, BIR and PRC; and
- h. Performs such other functions as may be required of him by the National President and the National Board of Directors.

6. Immediate Past President

- a. Acts as an adviser of the incumbent National Board of Directors especially on the matters pertaining to the long-term and short-term programs, national and international commitments, financial obligations and other similar responsibilities duly approved by the previous National Board of Directors;
- b. Serves as a member of the National Board of Directors and a member of the Executive Committee, without voting rights; and
- c. Performs such other functions as may be required of him by the National President and the National Board of Directors.

7. Chancellor of the College of Fellows

- a. Represents the College of Fellows to the incumbent National Board of Directors specially on matters pertaining to complex and delicate issues in the practice of the profession and the affairs of the organization;
- b. Serves as a member of the National Board of Directors and a member of the Executive Committee without voting rights;
- c. Serves as the head of the National Committee on Nomination in relation to the Annual National Elections; and
- d. Performs such other functions as may be required of him by the National President and the National Board of Directors.

8. National Auditor

- a. Conducts an overall independent review of all financial affairs to ensure check and balance of the financial operations of the UAP;

- b. Serves as a regular member of the Executive Committee and the National Board of Directors without voting rights as required by SEC; and
- c. Performs such other functions as may be required of him by the National President and the National Board of Directors.

9. Regional District Directors

- a. Supervise, monitor and coordinate the activities of all UAP Chapters under his jurisdiction through a Regional District Council for the purpose of promoting maximum participation of members in UAP affairs and effective administration and operation in the Regional District Council;
- b. Encourage the organization of Chapter committee activities in the District level such as Balangkasan, activities on accessibility, environment and ecology and others;
- c. Take responsibility in bringing to the attention of the National Board of Directors problems and issues in his District and propose solutions thereto;
- d. Promote harmonious and lively interaction among Chapters in his District, focusing on unity and cooperation;
- e. Represent and act as liaison between UAP Chapters in his District and the National Board of Directors through the Area Vice -President;
- f. Organize a Regional District Council composed of Chapter presidents within the district as members and may appoint a Regional Deputy District Director, a Regional District Treasurer, and a Regional District Secretary provided that the appointees shall come from among the members of the particular District; and
- g. Represent the National Board of Directors in any public forum in his District, and perform such other duties and functions relevant to the position.

SECTION 3. EXECUTIVE COMMITTEE

1. Powers.

- a. Subject at all times to the direction and control of the National Board of Directors, the Executive Committee shall have and may exercise the power to meet and decide on all matters relating to the management of the affairs and business of UAP of utmost importance and urgency when the whole National Board of Directors is not in a position to meet, except on matters specifically restricted under the Corporation Code of the Philippines.
- b. The presence of the majority including the President shall constitute a quorum in all meetings of the Executive Committee. However, any and all actions of the Executive Committee shall be decided by a majority vote of all its members and that the same shall be reported for ratification by the National Board of Directors during the latter's next meeting.

SECTION 4. MANAGEMENT COMMITTEE

1. Composition.

The Management Committee (Mancom) is composed of the following

- a. National President,
- b. National Executive Vice President,
- c. Secretary General; and
- d. National Treasurer.

2. Powers.

The Management Committee shall aid in the day to day operations of the organization. It evaluates the performances of the UAP personnel periodically as may be necessary and endorses recommendations of such evaluations to the National Board of Directors for proper actions.

ARTICLE VII COMMISSIONS AND COMMITTEES

SECTION 1. THE EXECUTIVE DIRECTORS

1. The National President shall, subject to the confirmation of the National Board of Directors, appoint the Executive Directors to head the following standing Commissions:
 - a. Commission on Internal Affairs
 - b. Commission on Professional Practice
 - c. Commission on Governmental & External Affairs
 - d. Commission on Education
 - e. Commission on Professional Development
 - f. Sentro ng Arkitekturang Filipino
 - g. Commission on Conventions, Exhibits and Area Assemblies
2. The first six (6) Commissions shall be under the direct supervision of the National Executive Vice President while the Commission on Conventions, Exhibits and Area Assemblies shall be under the Office of the National President.

SECTION 2. QUALIFICATIONS OF EXECUTIVE DIRECTOR

A UAP member in good standing appointed as Executive Director must be:

1. A fellow or an active UAP member who has shown excellence, proficiency and expertise in the field where he is to be appointed and not holding any elective position in the District or Chapter level; and
2. Recommended by the National Executive Vice President and appointed by the National President, subject to confirmation of the National Board of Directors.

SECTION 3. DUTIES

The duties and responsibilities of Executive Directors are as follows:

1. Take responsibility, for study, research and formulation of policies and programs relevant to the subject within the jurisdiction of the Commission;

2. Submit studies and research for consideration by the National Board of Directors, and ensure the effective and efficient implementation upon approval;
3. Supervise and coordinate all functions and activities of respective standing committees;
4. Act on matters referred and/or recommended by the Committee Chairs for proper action;
5. Take responsibility of the accounting of project funds allotted to the respective committees; and
6. Attend meetings of the National Board of Directors as required.

