



Philippine Society of Mechanical Engineers
AMENDED BY LAWS OF THE PHILIPPINE SOCIETY OF MECHANICAL ENGINEERS, INC.
 CBL2017 Comparison with CBL2000

Constitution and By-Laws 2000		Proposed Amended Constitution and By-Laws 2017 (Referendum)	
Article 1			
Organization			
1.1	Name. The name of the Society is Philippine Society of Mechanical Engineers, Inc. and its abbreviated name is PSME.	1.1	No change
1.2	Organization. This corporation shall be governed by the Corporation Code of the Philippines, or under such successor provision as may be in effect from time to time.	1.2	No change
1.3	Objectives. The Society is organized and operated for the exclusive purpose of advancing the arts and sciences of Mechanical Engineering and allied arts and sciences and related human factors for the benefit of the general public as defined in the Articles of Incorporation. To fulfill its role, the Society shall recognize the effect of its technology on the environment and natural resources to protect the welfare of posterity.	1.3	Purpose. The Society is organized and operated for the primary purpose of advancing the arts and sciences of Mechanical Engineering and allied arts and sciences for the benefit of the general public, country, and the environment.
1.4	Dissolution. In the event of dissolution of the Society, whether voluntarily, involuntarily, or by operation of law, any disposition of the assets shall be in accordance with the applicable provision of the Corporation Code of the Philippines or any law that may be in effect at the time of dissolution.	1.4	No change
Article 2			
Membership			
2.1	Grades of Membership. The members of the Society shall be designated as (A) Honorary Member, (B) Fellow, (C) Life Member, (D) Regular Member, (E) Associate Member, (F) Student Member and (G) Institutional Member.	2.1	Grades of Membership. The members of the Society shall be designated as (A) Life Member, (B) Regular Member and (C) Associate Member.

2.2	Honorary Member. Any notable person of pre-eminent professional distinction or any person who has rendered unqualified services and/or supports to the Society shall be conferred Honorary Membership by a unanimous decision of the Board of Directors.	2.2	Life Member. A Life Member shall be a regular member who has paid the required fees in accordance with Section 4.1 of this By-Laws.
		2.3	Regular Member. A Regular Member shall be at least a Licensed Mechanical Engineer or a Certified Plant Mechanic with BSME degree.
2.3	Fellow. The highest National Award, may be conferred by National Board of Directors, to an active regular member of acknowledged eminence in the mechanical engineering profession and has rendered outstanding or eminent service to the profession, Society, Community and Country. A regular member who has attained distinction in the arts relating to the teaching of major courses in said arts and sciences, or who by reason or invention, research, teaching, design, original work, has made substantial contribution to said arts and sciences may be eligible for election to the grade of Fellow by the National Board of Directors.		Reclassified and Transferred to Article 10.6
2.4	Life Member. A Life Member shall be a regular member who has paid the required fees in accordance with Section 4.1 of this By-Laws. However, it can be extended to an Associate Member, provided they cannot vote and hold elective office.	2.4	Associate Member. An associate member shall be a Certified Plant Mechanic (CPM).
2.5	Regular Member. A Regular Member shall be at least a Licensed Mechanical Engineer, and a Licensed Certified Plant Mechanic with BSME degree.		See Article 2.3
		2.5	Other non-voting membership grades or classes shall be as prescribed in the policy manual.
2.6	Associate Member. An associate member shall be a graduate in Mechanical Engineering or Certified Plant Mechanic without BSME degree.		See Article 2.4
2.7	Student Member. A student member shall be a person who is at least a third-year student currently enrolled in Mechanical Engineering in an accredited school.		Deleted. Refer to policy manual.
2.8	Institutional Member. An Institutional Member shall be an institution such as school, supplier, manufacturer, engineering firm, consulting firm, contracting firm, contractor whether it be a proprietorship, partnership, or corporation which in the opinion of the Board of Directors of the		Deleted. Refer to Policy Manual

	Society, could help in the attainment of the Society's objectives.		
2.9	Fellow and Honorary Member. Upon the recommendation of the Awards and Recognition Committee and upon unanimous approval of the Board of Directors, the Society may confer Fellow Award and/or, Honorary Membership to eligible persons mention in Section 2.2 and Section 2.3 of this By-Laws.		Deleted. See Article 10.6
	Admission to Membership. Applicants for admission to the Society or for advancement in grade of memberships, except such as are conferred as an honor, shall make application in such form and with such information as shall be required by the Board of Directors. Admission membership shall take effect upon payment of the required fees.	2.6	Admission to Membership. Applicants for admission to the Society for any membership grade shall fill out and submit an application form together with such information as may be required by the Board of Directors. Admission to membership shall take effect upon payment of the required fees including fee for PSME Identification Card. Corresponding Annual dues shall be paid by members as prescribed in the Policy Manual.
2.11	Rights and Privileges. All classes of membership shall enjoy the rights and privileges of a Regular; Member and shall be individual in character except that of an Institutional member, which shall have a regular official representative or designated alternate. However, only Life Member and Regular member may vote and hold elective office. Associate members can hold appointive position in the Chapter as it may deem necessary.	2.7	Rights and Privileges. All classes of membership shall enjoy the rights and privileges of a Regular, however, only Life Member and Regular member may vote and hold elective office.
2.12	Voting Membership. This shall consist of Fellows, Life Members and Regular Members in good standing.	2.8	Voting Membership. This shall consist of Life Members and Regular Members who have paid their membership dues and in good standing
2.13	Prohibition. No member shall misrepresent himself/herself in any manner in connection with the Society in advertisement, letterhead, or printed matter.	2.9	Prohibition. No member shall misrepresent himself/herself in any manner in connection with the Society in advertisement, letterhead, or printed matter. (Formerly Article 2.13)
2.14	Emblem of Membership. This shall be worn by members in good standing.		See Article 16.3
2.15	Suspension/Expulsion of Members. A member shall be suspended and/or expelled from the Society in accordance with the provision of the Policy Manual.		See Article 9.1
Article 3			
Finance			
3.1	Finances. The finances of the Society shall consist of entrance fees, donations, contributions, special assessments, which the general membership of Board of Directors may prescribe from time to time and income obtained as an incident to its operation.	3.1	The Finances of the Society shall be derived from entrance fee, annual dues, donations, contributions, revenue from conventions, symposiums and conferences, sports, seminar/CPD, Policy Manual, LMTF, PSME Foundation, Technical Divisions, certification and training fees, advertisements,

