

BY-LAWS
OF
PHILIPPINE SOCIETY OF
TRAINING AND DEVELOPMENT
(PSTD) FOUNDATION, INC.

ARTICLE I
IDENTIFICATION

Section 1. Name. The name of this organization is PHILIPPINE SOCIETY FOR TRAINING AND DEVELOPMENT (PSTD) FOUNDATION, INC., hereinafter referred to as “Society”.

Section 2. Character and Objectives. The Society is established as a non-political, non-stock, non-profit organization designed to encourage, support and finance the activities dedicated to the pursuit of the following specific objectives:

- a. To foster closer relationships and to promote professional development among the practitioners of the training and development profession;
- b. To serve as a forum for the exchange and discussion of information, ideas and problems related to human resource and organization development, workplace learning and performance improvement and learning organizations;
- c. To undertake studies, researches and programs for the purpose of seeking more effective means of meeting local needs for human resource and organization development, workplace learning and performance improvement and learning organizations;
- d. To establish, maintain and develop contacts with local and international organizations in matters related to training and development; and,
- e. To promote understanding of human resource and organization development as a basic responsibility of management.

Section 3. Office. The office of the Society shall be located at Makati, Metro, Manila, Philippines or such other place as may be established conformably with applicable provisions of the law, now or hereafter in effect.

Section 4. Seal. The seal of the Society shall be of such design and shall bear such features as the Board of Trustees may prescribe.

Section 5. Fiscal Year. The fiscal year of the Society shall commence on the first day of January and end on the last day of December of the same year.

ARTICLE II
MEMBERSHIP

Section 1. Types of Members.

- a. Institutional Members – Industrial, commercial and service firms as well as academic and development institutions and government agencies interested in promoting the development of human resources. These institutional members shall designate two representatives to act on their behalf and participate in the affairs of the Society.
- b. Chapter and Affiliate Members – The Society shall recognize Chapter and Affiliate organizations as members, who shall participate in the affairs of the Society through their respective president, vice president, secretary and treasurer.
- c. Individual Members – Individuals who are actively involved in human resource management and are committed to the pursuit of the objectives of the Society.
- d. Honorary Members – Individuals who have extremely and substantially contributed to the field of human resource development
- e. Lifetime Members – Past Presidents of the Society who served at least one full term, lifetime members of the Philippine Society for Training and Development and the members of the Philippine Training and Development Foundation.

Section 2. Membership Stipulation. Membership shall be by application and shall require:

- a. The approval of the Board of Trustees upon the recommendation of the Chairperson of the Membership Committee; and,
- b. The payment of application fee and other dues as may be fixed by the Board of Trustees and ratified by the members.

Section 3. Membership Year. The membership year follows the calendar year. Membership in the Society therefore is effective on January of the current year or on the date of the membership certificate issued by the Membership Committee up to December 31 of the same year.

Section 4. Membership Fees. The Society may, at any general or special meeting of members, fix the Membership Fees and other charges, which may be assessed on the members. Membership fee for the new members after January 31 of any year shall be pro-rated to the remaining period of the year on a quarterly basis.

Section 5. Termination of Membership. The Board, upon its evaluation of certain cases, may decide to terminate a membership due to:

- a. Delinquency in paying dues and other financial obligations required by the Society; or,
- b. Commission of acts detrimental to the objectives of the Society after due process specified in the Society's Code of Ethics.

ARTICLE III
GENERAL MEMBERSHIP MEETINGS

Section 1. Annual Meeting. The Annual Meeting shall be held on any day in November of each year coinciding with the Society's Annual Convention. The President shall render his annual report to the members regarding the activities of the Society. The election of the Board of Trustees shall also be held during this meeting.

Section 2. Regular Monthly Meetings. Regular meetings of the Society shall be held once a month at a place and on a date and time designated by the officers of the Society.

Section 3. Special Meetings. Special meetings of the Society may be called by the President, or in his absence by the Board of Trustees, at such time and place as may be fixed by them; provided that a three (3) working days notice shall be given to all members, specifying the purpose of such meeting. No business shall be transacted at any special meeting except those mentioned in the notice of such meeting.

Section 4. Quorum. A quorum shall consist of a minimum of one-third (1/3) of the total membership in good standing.

Section 5. Voting. Each individual, honorary or lifetime member and the representatives of Institutional members shall be entitled to one (1) vote each. Votes may either be made in person or by proxy, which shall be in writing and filed with the Secretary of the Society before the scheduled meeting.

Section 6. Minutes. The Secretary shall furnish each member a copy of the minutes of each meeting within a period of two (2) weeks after the date of such meeting.

Section 7. Order of Business. The presiding officer shall in all meetings of the Society prescribe the order of business. All deliberations of general membership meetings or of the Board or Committee of any instrumentality of the Society shall be governed by the Robert's Rules of Order.

ARTICLE IV
BOARD OF TRUSTEES

Section 1. Composition and Tenure. The Board of Trustees of the Society shall be composed of fifteen (15) members.