SECTION 4. STANDING COMMITTEES

1. Organization

- a. The seven (7) commissions shall be composed of their respective standing committees which shall serve as their implementing arm.

2. Committee Composition

- a. Each committee shall be composed of a Chairman, a Vice Chairman, a Secretary, and not more than four (4) members;
- b. A committee chairman and members of the standing committees shall be recommended by the Executive Directors, endorsed by the National Executive Vice President and appointed by the National President, subject to confirmation of the National Board of Directors;
- c. No member of the National Board of Directors shall be appointed Chairman or member of any standing committee. He may however, be appointed Chairman or member of any special committee created by the National President.

3. Committee Meetings and Activities

- a. Regular meetings of each committee shall be held at least once every month. Special meetings may also be held. Notices of meetings should be circulated to committee members at least one (1) week prior to the meeting date.
- b. Committee activities shall be coordinated and reported to the National Executive Vice President through their respective Executive Directors in the Commission.

4. Committee Reports

- a. Minutes of all regular and special meetings shall be submitted to the UAP National Administration Office through their respective Executive Directors for the information of the national officers and members.
- b. All committees shall submit reports of their activities to the National Board of Directors through the Executive Directors and the National Executive Vice President.

SECTION 5. DUTIES AND FUNCTIONS OF STANDING COMMITTEES UNDER EACH COMMISSION

The duties and functions of Standing Committees are as follows:

1. Commission on Internal Affairs

a. Committee on Chapter Organization

- i. Promotes the objectives of UAP through the organization of Chapters, and
- ii. Coordinates the preparation of charter requirements and activities

b. Committee on Membership

- i. Takes charge of all matters concerning membership;
- ii. Effects the registration of all registered and licensed architects, as members of UAP;
- iii. Maintains an up to date listing of members with their complete personal and professional data;
- iv. Sets up criteria to determine and up-date current membership status;
- v. Takes responsibility of authenticating and updating of the UAP roster including information and data on each member such as addresses, telephone numbers, good standing status, residence in the organization, and the like, and
- vi. Disseminates information, invitations and activities of UAP to all members especially the Member Emeritus, Honorary Members of the College of Fellows, Senior Members, the Past Presidents and the Likha Awardees.

c. Committee on Library and Archives

- i. Organizes library and archival materials and maintain such for reference of the members; and
- ii. Receives all archival materials, documents, and the like, for turnover to UAP.

d. Committee on General Welfare

- i. Renders any lawful and appropriate assistance to its members;
- ii. Studies and devises systems and methods of creating job opportunities for available and potential supply of UAP manpower;
- iii. Develops programs that will effectively stimulate and create demands from government and private sector in the country and abroad; and
- iv. Promotes and develops self-sustaining projects for the general welfare of the membership.

e. Committee on Awards

- i. Prepares programs of incentives in the form of recognition of members; and
- ii. Takes charge of all matters regarding granting of awards for services rendered to UAP and the architectural profession.

f. Committee on Ways and Means

- i. Studies and recommend an effective program in the collection of dues and other fees including acceptance of donations and bequeaths;
- ii. Keeps UAP in sound financial condition to meet its obligations and finance its projects; and
- iii. Generates funds for proper implementation of project subject to the approval of the National Board of Directors.

g. Committee on By-laws

- i. Interprets the provisions of the By-laws;
- ii. Provides for referral service concerning these By-laws;
- iii. Reports to the Commission on Internal Affairs all actions taken by the committee; and
- iv. Studies and recommends proposed amendments as may be necessary subject to the provisions on amendments of these By-laws.

h. Committee on Information Technology

- i. Prepares the Filipino Architect for globalization by providing the tools needed to compete in the global arena.
- ii. Helps make the Filipino Architect comfortable with information technology
- iii. Addresses the information technology needs of Filipino Architects in the present and the future by providing solutions that are user-friendly, affordable and practical

2. Commission on Professional Practice

a. Committee on Private Practice

- i. Establishes and promotes the highest standards of and excellence in professionalism of architects in private practice.

b. Committee on Government Service

- i. Promotes the highest standards and excellence of professionalism of architects in government service.

c. Committee on Allied Professions and Fields

- i. Cooperates and coordinate with other allied professions and fields, trade and industries;
- ii. Fosters inter-professional relationships and coordination with the allied professions; and
- iii. Assists UAP members in pro-active participation.

d. Committee on Ethics and Discipline

- i. Establishes and promotes the highest standards of ethical conduct in the practice and service of the architectural profession;
- ii. Continuously endeavors adherence to the Architect's National Code: Code of Ethical Conduct and Standards of Professional Practice; and
- iii. Studies and recommends action to the Commission on Professional Practice on cases involving malpractice and unethical conduct of members.

e. Committee on Competition

- i. Takes charge of matters regarding the execution of architectural competitions.

f. Committee for Construction Disputes (Arbitration)

- i. Promotes and facilitates the availment of arbitration as a recourse for members faced with problems in construction industry; and

- ii. Informs the membership of the existing provisions of the existing laws on Construction Disputes and Arbitration.

g. UAP Green Architecture Movement

- i. Encourages and promotes the use of green building practices in all construction, remodels, and renovations; and
- ii. Provides an opportunity for UAP's interaction with government and private sector in crystallizing programs and projects in relation to the use of green building practices.