			sponsorships, codes and standards, books and other kinds of publications, special assessments and other income generation obtained as an incident to its operation which the Board of Directors may approve.
3.2	Fees. Entrance fees and annual dues may be adjusted by a majority vote of two-third(2/3) of the members of the Board of Directors in any regular or special meeting of the Board, provided that, no adjustment may be made more than once every two years. (Refer to the Manual of Operation for the Schedule of Fees.)	3.2	Fees. Entrance fees and annual dues may be adjusted by a majority vote of two-third (2/3) of the members of the Board of Directors in any regular or special meeting of the Board, provided that, no adjustment may be made more than once every two years. Entrance Fees and Annual Dues shall be as prescribed in the Policy Manual.
3.3	Collection. Entrance and annual dues shall be collected by chapters with 75% of the entrance fees and 25% of all annual membership dues to be remitted to the Society, except in the case of Student Members the fees shall be divided equally between the Student Unit and Chapter.	3.3	Collection. Entrance and annual dues shall be collected by chapters with 75% of the entrance fees and 25% of all annual membership dues to be remitted to the Society.
Article 4 Life Membership			
4.1	Life Membership shall be made available to regular members for a fee of THREE THOUSAND PESOS (P3,000.00). Future adjustments maybe prescribed by the Board of Directors, provided that no adjustment maybe made more than once a year.	4.1	Life Membership shall be made available to Regular Members with an entrance fee as prescribed in the Policy Manual. Future adjustments may be prescribed by the Board of Directors; however, no adjustment may be made more than once a year.
4.2	Custody and Management of Life Membership Trust Fund (LMTF) shall be entrusted to its Board of Trustees. They shall be composed of Five (5) members. The Immediate Past President who shall seat as Chairman, the Past president preceding the Immediate Past President and the Incumbent President as Members. The other two (2) members will come from life members who shall be appointed by the President subject to the approval of the National Board. For the first year of the reconstituted Board of Trustees, the Immediate Past President shall serve as Chairman and then a Member of the following year. The incumbent President shall serve as member for the first year ,as Immediate Past President and Chairman for the second year and as Past President and member for the third year. For the two life members, one will be appointed for one year term and the other for two year term After which replacement life members shall serve for two year term as an alternate expiry bases. The succession shall be followed thereafter. However, in case the Incumbent President is re-elected for	4.2	Custody and Management of Life Membership Trust Fund (LMTF) shall be entrusted to its Board of Trustees. They shall be composed of Five (5) life members with three (3) members from Luzon/NCR, one (1) member from Visayas and one (1) member from Mindanao.

	<p>another term, the composition of Past President members shall be retained so as not to break the succession.</p> <p>There shall be a Treasurer, a Secretary and an Auditor who shall be elected from among the members of the Board. Bank signatories shall be the Treasurer and either the Chairman or the Secretary.</p> <p>In case of vacancy in the Board of Trustees for cause other than removal or expiration of term. The same shall be filled up by majority of the Board if still constituting a quorum at any regular or special meeting only called for the purpose.</p> <p>The Board of Trustees shall have full authority in the management and disposition of Life Membership Trust Fund. Except for investment in established and financially sound commercial banks and financial institutions, all other shall be subject to the approval of the Board of Directors.</p> <p>Ten percent (10%) of the full payment of Life Membership entrance fee shall be immediately distributed as follows:</p> <ul style="list-style-type: none"> a. To the Society – 25% b. To the Chapter – 75% <p>The remaining Ninety percent (90%) shall be turned over to the custody of the Board of Trustees and shall form part of the fund</p> <p>Twenty percent (20%) of the earnings from investment shall be retained by the fund and the balance shall be apportioned equally between the Society and the Chapter to which the Life Member belongs and shall be remitted to the Chapter annually, not later than the First Quarter of the following year.</p> <p>The sharing of said earnings shall be made on equity basis and that Life Membership payments received shall be considered as paid on the first day of the following month.</p>		
		4.3	<p>For the first year of the reconstituted Board of Trustees, the Immediate Former President shall serve as the Chairman and then as member for the following year. The Former President preceding the Immediate Former President shall serve as member for the First year and the Incumbent National President shall serve as member for the First year, as Immediate Former National President and the Chairman for the Second year and as</p>

			Former President and member for the Third year. The other two (2) members shall come from Former Presidents/Fellows who shall be appointed by the President, subject to the approval of the Board of Directors. For the two (2) Former Presidents/Fellows, one (1) will be appointed for one (1) year term and the other for two (2) year term; after which replacement members shall serve for two (2) year term as an alternate expiry basis and the succession shall be followed thereafter; however, in case the incumbent president is re-elected for another term the composition of the LMTF Board of Trustees shall be retained so as not to break the succession
		4.4	There shall be a Treasurer, a Secretary and an Auditor who shall be elected from among the members of the Board of Trustees. Bank signatories shall be the Treasurer and either the Chairman or the Secretary.
		4.5	In case of vacancy in the Board of Trustees for cause other than removal or expiration of term, the same shall be filled up by majority of the PSME Board of Directors if still constituting a quorum at any regular or special meeting only called for that purpose.
		4.6	The Board of Trustees shall have full authority in the management and disposition of Life Membership Trust Fund and shall submit monthly Financial Statement to the PSME Board of Directors. Except for investment in established and financially sound commercial banks and financial institutions, all other investments shall be subject to the approval of the Board of Directors.
		4.7	Ten percent (10%) of the full payment of Life Membership entrance fee shall be immediately distributed as follows: a) To the Society – 25%, b) To the Chapter – 75%. The remaining Ninety percent (90%) shall be turned over to the custody of the Board of Trustees and shall form part of the fund.
		4.8	Twenty percent (20%) of the earnings from investment shall be retained by the fund and the balance shall be apportioned equally between the Society and the Chapter to which the Life Member belongs and shall be remitted to the Chapter annually, not later than the First Quarter of the following year. The sharing of said earnings shall be made on equity basis and that Life Membership payments received shall be considered as paid on the first day of the following year. Life Members are subject to the provision of Article 9,

Article 5
Board of Directors and Officers

5.1	The Society shall be governed by the Board of Directors composed of 15 members who shall be elected during the regular annual election in accordance with the provision of the Omnibus Election Code provided that the ratio or proportion has to be decided from time to time, provided further that the apportionment of the numbers of Directors from each region shall be in proportion to the number of voting members in a region to be decided and set by the National Board once every three (3) years.	5.1	The Society shall be governed by the Board of Directors composed of fifteen (15) members who shall be elected during the national convention in accordance with the provision of the Omnibus Election Code provided that the ratio or proportion of the number of directors per region shall be re-allocated every five (5) years. In the apportionment of the number of Directors from each region, the COMELEC shall adopt the proportion based on the average number of voting members in a region from the last three (3) election years.
5.2	Immediately after their election, the Directors shall elect among themselves a President, Executive Vice President, Vice President for Internal Affairs, Vice President for Regions – NCR, Luzon, Visayas and Mindanao, Vice-President for External Affairs, Vice-President for Technical Affairs, Secretary and Treasurer. The President-elect, with the approval of the Board may designate an Auditor, PRO and such other officers and personnel as may be deemed necessary subject to the approval of the Board.	5.2	Immediately after the Board of Directors' election and before the Annual National Convention adjourns, Directors-elect shall vote among themselves a President, Executive Vice-President, Vice-President for Internal Affairs, Vice-President for External Affairs, Vice-President for Technical Affairs, Vice-President for NCR, Vice-President for Luzon, Vice-President for the Visayas and Vice-President for Mindanao, Secretary, Treasurer and Auditor. In case of lack of quorum during the convention, the election of the PSME National Officers shall be held at 3:00 PM of the following day after the adjournment of the annual national convention at the PSME Headquarters office. If there is failure to elect the national officers, the majority of the newly elected directors shall set the date, time and venue of the election of officers but not later than fifteen (15) days after their election to the board with seven (7) days' notice to all directors by registered mail and/or e-mail and shall designate the director-elect who will preside in the election of President. Upon election of the President, the President-Elect shall preside in the election of the rest of the national officers.
5.3	Any vacancy in the Board which may exist by resignation or any other causes other than removal or expiration of term may be filled up by the Board of Directors for the unexpired term only if still constituting a quorum. In case of vacancy in the position of the President, the Executive Vice-President shall automatically assume the position.	5.3	Any vacancy in the Board which may exist by resignation or any other causes other than removal or expiration of term may be filled up by the Board of Directors for the unexpired term only if still constituting a quorum. In case of vacancy in the position of the President, the Executive Vice-President shall automatically assume the position.
5.4	There shall be an Executive Committee composed of the President, Executive Vice-President, Vice-President for Internal Affairs, Vice-	5.4	There shall be an Executive Committee composed of the President, Executive Vice-President, Vice-President for Internal Affairs, Vice-President

	President for External Affairs, Vice-President for Technical Affairs, Secretary, Treasurer and the Immediate Former National President. The Executive Committee shall have the powers and duties enumerated in the Policy Manual.		for Technical Affairs, Secretary, Treasurer and the Immediate Former National President. The Executive Committee shall have the powers and duties enumerated in the Policy Manual.
5.5	The elected members of the Board of Directors and Officers shall hold office for One (1) year, starting from January 1 to December 31 or until their successors are duly elected and qualified to assume office.	5.5	The elected members of the Board of Directors and Officers shall hold office for One (1) year, or until their successors are duly elected and qualified to assume office.
		5.6	Qualification of the President and Executive Vice-President (EVP). Any elected Director must have been a National Director for one (1) year to be qualified to be elected President or Executive Vice-President. However, in case no one among the elected directors has been a National Director for one (1) year, this provision shall be waived.
Article 6			
Duties and Power of the Board of Directors and Officers			
6.1	The Board of Directors shall exercise all corporate powers of the Society in accordance with law.	6.1	The Board of Directors shall exercise all corporate powers of the Society in accordance with law.
6.2	The President shall be the Chief Executive Officer and shall exercise the powers and discharge such duties inherent to his office under the law, and other as may be required by the Board of Directors, the Executive Committee and the Society	6.2	The President shall be the Chief Executive Officer and Chairman of the Board of the Society and shall exercise the powers and discharge such duties inherent to his office under the by-laws, and other as may be required by the Board of Directors, the Executive Committee and the Society.
6.3	The President, with the approval of the Board of Directors, shall appoint the Chairman of the Standing and Special Committee so created, appoint an Executive Secretary and External Auditor and other personnel required and may confer upon them such powers that may not be in conflict with the Articles of Incorporation, By-Laws and rules of the Society.	6.3	The President shall appoint the Chairmen of the Standing and Special Committees so created, hire Internal and External Auditors subject to the approval of the Board of Directors. The President shall appoint the Executive Director, the Vice-Presidents for the following: Academia and Student Affairs, International Regions, Foreign Affairs, Strategic Planning, Training and other positions that that the Board of Directors may create and confer upon them such powers that shall not conflict with the Articles of Incorporation, By-Laws and Policy Manual of the Society and subject to the approval of the Board of Directors.
6.4	The Executive Vice-President shall assist the President, supervise the Secretariat and coordinate with Vice-President.	6.4	The Executive Vice-President shall assist the President supervise the Secretariat and coordinate with the Vice-Presidents.
6.5a	The Vice-President for Internal Affairs shall exercise supervision over the standing committees as prescribed in the Policy Manual	6.5	The Vice-President for Internal Affairs shall exercise supervision of all Internal Affairs of the Society as prescribed in the Policy Manual.