3. Commission on Governmental and External Affairs

a. Committee on Legislation & Codes

- i. Studies laws affecting the architectural profession and to propose amendments thereof when necessary;
- ii. Proposes new laws and lobby for legislation of bills favorable to the profession of architecture; and
- iii. Takes charge of gathering information and data, current codes and legislation for dissemination to the Members;

b. Committee on International Affairs

- i. Establishes affiliation and closer ties with allied organizations abroad through an active correspondence system;
- ii. Encourages participation in international conferences, seminars, and other cultural affairs;
- iii. Cooperates and coordinates with international organizations in the fields of architecture, environmental design and other fields of arts, science and technology;
- iv. Disseminates to the membership relevant information for the active participation in said international activities; and
- v. Coordinates and assists international congress committee on common concern.

c. Committee on National and Civic Affairs

- i. Participates in matters concerning national development of the country;
- ii. Develops awareness of the architect in national and civic affairs; and
- iii. Promotes and develops architectural leadership in national and civic affairs through cooperation with community and civic organizations.

d. Committee on Accessibility

- i. Coordinates and represents UAP in the inter-agency in the National Commission on Welfare of Disabled Persons (NCWDP); and
- ii. Promotes implementation of the provisions of accessibility law in the design of buildings through accessibility talkshop and alike.

e. Committee on the World Architecture Day (WAD) Celebration

- i. Prepares a program of activities for nationwide celebration of the World Architecture Day; and
- ii. Monitors the implementation of the World Architecture Day.

f. Committee on the Nationwide Architecture Week (NAW) Celebration

- i. Prepares a program of activities for nationwide celebration of the Nationwide Architecture Week; and
- ii. Monitors the implementation of the Nationwide Architecture week.

g. Committee on Balangkas

- i. In coordination with other commissions and committees of UAP, provides a venue for discussion of timely and relevant issues affecting the architectural profession in particular and the construction industry in general;
- ii. Provides an opportunity for UAP's interaction with government and private sector in crystallizing programs and projects and development of new opportunities for the architectural profession; and
- iii. Encourages and assists the organization of Balangkas fora by the Regional District.

h. Committee on Environment & Ecology

- i. Promotes studies and programs concerning ecology and environment, for recommendation to the commission;
- ii. Campaigns for environmental protection and preservation through symposia and information dissemination; and
- iii. Promotes energy conservation in buildings.

4. Commission on Education

a. Committee on Research and Academic Institutions

- i. Establishes and organizes systems of gathering information, data and innovations in the practice of architecture, operates a bank of information; and serves as a data center for the profession;
- ii. Conducts research, accumulates and disseminates information and ideas in architecture, environmental design, ecology, technology, culture and other related fields to uplift the standards of architectural education; and
- iii. Coordinates with the Council of Architectural Researchers and Educators (ARCHCARE), Council of Heads and Deans of Architectural Schools in the Philippines (CODHASP), and other related institutions and government agencies, e.g. Commission on Higher Education (CHED) in matters concerning research and curriculum development, respectively.

b. Committee on UAP-Academe-Industry Linkages

- i. Establishes linkages among the academic sector, the industry, and the professional practice sectors for the advancement of the architecture profession; and
- ii. Promotes extension services to the membership as a result of these linkages.

c. Committee on Student Auxiliary of UAP

- i. Promotes the organization of UAP Student Auxiliaries in schools offering architecture through a coordinated guidance by a UAP Chapter in the locality.

d. Committee on Graduate Auxiliary of UAP

- i. Promotes the organization of apprenticeship systems and procedures for graduates in architecture within UAP crediting auxiliary services for apprenticeship.

5. Professional Development Commission

a. Committee on Professional Development

- i. Administer and implement the continuing professional development program of the UAP in close coordination with the Special Committee on Continuing Professional Education and the PRBoA.

b. Committee on Scholarship and Training

- i. Implement Post-Baccalaureate Scholarship Program and conduct seminars, diploma courses, and other professional training program in coordination with the Specialty Council.

c. Committee on UAP Publications

- i. The committee shall be responsible for the publication of all literature, learning materials and news publications of the organization such as the Philippine Architect's Journal, UAP Post and others.

6. Commission on Conventions, Exhibits and Area Assemblies

a. Committee on National Convention

- i. Takes charge of the UAP Annual National Convention; and
- ii. Organizes the National Convention Working Committees and supervise promotions for the NATCON to ensure its success;

b. Committee on International Conventions

- i. Coordinates and assists concerns of organizing committees on international conference;
- ii. Disseminates timely information on international events/activities for participation of UAP members; and
- iii. Coordinates and assist the committee on international affairs on common concerns.

c. Committee on Convention Exhibits (CONEX)

- i. Facilitates planning, organizing, directing, coordinating, and controlling of the long, medium and short range policies of the CONEX;
- ii. Properly identify the procedures on how to implement the CONEX's plans and programs;
- iii. Responsible, partially or entirely, for the following formulation of guidelines for exhibits and promotion
- iv. Meets the required revenue projection of the UAP as indicated in the UAP National Budget duly approved by the National Board of Directors
- v. Streamlines the systems and procedures and/or decentralization of functions with the end in view of rendering faster service of the CONEX without surrendering appropriate controls.
- vi. Performs such other powers and functions as may be directed by the National Board of Directors and/or the Office of the National President through the Executive Director as maybe necessary or incidental to its mandate.

d. Area Assemblies

The Area Assemblies are under the full supervision of the Area Vice Presidents. However, the Commission is responsible for the formulation, monitoring and evaluation of the general policies and programs of the Area Assemblies, subject to the approval of the National Board of Directors.

7. Sentro ng Arkitekturang Filipino

- a. Promotes the cultural identity of the Filipino through his architectural heritage;
- b. Encourages and promotes, preserves and conserves Filipino architectural legacies;
- c. Conducts research and development including documentation and publication thereof; and
- d. Provides program for a visionary outlook for the evolution of Filipino architecture into one that is more responsive to and reflective of the needs, dreams, aspirations and temperament of the Filipino people.

SECTION 6. SPECIAL COMMITTEES

1. The following Special Committees are established to deal with the maintenance of high standards of technical competence, morality and integrity of the organization:

- a. Committee on Long Range Plan
- b. Committee on Continuing Professional Education
- c. Committee on Standards of Professional Practice
- d. Committee on Land and Building Management
- e. Committee on APEC Architect
- f. Committee on R.A. 9266
- g. Specialty Councils

2. The Special Committees mentioned in this Section shall function under, and report directly to the Office of the National President.

3. Composition

- a. Each Special Committee shall be composed of not less than five (5) nor more than ten (10) members in good standing according to its functions. It shall have a Committee Chairman, A Vice Chairman and a Secretary. A Sub-committee maybe formed within a committee to handle special assignments;
- c. A committee chairman and members of the standing committees shall appointed by the National President, subject to confirmation of the National Board of Directors;

4. Duties and Responsibilities of the Special Committees

a. Committee on Long Range Plan

- i. Regularly confirm or verify that the policies, actions and actual implementation of work programs and action plans for the four (4) major aspects of architecture, namely, the

profession, professional, professional, professional product, are consistent with the priorities outlined in the 10-Year Long Range Plan approved by the UAP.

- ii. Monitor the progress of actions against the time-table or work program and report or address any significant variations.
- iii. Review the concerns strategies under the four (4) major aspects of architecture such as the "profession", "professional", "professional organization" and "professional product" every 3 to 5 years or sooner if survey or monitoring work programs identify the need for revision
- iv. Prepares position statement among others, on the level of implementation of the objectives, plans, programs and the outcomes/results achieved (including any significant variations that may require changes to implementation time-table).

b. Committee on Continuing Professional Education (CPE)

- i. Implements the CPE Program as required in the R.A. 9266 or under any other law that may be passed, covering the practice of the architecture profession, and in support of the CPE Council of the PRC through the PRBoA;
- ii. Devises the appropriate systems and procedures necessary to implement the accreditation system and the effective monitoring of CPE compliance;
- iii. Undertakes all the necessary steps to ensure that programs are in place for the continuous education of a registered and licensed architects brought about by modernization, scientific and technological advances; raises and maintains the professional capability in delivering professional services; and instills and maintains the highest technical and ethical standards of the practice of the profession;
- iv. Issues the CPE Primer that contain all the information, rules, regulations and policies with respect to CPE and its implementation; and
- v. Promotes CPE Program nationwide and shall devise a communication system through which all CPE queries and issues are addressed.

c. Committee on Standards of Professional Practice

- i. Studies, reviews and evaluates the existing Standards of Professional Practice and related UAP Documents;
- ii. Reviews and evaluates inquiries and questions brought to the attention of the UAP National Board of Directors concerning the proposed amendments on Standards of Professional Practice;
- iii. Reviews and recommends to the National Board of Directors policies concerning the Standards of Professional Practice including proposed amendments and revisions in accordance with the provisions of the Architecture Act of 2004 and related rules, regulations and orders;
- iv. Perform such other powers and functions as may be directed by the National Board of Directors through the Office of the National President or as maybe necessary or incidental to its mandate.