6.5b		6.6	The Vice-President for External Affairs shall exercise supervision of all External Affairs of the Society as prescribed in the Policy Manual.
6.5c	The Vice-President for Technical Affairs shall have overall responsibility of all technical affairs of the Society and shall supervise the standing committees of the Society as prescribed in the Policy Manual.	6.7	The Vice-President for Technical Affairs shall exercise supervision of all Technical Affairs of the Society as prescribed in the Policy Manual.
		6.8	The Vice-President for Regions shall exercise overall supervision of all chapters of the Society. He shall encourage membership growth and organization of more chapters. The membership Committee shall be under their supervision
6.6	The Secretary shall be in charge of all correspondence, and records not pertaining to the office of the treasurer; he shall issue notices of meetings, prepare the order of business thereof and the minutes of the meetings of the Society and of the Board of Directors; and shall perform such other duties as the Board of Directors may require him. To prepare an updated list/roster of members within the 1 st semester of each year.	6.9	The Secretary shall oversee all correspondences and records except those pertaining to the office of the Treasurer; he shall issue notices of meetings, prepare the order of business thereof and the minutes of the meetings of the Society and of the Board of Directors; and shall perform such other duties as the Board of Directors may require from him; to prepare an updated list/roster of members within the first semester of each year.
6.7	The Treasurer of the Society; shall collect through chapter all the fees and dues from members and deposit them in a bank that may be designated by the Board of Directors; shall make such disbursement as may be authorized by the Board or Executive Committee and shall submit a cash position as may be required of him.	6.10	The Treasurer of the Society; shall collect all fees and dues from members and deposit them in a bank that shall be designated by the Board of Directors; shall make such disbursement as may be authorized by the Board of Directors or Executive Committee (Ex-Com) subject to ratification by the Board of Directors and shall submit financial report as maybe required by the President, Board of Directors or the Executive Committee.
6.8	The Vice-President for External Affairs shall take charge of the duties as prescribed in the Policy Manual.		See Article 6.6
Article 7 Meetings			
7.1	There shall be an annual general membership meeting of the Society which shall be held in Manila during the month of October, and the date to be decided by the Board of Directors	7.1	There shall be a National Convention and General Membership Meeting that coincide with the celebration of Presidential Proclamation No. 319, otherwise known as “Mechanical Engineering Week” which shall be held in Manila during the third (3 rd) week of the month of October, and the date to be decided by the Board of Directors.
7.1a	There shall be a semi-annual general membership meeting of the Society which shall be held in the month of May and shall be alternately held in the regions of NCR, Luzon, Visayas and Mindanao and which shall be bided by the Chapters in each region for hosting, subject to the	7.2	There shall be regional conferences of the Society which shall be held in the months of May and June which shall be bided by the Chapters in each region for hosting, subject to the guidelines in the Policy Manual. The National Board may designate any of the regional conferences as a mid-year

	guidelines in the Policy Manual		general membership meeting of the Society.
7.2	The agenda of the Annual General Membership meeting shall follow the items prescribed in the Policy Manual.	7.3	The agenda of the General Membership meeting shall follow the items prescribed in the Policy Manual.
		7.4	The PSME External Auditor who shall prepare the annual financial report and do the annual auditing of PSME shall be approved by the General Membership during the General Membership Meeting and report to the General Membership at the next Membership Meeting. The PSME National President and the National Board shall extend all assistance and shall give full access to the PSME Records to the External Auditor. The External Auditor financial report shall be posted in the PSME Website and included in the Souvenir Program of the National Convention.
7.3	There shall be as many regular meetings of the Board of Directors as there are regional subdivision of the Society, provided that one regular meeting of the Board of Directors shall coincide with the semi-annual convention in May, an annual convention in October, and the induction of the Officers and Directors in December. Special meetings may be called by the President at his discretion or upon the request of at least six (6) members of the Board. Eight (8) members present shall constitute a quorum.	7.5	Board of Directors Meetings. There shall be regular monthly meetings of the Board of Directors; one (1) regular meeting of the Board of Directors shall coincide with the National Convention in October. Special meetings may be called by the President at his or upon the request of at least six (6) members of the Board of Directors. Eight (8) members present shall constitute a quorum. Notice of Board meetings to every member of the Board shall be sent not less than one week before the date which the meeting is to be held. Provided, that the period of notice may be waived in case every member of the Board has been notified in some other way and no objection is raised without the one week period of notice.
7.4	Special general membership meeting of the Society maybe called upon by the initiation of at least thirty (30) Presidents of the Society's Chapters and duly approved by the National Board..	7.6	Special general membership meetings (Special-GMM) of the Society may be called upon by the initiation of at least Thirty (30) Presidents of the Society's Chapters or by two-thirds vote of the National Board of Directors. Upon receipt of the notice of the Special-GMM, the President shall send notice to the general membership not later than thirty (30) days before the Special-GMM.
7.5	In any national, regional and special membership meeting of the Society, fifty members present shall constitute a quorum. Resolution taken upon approval during regional and special meetings shall be subject to final approval in the annual general membership meeting.	7.7	In any National and Special Membership Meeting of the Society, fifty (50) members present shall constitute a quorum.
7.6	The notice for any meeting of the Society, shall be mailed to all members not less than three weeks before the date at which the meeting held. Board meetings, notice to every member of the Board shall be sent not less than one week before the date which the meeting is to be held.		Deleted. See Article 7.5