d. Committee on Land and Building Management

- i. Take charge of all the activities for the fulfillment of constructing the UAP Headquarters and be responsible for the maintenance thereof.
- ii. Evaluates the present and best property management practices for UAP Headquarters.

e. Committee on APEC Architect

- i. Take charge of all the activities of APEC Architect in accordance with the established rules and procedures set by the APEC Architect Central Monitoring Council – Philippine Section.

f. Committee on R.A. 9266

- i. Facilitates the information dissemination of the R.A. No. 9266 to the architecture community as well as to local government units (LGUs) in particular and to the public in general;
- ii. Identifies the procedures on how to implement the provisions of the R.A. No. 9266;
- iii. Monitors the bills of other/ allied professions with the objective of safeguarding the R.A. No. 9266, its intents and its substance.
- iv. Monitors the compliance and endorsing to/or filing a complaint with the PRBoA and/or the PRC for violation/s of the R.A. 9266, its IRR, Code of Ethics, Standards of Professional Practice and other policies of the Board and of the Commission and with other agencies for violation of other relevant laws, regulations and the like;

g. Specialty Councils

- i. The Specialty Committee shall be a chamber of the organization for the purpose of continuing professional development of its members and the professionals. It shall be the Council that shall establish specialization categories, professional qualifications on the post graduate level in coordination with the academe and the Professional Regulatory Board of Architecture.
- ii. The Committee shall be headed by the National President, together with the Chancellor of the College of Fellows, the Executive Director on Professional Practice and the Executive Director on Education and a select group experts and specialists in the various fields in Architecture.
- iii. The Committee shall see to it that continuing professional development will be a life-long endeavor among professionals for the purpose of maintaining, enhancing and increasing knowledge and capabilities. It must take the responsibility of ensuring that the professionals keep abreast of new technologies, methods of practice and the changing social and ecological conditions within the country and in the global arena.

ARTICLE VIII ANNUAL NATIONAL ELECTIONS

SECTION 1. ANNUAL NATIONAL ELECTIONS

1. The Annual National Election shall be scheduled by the National Board of Directors as one of the functions in the UAP Annual National Convention.

SECTION 2. COMMITTEE ON NOMINATIONS

1. Composition.

- a. The Committee on Nominations is composed of the Chairman who is the incumbent Chancellor of College of Fellows, and one member from each Regional District, except the incumbent Regional District Directors, which shall be officially constituted by the incumbent National Board of Directors at least one hundred twenty (120) days prior to the UAP prior to the Annual National Election.

2. Functions. The functions of the Committee on Nominations are as follows:

- a. Ensure that all candidates meet the qualifications set forth in these By-laws and officially nominate them accordingly
- b. Conduct a consensus in every Regional District through its District Representatives, at least thirty (30) days before the elections to arrive at a common candidate from among the regular members in each Regional District;
- c. Submit to the COMELEC the names of all qualified candidates who are willing to serve, in case of failure to arrive at a common candidate.

3. Term of Office

- a. The Committee on Nominations shall immediately exercise its functions upon receipt and acceptance of its appointment which shall not be later than one hundred twenty days (120) days prior to the UAP Annual Convention.
- b. It shall automatically be dissolved after its submission of the official list of qualified candidates to the Secretary-General and the COMELEC for dissemination to the UAP membership.

4. Rules And Regulations Governing Nominations

a. Qualified Candidates

The Committee on Nominations shall select from the official roster of UAP membership those who are qualified to become candidates for the elective positions in accordance with these By-laws, after which, notify in writing each of them regarding their qualifications and request from them signed written advice of their willingness to be included in the official list of candidates.

b. Nomination By Members

Subject to the provisions of these By-laws, any qualified member in good standing of UAP may be endorsed by Chapter board resolution together with his bio-data to the Committee on Nominations, which has full power to accept or reject such proposal. Such proposal must be received forty-five (45) days prior to the Annual National Elections.

SECTION 3. COMMISSION ON ELECTIONS (COMELEC)

1. Composition.

- a. The COMELEC is composed of representatives from each Regional District appointed by the National President and confirmed by the National Board of Directors at least 120 days prior to the Annual National Election.
- b. The members of COMELEC shall elect from among themselves their Chairpersons on Accreditation and Canvassing who must be a member of the College of Fellows.
- c. Incumbent officers and members of the National Board of Directors or Chapter Board of Directors are disqualified to be members of COMELEC.

2. Functions. The duties and functions of COMELEC are as follows:

- a. Acts as an independent body and shall take charge of all matters concerning elections;
- b. Directs, supervises and controls the overall conduct of the elections, enforce rules and regulations, directives, orders and instructions;
- c. Deputizes any member of UAP in good standing to act as its agent in the enforcement and implementation of the provisions of these By-laws;
- d. Constitutes Committees under its general administration and supervision of election procedures as follows:

i. Committee on Accreditation – This Committee shall:

- a. compose of two members and a Chairperson who must have be a member of the College of Fellows;
- b. take charge of the accreditation of members of the Electoral College; and have the power to disqualify any member of the Electoral College in accordance with the provisions of these By-laws.

ii. Committee on Canvassing--- This Committee shall:

- a. compose of two members and a Chairperson who must have be a member of the College of Fellows;
- b. take charge of the canvassing, counting and tallying of votes;
- c. have the authority to validate or invalidate any vote ballot cast in the election; and
- d. take charge of preparing the official record of the elections to be submitted to the Secretary General.

3. Term of Office

- a. The members of the COMELEC shall serve for the period beginning from 120 days prior to the date of National Election or Convention and shall end on the 30th of June (end of the fiscal year).

SECTION 4. ELECTORAL COLLEGE

1. An Electoral College is a set of electors who are elected by the Chapter to elect a candidate for the national office.
2. Every Chapter in good standing shall be entitled to one (1) member of the Electoral College for every five (5) regular members in good standing.
3. Chapters with less than twenty (20) members in good standing shall not qualify to have membership in the Electoral College, except otherwise provided in these By-laws.
4. In the spirit and intent of an Electoral College, the Chapter President or his authorized representative shall cast the vote of the Chapter based on its consensus in a sealed envelope. The number of votes to be cast by the Chapter President shall correspond to the number of the Electoral College of the Chapter.
5. In addition to the foregoing, the incumbent Chapter Presidents in good standing shall also be members of the Electoral College, provided that they personally cast their votes.
6. The incumbent members of the National Board of Directors shall also be members of the Electoral College, provided that they personally cast their votes.
7. The COMELEC shall set up systems and procedures achieving the objectives of the Electoral College, including the issuance of Accreditation slips and clarification of the Master list of the Electoral College.

SECTION 5. ELECTION RULES

1. The National Board of Directors shall adopt such pertinent rules and regulations which shall govern all UAP elections including but not limited to those for Chapter Officers, Regional District Directors, and the National Board of Directors consistent with the provision of these By-laws and the Corporation Code of the Philippines.

SECTION 6. VACANCY IN THE ELECTED POSITION

1. Should a vacancy occur among the newly elected positions of National Officers, before assumption of office, the position shall be filled up according to the rules and regulations duly approved by the National Board of Directors.

SECTION 7. INDUCTION

1. The induction of the newly elected officers shall be done on or before July 1 during the turn over ceremony. The induction of the newly elected officers shall be under the auspices of the incumbent National Board of Directors.

ARTICLE IX MEETINGS

SECTION 1. CLASSIFICATION OF MEETINGS

1. The meetings of UAP may be classified into the following:
 - a. National Convention and Annual Business Meeting
 - b. Chapter Presidents' Assembly
 - c. Area Assemblies
 - d. National Board of Directors' Meeting
 - e. Executive Committee Meeting
 - f. Management Committee Meeting
 - g. Committee Meeting
 - h. Special Meeting

SECTION 2. THE NATIONAL CONVENTION AND ANNUAL BUSINESS MEETING

1. The National Convention and Annual Business Meeting of all UAP members is convened primarily for the purposes and programs provided in Section 3 hereof for other specific reasons and intentions as may be decided by the National Board of Directors.
2. The National Convention and Annual Business Meeting shall be held during the third week of the month of April at the place determined by the National Board of Directors provided that it shall be within the Philippines.
3. The National Convention and Annual Business Meeting shall include the following programs:
 - a. The Chapter Presidents' Assembly
 - b. The Annual Business Meeting of the general membership
 - i. In this meeting, the National President shall render his annual report and the National Treasurer, his financial report to the general membership.
 - c. Investiture of UAP New Fellows
 - d. Recognition of Outstanding Chapters and Members
 - e. Elections and presentation of the Officers and Members of the National Board of Directors
 - f. Multi-Partite Network Meeting consist of the UAP, the Academe, the Private Sectors and the Government
 - g. Council of Deans and Heads of Schools of Architecture in the Philippines (CODHASP) Business Meeting and Elections of Officers
 - h. Seminars and Workshops on Professional Development
 - i. Technical Presentations and Exhibit

4. Notices

- a. Notices of the National Convention and Annual Business Meeting shall be sent by the Secretary General to all the members through Chapters and their addresses appearing in the

records of UAP, by mail or by personal delivery at least fifteen (15) days before the scheduled date of the meeting.

5. Manner of Conducting National Convention.

- a. The overall conduct of the National Convention shall be in accordance with the provisions of these By-laws and those stipulated in the Policy Manual for Conventions as approved by the National Board of Directors.
- b. In the Annual Business Meeting of the UAP, a majority of representation of Chapters in good standing shall constitute a quorum.