	Provided, that the period of notice may be waived in case every member of the Board has been notified in some other way and no objection is raised without the one week period of notice.		
Article 8 Election			
8.1	There shall be an OMNIBUS ELECTION CODE that shall govern all elections of the Society's National, and Chapter Officers and to the extent appropriate, all referenda and plebiscites.	8.1	There shall be an Omnibus Election Code that shall govern all election of the Society's National and Chapter Officers and to the extent appropriate, all referenda and plebiscites, and shall be submitted to the Securities and Exchange Commission (SEC) not later than thirty (30) days after the approval of the Referendum by the General Membership. The election, referenda, plebiscites can either be by manual , internet or electronic voting. No proxy vote in any form shall be allowed.
8.2	There shall be a yearly election in accordance with Sec. 5.1 of this by-Laws for the Board of Directors from duly certified nominees whose qualifications shall be at least that of a regular member in good standing and must have served the Chapter for at least one year occupying a position not lower than a committee chairman of the standing committee.	8.2	There shall be a yearly election in accordance with Section 5.1 of this by-laws for the National Board of Directors and National Officers.
8.3	The President, subject to the approval of the Board of Directors, shall appoint a Nominations Committee not later than six (6) months before the Annual National Convention composed of five (5) members from among Fellows and/or Past Presidents of the Society. It shall screen and select from among the nominees proposed by the Chapters and members and in case where the number of nominees from the chapter may be less than twenty-five (25) candidates in proportion to that allocated to the various regions per Sec. 5.1 Art 5 shall fill in such deficiency by their nomination. The Nominations Committee shall require from the nominees to submit a duly signed certificate of candidacy and a written commitment in a prescribed form of their acceptance to serve as in case of their being elected.	8.3	The President, subject to the approval of the Board of Directors, shall appoint a Nominations Committee and its Chairman not later than Six (6) months before the National Convention composed of Five (5) Former Presidents or Fellows with three (3) members from Luzon/NCR, one (1) member from Visayas and one (1) member from Mindanao.
8.4	There shall be a Commission on Election composed of three members who shall be appointed by the President from among Fellows and/or Past President, subject to the approval of the Board, provided that the first composition of the Comelec shall compose of one member to serve for	8.4	Qualifications of Nominees for the National Board of Directors. The following shall be the qualifications and requirements of a nominee a) Endorsement by a Chapter to the Nominations Committee, b) At least a regular member in good standing c) At least a Mechanical Engineer, d) Must

	one year as Chairman, one for two years and one for three years terms; thereafter, each member so appointed shall serve for three years with the most senior member to serve as Chairman. Any vacancies in said Committee shall be filled for the unexpired term only.		have served a chapter for at least one year occupying a position not lower than a Chapter Director, e) Must have attended the Office Bearer's Course, f) Must not have been a former and or current member of the Professional Regulation Commission and Board of Mechanical Engineering, g) Must submit a duly signed Certificate of Candidacy and a Letter of Commitment on no Withdrawal or Resignation before or after the canvassing of votes, h) Must submit a waiver of their right to file suit in court of law related to the election and in case of protest, shall agree to bind themselves to the decision of the National Election Tribunal (NET).
8.5	The Comelec shall promulgate such rules and regulations governing all conduct of the elections subject to the approval of the Board and decide on any and all protest pertinent to such election, and whose decision in such matters shall be final. The Comelec shall designate a board of canvassers to canvass valid votes. Each candidate may appoint an official watcher.	8.5	There shall be a Commission on Election (COMELEC) with members composed of Five (5) Former Presidents and Fellows with three (3) members from Luzon/NCR, one (1) member from Visayas and one (1) member from Mindanao who shall be appointed by the Incumbent President, subject to the approval of the Board of Directors provided that the first composition of the COMELEC shall compose of One (1) member to serve for One (1) year as Chairman, Two (2) to serve for Two (2) years and Two(2) for Three (3) years terms; thereafter, each Member so appointed shall serve for three (3) years with the most senior to serve as Chairman on rotation basis. Any vacancy in the COMELEC shall be filled for the unexpired term only.
8.6	The Nomination Committee shall submit to the Commission on Election not later than Ninety (90) days prior to the annual election, the list of all qualified official nominees for Directors, allocated for each region in accordance to Section 5.1 Art. 5. No other Nominations shall be considered.	8.6	The COMELEC shall promulgate such Rules and Regulations governing all conduct of elections subject to the approval of the Board of Directors. The announcement or proclamation of winners of the Board of Directors shall be final. The COMELEC shall designate a Board of Canvassers to canvass said votes. Each candidate may designate an official Watcher covered with written request and subject to COMELEC guidelines.
8.7	The Commission on Election shall prepare an official ballot and list of all the official nominees submitted by the Nominations Committee, enumerating for each nominees his/her brief pertinent data and grouped into each of the regions in accordance to Sec. 5.1 Art. 5 arranged in alphabetical order. Ballots and nominees data shall be mailed to the individual member in good standing not later than thirty (30) days prior to the annual convention.	8.7	The Nominations Committee shall select and screen from among a minimum of Twenty (20) nominees officially endorsed by the Chapter. The Nomination Committee has the prerogative to nominate the remaining balance required to meet minimum number of twenty (20) nominees after the deadline of acceptance of nominees endorsed by the Chapter. Incumbent members of the National Board seeking re-election are automatically qualified as nominee. The Nomination Committee shall submit to the COMELEC not later than Sixty (60) days prior to the National Convention, the list of all qualified nominees for the Board of Directors allocated for each Region.

8.8	A member who is in good standing shall be entitled to vote. A voting member shall cast one vote for fifteen (15), no more no less, candidates for Directors listed in official ballot, otherwise such ballot will be declared null and void.	8.8	The COMELEC shall prepare official ballots and list of nominees/candidates submitted by the Nominations Committee enumerating each nominee's data in PSME prescribed forms and grouped into each Region in accordance with Sec. 5.1 Article 5 of this By-Laws and arranged in alphabetical order. Ballots and nominees' data will be mailed or e-mailed to individual member in good standing not less than Forty-Five (45) days prior to the National Convention. In case of electronic or internet voting, the Ballot Number, password and website address or URL of the electronic or internet voting provider webpage shall be e-mailed to individual member in good standing not later than thirty (30) days prior to the National Convention.
8.9	Ballots may be cast in the prescribed place, time and date.	8.9	A regular or life member who is in good standing shall be entitled to vote. A voting member shall cast One (1) vote for Fifteen (15) no more, no less candidates for Board of Directors listed in official ballot; otherwise, such ballot will be declared null and void.
8.10	The candidates receiving the highest number of votes for the number of Directors allocated for each Regions as stipulated in Sec. 5.1 Art. 5 shall be declared as the elected director's representing such region. In case of tie between two or more candidates for the allocated number of directors. The directors-elect concerned shall settle among themselves, in a manner acceptable to them. Failure of the parties to agree, the President-elect shall have the power to declare the winner from among the concerned parties. No director, however, shall serve for more than three (3) consecutive years.	8.10	Ballots may be cast by electronic, internet or manual in the prescribed place, time and date.
		8.11	The candidates receiving the highest number of votes for the number of Directors allocated for each Regions shall be declared as the Directors-Elect representing such Region. In case of tie between Two (2) or more Candidates, toss coin shall be used to determine the winner.
		8.12	There shall be a National Election Tribunal (NET) composed of seven (7) members to decide on any and all protests pertinent to the National Election of the Board and Officers and whose majority/en-banc decision shall be final and not appealable. The NET shall be composed of three (3) PSME fellows chosen in random from among the PSME fellows who declared willingness to serve in the NET and four (4) Chapter Presidents all chosen in random representing Luzon, NCR, Visayas and Mindanao regions. The seven (7) members shall elect among themselves the Chairman of the

			NET. All election protest shall be submitted to the COMELEC Chairman and the National President within three (3) days of election together with the filing fee in cash or check payable to the Philippine Society of Mechanical Engineers equivalent to the amount of two hundred pesos (P200.00) multiplied by the total number of votes casted as declared by the COMELEC. The National President on receipt of the election protest shall immediately start the process of the formation of the NET by conducting the random selection in the presence of the candidates, national board members and COMELEC. One (1) week after the creation of the NET, the NET members shall meet to start the process of resolving the election protest. The NET shall resolve all election protests within thirty (30) calendar days.
		8.13	Any nominee, candidate, director-elect recognized by any government entity does not confer legitimacy to claim to any national/chapter position.
		8.14	No elective National Director and Officer may be elected for more than three (3) consecutive years.
		8.15	The term of office of the members of the COMELEC shall be limited to Three (3) consecutive years
Article 9			
Suspension and Expulsion Members			
	Admission and Expulsion of Members and Expulsion of Officers		Suspension and Expulsion Members
9.1	Rules governing admission and expulsion of members shall be subject to the Provision of the Policy Manual.	9.1	Rules governing suspension and expulsion of Members shall be subject to the provision of this by-laws and the provisions of the Policy Manual.
Article 10			
Committees and Technical Divisions			
	Committees		Committees and Technical Divisions
10.1	All Standing Committees and the office to which they report shall be in accordance with those prescribed in the Policy Manual.	10.1	All Standing Committees and Technical Divisions and the office to which they report shall be in accordance with those prescribed in the Policy Manual.
10.2	The President may form Special Committees for special assignments or projects. The Board shall, however, be appraised by the President regarding the status of such assignments or projects.	10.2	The President may form Technical Divisions and Special Committees for special assignments or projects. However, the Board of Directors shall be appraised by the President regarding the status of such assignments or projects.
10.3	The Standing Committees shall have functions as prescribed in the Policy Manual.	10.3	The Standing Committees and technical divisions shall have functions as prescribed in the Policy Manual.

10.4	There shall be no limitation to term of office for the members of all standing committees, except for the committee on election where the term shall be limited to three (3) consecutive years.	10.4	There shall be no limitation of term for all committees and technical divisions except when the limitation of term is set in the policy manual or is set in the constitution and bylaws.
		10.5	The Awards and Recognition Committee shall create the "PSME Tobias Marcelo Award", the highest National Award to deserving members with a minimum individual qualification of PSME Fellow or PSME National President or, Member of the Board of Mechanical Engineering (BME) or Philippine Regulations Commission (PRC) Outstanding Professional in the Field of Mechanical Engineering.
		10.6	Fellow Award. This award may be conferred by the Board of Directors to an active regular member of acknowledged eminence in the Mechanical Engineering profession and has rendered outstanding or eminent service to the profession, society, community, and country. A regular member who has attained distinction in arts related to the teaching of major courses in arts and sciences, or who by reason of invention, research, teaching design, original, work, has made substantial contribution to said arts and sciences, may be eligible, subject to the approval of the Board of Directors.
		10.7	The Awards and Recognition Committee shall establish the Chapters Excellence Program for the Service and Accomplishment Awards with guidelines as stated in Policy Manual.
		10.8	The Awards and Recognition Committee shall create the President Emeritus Award which may be conferred to deserving PSME Former National President for his dynamic leadership and competence, unselfish services, invaluable contribution, immeasurable dedication, unwavering commitment of ideals, principles and fruitful years of uplifting the Mechanical Engineering Profession.
		10.9	There shall be Technical Divisions to be created by the Board of Directors to advance the arts and science of the various fields of mechanical engineering. The Technical Divisions shall be managed by a Governing Board and accept division members who share the same interest and field of practice. The Technical Divisions shall possess freedom of actions in the matter of its activities, in so far as these do not conflict with the policies and By-Laws of the Society. However, for resolution pertaining to project that may appear