SECTION 3. THE CHAPTER PRESIDENTS' ASSEMBLY

1. Composition

- a. The Chapter Presidents' Assembly is composed of all incumbent Chapter Presidents. The assembly shall be attended by the National Board of Directors and shall be presided by the National President.
- b. The Chapter President-elect shall be allowed to attend the Chapter Presidents' Assembly, provided that only the current Chapter President can vote.
- c. The Chapter Presidents' Assembly must be held in conjunction with the National Convention and Annual Business Meeting.

2. Purposes. The Presidents' Assembly meets for the following purposes

- a. To discuss and exchange ideas and monitor implementation of program and projects;
- b. To compare results of programs and projects and evaluate difficulties and successes and recommend solutions to the problems;
- c. To monitor and endorse to the National Board of Directors amendments in the By-laws as discussed in each of the Chapters; and
- d. Submit programs and policies through resolutions, subject to the approval of the National Board of Directors.

SECTION 4. AREA ASSEMBLIES

1. There shall be an Area Assembly in each area, namely, Areas A, B, C and D.

2. The Area Assemblies are established to:

- a. discuss and exchange ideas and monitor implementation of program and projects in the Area;
- a. compare results of programs and projects, evaluate difficulties and successes and identify solutions
- b. select by consensus the Vice Presidents and Regional District Directors of the Areas;
- c. monitor and endorse to the National Board of Directors amendments in the By-laws as discussed in the Area Council; and

- d. submit programs and policies through resolutions, subject to the approval of the National Board of Directors.

SECTION 5. NATIONAL BOARD OF DIRECTORS' MEETING

1. Please refer to Article V of these By-laws.

SECTION 6. EXECUTIVE COMMITTEE MEETING

1. Please refer to Article V of these By-laws.

SECTION 7. MANAGEMENT COMMITTEE MEETING

1. The National President shall call the Management Committee as needed in the day to day operations of the organization.

SECTION 8. COMMITTEE MEETING

1. Please refer to Article VII of these By-laws.

SECTION 9. SPECIAL GENERAL MEETING

1. Special General Meeting of the members of the UAP may be called by the President or by a resolution of the National Board of Directors or by written request of at least twenty percent (20%) of the regular members in good standing sent to the Secretary General who shall issue the notice for such a special general meeting.

SECTION 10. CONDUCT OF MEETINGS

1. The rules of parliamentary procedures contained in the latest edition of "UAP Handbook on Rules of Order" shall govern all meetings of the UAP, both in the national and local levels.

ARTICLE X RULES OF PROFESSIONAL CONDUCT

SECTION 1. RULES OF PROFESSIONAL CONDUCT

1. To strengthen the foundation of the architecture profession in the Philippines, there must be unity of purpose and a clear concept of the obligations of all Registered and Licensed Architects to other profession, their clients or employer, to their colleagues in the profession, and to the public. These obligations include the maintenance of high standards of technical competence, morality and integrity.
2. For this purpose, the Code of Ethical Conduct and Standards of Professional Practice as adopted and promulgated by the PRBoA are hereby made part of these By-laws to which all members of UAP must adhere to.
3. Subject to the approval of the National Board of Directors, the Commission on Professional Practice through the Committee on Ethics shall establish such rules and regulations as may be necessary to enforce and implement the provision of this Article.

**ARTICLE XI
NATIONAL ADMINISTRATION OFFICE**

SECTION 1. OFFICE ADMINISTRATION

1. The National Board of Directors shall establish and adopt the administrative structure, policies and procedures for the effective and efficient management of the day to day operations of the UAP in accordance with the provisions of these By-laws.
2. The personnel of the National Administration Office shall function under the direct supervision of the Management Committee through the Office of the Secretary General.

SECTION 2. EXTERNAL CONSULTANTS

1. In order to assist the UAP and the Administration Staff, the National Board of Directors shall hire External Consultants as follows: External Auditor, Legal counsel and Public Relations Officer, Consultants in other disciplines may be hired as the need arises.
 - a. **External Auditor.** The External Auditor shall either be an individual or a company, hired on a stipulated fee basis as agreed mutually by the National Board of Directors shall conduct an effective external audit system for the purpose of fiscalizing financial transactions of all UAP accounts.
 - b. **Legal Counsel.** The Legal Counsel, hired on a stipulated fee basis shall assist the National Board of Directors in all legal matters that may arise during the performance of duties of the members of the National Board of Directors and as a consequence of UAP operations.
 - c. **Public Relations Officer.** The Public Relations Officer, hired on a stipulated fee basis, shall assist the National Board of Directors in all UAP press releases and related matters.

**ARTICLE XII
COLLEGE OF FELLOWS**

SECTION 1. THE COLLEGE OF FELLOWS

1. The College of Fellows, hereinafter referred to as the College is an institution within UAP which is composed of active Members who have been elevated to "Fellow".