			<p>as a duplication of National project or that might affect the Society's activities, the Technical Division shall request prior approval for the National Board of Directors through the Vice-President for Technical Affairs.</p> <p>The Technical Divisions, may impose additional assessment to its members and raise funds to support its expenses.</p>
		10.10	<p>There shall be a National Ethics Committee (NEC) composed of seven (7) members whose members shall be two (2) former national presidents, one (1) fellow awardee, two (2) incumbent/former national board of directors and two (2) incumbent/former chapter presidents. The President shall appoint the members of NEC subject to the approval of the National Board. The composition of the NEC shall be that all the regions shall have representative. The Chairman of the NEC shall be appointed by the President subject to the approval of the National Board. The members of NEC shall have three year terms of office. In the initial implementation of this provision, the President shall designate who shall have one (1) year, two (2) years and three (3) years terms of office. In case of vacancy, the President, subject to approval of the National board, shall appoint the replacement who shall serve for the unexpired term only. All decisions and resolutions of the NEC shall be made in an en banc session with majority of the NEC members present. Any member may file a written complaint, under oath, to NEC against any member for acts inimical to the society and to the profession and for violation of the code of ethics. The NEC may, after investigation, decide to censure, warn, suspend and expel the member from the society. If the code of ethics has been found by NEC to have been violated, the NEC may refer the matter to the proper government authorities. The decision of NEC may be appealed within seven (7) days after receipt of the NEC decision to the National Board which by two-third (2/3) vote shall overrule the NEC's decision. All decisions of the Chapter Board of Directors on complaints shall be appealable to the NEC.</p>
<p>Article 11 Chapters</p>			
11.1	The primary functions of the Chapters shall be to organize the profession in their respective regions, to unite them into a common understanding of the problems and activities related to the profession, to carry out more	11.1	No change

	effectively the share of responsibility of Mechanical Engineers in the national economic development of the Republic and promote a standard of high professional ethics among members.		
11.2	Chapters and/or units may be formed in a city, town province or regions by minimum of thirty (30) mechanical engineers upon the recommendation of the Vice-President for Regions and subject to the approval of the Board. Student Chapters may be formed in accredited engineering schools	11.2	Chapters and/or units may be formed in a city, town province or regions by minimum of Thirty (30) Mechanical Engineers subject to the approval of the National Board of Directors.
11.3	Before the Society's National Annual Convention, the chapter shall hold a yearly election of Directors of which composition shall not be less than five (5) nor more than fifteen (15) Directors. The procedure and the rules governing the election shall be in accordance with Art 8 and those prescribed in the Policy Manual.	11.3	The Chapter shall hold a yearly election of which composition shall be Fifteen (15) Board of Directors. The procedure and the rules governing the election shall be in accordance with Art. 8 and those prescribed in the Policy Manual.
11.4	The Chapters shall have the Standing Committees as prescribed in the Policy Manual.	11.4	No change
11.5	Chapter may hold at least semi-annual meetings for members and monthly meeting for Board of Directors.	11.5	Chapters may hold quarterly meetings for members and monthly meetings for the Board of Directors.
11.6	The Chapter shall maintain a roster of members and shall submit to the Society within the First Quarter of every year a copy duly signed by the Chapter President and the Secretary.	11.6	No change
11.7	The Chapter shall possess a freedom of actions in the matter of its activities, in so far as these do not conflict with the policies and By-Laws of the Society. However, for resolution pertaining to project that may appear as a duplication of National project or that might affect the Society's activities and prestige, the Chapter shall request prior approval for the National Board of Directors through the Vice-President for Regions.	11.7	The Chapter shall possess a freedom of actions in the matter of its activities and as prescribed in its Manual Of Operation in so far as these do not conflict with the policies and By-Laws of the Society. However, for resolution pertaining to project that may appear as a duplication of National project or that might affect the Society's activities and prestige, the Chapter shall request prior approval for the National Board of Directors through the Vice-President for Regions.
11.8	The Chapters shall be under the direct supervision of the Vice-President for Regions.	11.8	No change
11.9	If deem necessary, the Chapter, in addition to the annual membership fee, may impose additional assessment to its members to support its expenses.	11.9	No change
		11.10	The Board of Directors and Officers of the Chapter cannot assume office unless he has taken the Office Bearer's Course for Chapter officers and

			Directors.
		11.11	The Chapter can accept Associate Members; however, associate cannot vote and hold elective positions.
		11.12	The Chapters may integrate themselves to form a cluster within nearby provinces to encourage mutual and harmonious professionalism among members of the society.
Article 12 Policy Manual			
12.1	There shall be a Policy Manual of the organization, the purpose of which is to institute rules governing the organization and the conduct of its business. The Board of Directors may make necessary amendments, provided that it should not be made effective during their term.	12.1	There shall be a Policy Manual of the organization, the purpose of which is to institute rules governing the organization and the conduct of its business.
		12.2	The Board of Directors may make necessary amendments to the Policy Manual, provided that it should not be made effective during their term.
12.2	The Policy Manual shall provide disciplinary measure for any violation of its operation and By-Laws.	12.3	No change
12.3	The Policy Manual, as supplement to the Society's By-Laws shall govern in cases of vague non-provisions of the Society's By-Laws.	12.4	No Change
Article 13 Professional Practice			
13.1	All members of the Society shall be required to subscribe to and strictly follow in their practice, the revised Code of Ethics for Mechanical Engineers as approved by the Board of Mechanical Engineering, Professional Regulations Commission.	13.1	All members of the Society shall be required to subscribe to and strictly follow in the practice, the revised Code of Ethics for Mechanical Engineers as approved by the Board of Mechanical Engineering, Professional Regulations Commission.
		13.2	As an Accredited Integrated Professional Organization (AIPO), the society shall be instrumental in the implementation of all Rules, and Laws and Orders of the Board of Mechanical Engineering (BME) and Country to safeguard the integrity of the profession.
		13.2	There shall be an established Code of Conduct with the Board of Mechanical Engineering (BME) in the attainment of each other objectives as prescribed in the Policy Manual.
Article 14 Amendments			

14.1	Proposal to amend the Articles of Incorporation or By-Laws prior to National Convention shall be in writing by any Chapter or by resolution of the Board of Directors. These proposals should be submitted to the Committee on Constitution and By-Laws for review and consolidation and thereafter for approval of the Board in any regular or special board meeting called for that purpose. Amendments to any provisions of the By-Laws shall be through a Referendum by the majority of the General Membership.	14.1	Proposal to amend the Articles of Incorporation or By-Laws prior to National Convention shall be in writing by any Chapter or by resolution of the Board of Directors. These proposals shall be submitted to the Committee on Constitution and By-Laws for review and consolidation and thereafter for approval of the Board of Directors in any regular or special meeting called for that purpose. Amendments to any provisions of the By-Laws shall be through a Referendum by the majority of the General Membership called specifically to amend the constitution and by-laws of the Society.
14.2	The amendments to these By-Laws shall take effect after submission to and approval by the SEC.	14.2	The amendments to this By-Laws shall take effect after submission to and approval by the Securities and Exchange Commission (SEC).
14.3	Any article or section of the by-laws that will be voided shall not invalidate the whole by-laws.	14.3	Any Article or Section of the By-Laws and the Policy Manual that will be voided shall not invalidate the whole By-Laws/Policy Manual.
		14.4	Proposal to amend the Policy Manual prior to the General Membership Meeting shall be in writing by any Chapter, Organizing Committee of the Regional Conferences, or Standing Committees. The proposal shall be submitted to the Committee on Constitution and By-Laws (CCBL) for review and consolidation not later than sixty (60) days before the General Membership Meeting or National Convention and thereafter for the approval of the Board of Directors in any regular or special meeting called for that purpose. The CCBL shall conduct workshops to discuss the proposed amendments prior to its presentation to the General Membership during the National Convention. Amendments to any of the provisions of the Policy Manual shall be approved by the majority vote at any general membership meeting. Any motion or proposed resolution made during the National Convention not in writing or which has not been submitted to the CCBL shall be referred to the CCBL. Amendments to the Policy Manual made by the General Membership shall take effect immediately. All provisions of the Policy Manual shall be in accordance with the Constitution and Bylaw
Article 15 Removal from Office			
15.1	Any director or officer of the Society or any chapter may be removed from office for reasons of violation of articles of incorporation and by-laws inability to perform the duties of his office, Conviction in case involving moral turpitude or conduct inimical to the interest of the	15.1	No Change

	Society. Three-fourth vote of the total membership of the board will decide the case for removal. Decisions of the chapter's board will appealable to the Society's board.		
		15.2	The Society's Board of Directors may re-organize the National Officers with the approval of at least seventy-five percent (75%) of the total number of Board of Directors.
		15.3	Any member of the Board of Directors who shall incur three (3) unexcused absences during their term of office shall be replaced. The replacement shall be appointed by the President subject to the approval of the Board of Directors.
15.2	Any appointed officer or member to any office may be removed by the appointing officer or Board for cause.	15.4	No Change
Article 16 Society's Logo, Seal and Fiscal Year			
16.1	The Corporate Seal of the Society shall bear name of the Philippine Society of Mechanical Engineers, Inc. and the year of Incorporation. The Seal shall be under the custody of the National Secretary.	16.1	The Corporate Seal of the Society shall bear name of the Philippine Society of Mechanical Engineers and the year of Incorporation. The Seal shall be under the custody of the National Secretary.
16.2	The design and color of the Corporate Emblem and the Banner shall be as described in the Manual of Operation.	16.2	The design and color of the Corporate Emblem and the Banner shall be as prescribed in the Policy Manual.
16.3	The Fiscal Year of the Society shall be the calendar year.	16.3	Emblem of Membership. This shall be worn by members in good standing.
		16.4	The members' and chapters' right to use the PSME name, acronym, mark, sign and logo are subject to the approval of the PSME National Board and can be revoked anytime without show cause.
		16.5	The Fiscal Year of the Society shall be from January 1 to December 31

<p>Constitution and By-laws Committee 2017: Chairman: Ernesto J. Casis Members: Rogelio G. Reyes Gregorio S. Senining Loreto G. Catalan Jeffrey F. Singson Cesar S. Galang Simeon P. Perez Edgar V. Zulaybar Rey V. Cruz</p> <p>Commission on Election 2017: Chairman: Siegfried G. Sia Members:</p>	<p>2017 PSME National Board of Directors:</p> President - Rogelio G. Reyes Executive VP - Gregorio S. Senining VP for Internal Affairs - Loreto G. Catalan VP for External Affairs - Emmanuel Y. Dela Cruz VP Technical - Nardito M. Cornelio, Jr. National Secretary - Jeffrey F. Singson National Treasurer - Edgardo C. Camering National Auditor - Robert S. Dy VP for NCR - Rodesendo V. Moreno, Jr. VP for Luzon - Diosdado F. Fetalvero
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<p>Oriel Pete R. Waga Edgar V. Zulaybar</p>	<p>VP for Visayas VP for Mindanao Director Director Director Immediate Past President</p>	<p>- - - - - -</p>	<p>Joemarie A. Arib Feliciano C. Perater, Jr. Leonardo M. Cometa Lorenzo P. Larion Willy C. Bermudez Murry F. Demdam</p>
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Referendum 2011