SECTION 2. PURPOSES AND OBJECTIVES

1. The purpose and objectives of the College of Fellows are:
 - a. To act as a consultative body of the National Board of Directors and to study, research and formulate policies and programs to be submitted for consideration of the National Board of Directors;
 - b. To promote the objectives of UAP and assists in the realization of its goal;
 - c. To advance the interest of UAP and contribute to the programs and activities of the general membership; and

- d. To foster the advancement of architecture and the architectural profession.

SECTION 3. ELEVATION AS "FELLOW"

1. A member may be elevated as Fellow upon such procedures as may be determined by the National Board of Directors. No member shall be a Fellow, however, unless the following minimum qualifications are met:
 - a. UAP membership in good standing continuously for at least ten (10) years immediately previous to the time of nomination; and
 - b. Notable contributions to the advancement of the profession of architecture;
 - c. No incumbent member of the National Board of Directors may be nominated as Fellow and can only be nominated after one (1) year after his/her incumbency or term of office expires.

SECTION 4. GOVERNING BODY OF THE COLLEGE OF FELLOWS

1. The College shall vote for a set of Officers consisting of the Chancellor, Chancellor-Elect, Vice-Chancellor, Scribe, Bursar to administer the affairs and projects of the College of Fellows for the period they are voted for. The terms of reference of the officers are embodied in the Implementing Rules and Regulations.

SECTION 5. IMPLEMENTING RULES AND REGULATIONS OF THE COLLEGE OF FELLOWS

1. The College shall adopt detailed Implementing Rules and Regulations to assist the College to accomplish the best possible manner the work for which it was designed. The policies and activities of the College of Fellows are subject to the approval of the National Board of Directors.

ARTICLE XIII COUNCIL OF ELDERS

1. The Council of Elders is composed of all past UAP National Presidents. The Council whose opinion as a group or as individuals may be solicited when necessary by the National President or the National Board of Directors.

ARTICLE XIV NAME, EMBLEM, INSIGNIA AND UAP HYMN

SECTION 1. RESTRICTIONS ON THE USE OF UAP'S INTELLECTUAL PROPERTY.

1. The National Board of Directors shall maintain and preserve the emblem, and other insignia of UAP and the UAP Hymn for the exclusive use and benefit of all members. Neither the name, emblem, nor other insignia of UAP nor of any Chapter shall be used by any Chapter or by any member of a Chapter as a trademark, special brand of merchandise, or for any commercial purpose. The use of such name, emblem, or other insignia in combination with any other name or emblem is not recognized by UAP.

ARTICLE XV AMENDMENTS

SECTION 1. PROCEDURE FOR AMENDMENTS

1. These By-laws may be amended or repealed in whole or in part only after three (3) year upon its effectivity. Thereafter it may be amended, repealed or altered in whole or in part subject to the following conditions and procedures.
 - a. Proposed amendments must first be submitted to the Committee on By-laws for study and evaluate at least ninety (90) days before the Chapter Presidents' Assembly.
 - b. The Committee shall refer the proposals, as studied and evaluated to the Commission on Internal Affairs, which shall then endorse the same to the Secretary General for dissemination to the Chapter Presidents, through Vice Presidents forty (45) days before the National Convention and Annual Business meeting.
 - c. Each Chapter President shall call for a General Chapter Membership Meeting to discuss the proposals. The results shall be presented to the Chapter Presidents' Assembly. Its consensus shall then be endorsed to the National Board of Directors for its approval.

ARTICLE XVI FINAL PROVISIONS

SECTION 1. INDEMNIFICATION

1. The National Board of Directors may establish and implement policies, to the full extent permitted by law, for indemnification of directors, officers, committee members and employees of UAP against reasonable expenses incurred in connection with an action, suit, or proceeding, as follows:
 - a. **Suits, Actions and Proceedings Indemnified.** Indemnification under this section shall be available with respect to any action, suit, or proceeding, whether civil, criminal, administrative, or investigative.
 - b. **Persons Indemnified.** Indemnification shall be available to any person who is or was a party or threatened to be made a party to any such action, suit, or proceeding by reason of the fact that he or she is or was a director, officer, employee, or committee member of the UAP.
 - c. **Amount Indemnified.** Indemnification shall extend to all sums paid by the person in the way of judgments, fines, amounts paid in settlement, and reasonable expenses (including counsel fees) actually and necessarily incurred in connection with the action, suit, or proceeding.
 - d. **Advancement of Funds.** The UAP shall advance to such person all sums found by the National Board of Directors to be necessary and appropriate to enable the person to conduct his or her defense or appeal in the action, suit, or proceeding.
 - e. **Authority to Approve Funds.** No money shall be paid by the UAP under this section except upon the affirmative vote of a majority of the National Board while a quorum of directors are present who are not parties or threatened to be made parties to the action, suit, or proceeding.