Eleven (11) Members of the Board shall be elected from and by the members of the Society in good standing and shall act as the Executive Trustees serving either as officers or chairpersons of the standing committees. Executive Trustees shall serve for a term of one (1) year and re-elected for at most two consecutive years. At the expiration of the second term, the Executive Trustee shall abstain from re-election for at least one (1) year before being qualified again for election.

The other three (3) Trustees shall act as Independent Trustees of the Board. These three (3) Trustees shall, as an interim provision, be composed of three PTDF Officers and shall act as a "Council of Advisers" to the Executive Trustees on matters of policy and directions with one of them serving as the Chairman of the Board, another as Vice-Chairman, and the other one as the Auditor. These Independent Trustees shall serve for a term of three (3) years. As an interim arrangement, the first set of Independent Trustees shall consist of one Trustee with a three year term, one with a two year term and the third with a one year term. Thereafter, only one Independent Trustee will be invited

by the current Independent Trustees from among PTFD Members and Past Presidents every year to replace the Independent Trustee whose three year term is expiring, except in cases when there is a need to replace an Independent Trustee whose term has not yet expired. In which case, a replacement shall be chosen but shall serve only for the remainder of the unexpired term of the Independent Trustee being replaced.

The Immediate Past President shall automatically serve as a Member of the Board and shall likewise act as an Independent Trustee of the Board.

Section 2. Powers of the Board. This Board of Trustees shall manage all affairs of the Society and to this end, may exercise all powers of the Society. It shall therefore, have general supervision and control of the affairs of the Society.

Section 3. Election. Each member may vote for as many candidates as there are Executive Trustees to be elected, but may not cast more than one (1) vote for each candidate. The candidates who received the highest number of votes corresponding to the number of Executive Trustees shall be deemed elected. Lifetime members shall elect from among themselves three (3) Independent Trustees.

Election shall be supervised by an Election Committee, the members of which shall be appointed by the existing Board. The Election Committee shall consist of three (3) members in good standing for at least two (2) years and not seeking election as a Board Member. The Election Committee shall:

- a. Convene two (2) months before elections;
- b. Receive the Filing of Candidacy and screen the candidates according to the following qualifications:
 - i. attendance to at least two (2) monthly meetings and/or the National Convention;
 - ii. active participation in the committees as certified by the respective committee chairpersons; and,
 - iii. payment of all membership dues and assessments.
- c. Supervise the elections and see to it that the voting of candidates is done by secret balloting and is based on plurality of votes cast with at least one third (1/3) of the membership in good standing voting to constitute a quorum;
- d. Declare the winning candidates; and,
- e. Act as the sole judge of any election contest.

The Election Committee shall cease to exist upon submission of the election results to the members, unless there are protests, in which case the Committee shall exist until the subsequent resolution of such protests.

Section 4. Filing of Candidacy. Members who wish to run as Board Members shall file their candidacy with the Election Committee prior to the day of elections. The Election Committee in order to properly assess the member's qualification to run may require him to submit any document it may deem necessary.

Section 5. Meetings. The Board of Trustees shall meet at least once a month at such times and places as may be determined by the Board. Special meetings may be convened upon the call of the President or on written call of no less than five (5) directors.

Section 6. Quorum. The Board shall act only as a Board and the individual Trustees shall have no power as such. A majority of the members of the Board shall constitute a quorum for all purposes.

Section 7. Removal From Office. Failure to attend three (3) consecutive Board meetings is a ground for a Trustee to be removed from office.

Section 8. Filling of Vacancy. In the event of resignation, disqualification for causes or death, the vacancy shall be filled by a plurality vote of the members of the Society at a special meeting called for the purpose and the Board member so elected shall serve for the unexpired term until the election of his successor.

ARTICLE V

OFFICERS AND THEIR DUTIES

Section 1. Election of Officers. Immediately after the election of the Trustees, the Board shall convene and elect from among their number the Chairman, President, the Vice President, the Treasurer, and, the Secretary. The Board shall identify and contract the services of an External Auditor to review the records of the Society during the Board's term of service.

Section 2. Duties. The duties of the officers of the Society shall be as follows:

- a. *The Chairman* shall be selected from one of the three (3) Independent Trustees and shall preside at all meetings of the general membership and of the Board of Trustees.
- b. *The President* shall be the Chief Executive Officer of the Society and shall exercise all the powers and discharge all the duties as provided in this By-Laws as well as resolutions adopted by the Board. The president shall make appointments and shall direct and supervise the operating activities of the Society. To promote leadership development and provide opportunities for others to take the lead in the Society, elected Trustees may serve as the President for only one term, except for the extreme case of a leadership vacuum.
- c. *The Vice President* shall exercise the powers and assume the duties and responsibilities of the President during the latter's absence or incapacity or death. The Vice President shall assist the President in carrying out the Society's objectives within such areas of responsibilities as assigned to him by the President.
- d. *The Treasurer* shall have custody and control over all funds and financial records of the Society. The Treasurer shall:
 - i) collect all dues and/or assessments;
 - ii) shall establish proper accounting procedures for the handling of the Society's funds; and,
 - iii) deposit such funds with reputable commercial bank(s) as directed by the Board;
 - iv) report on the financial condition of the Society at all meetings of the Board of Trustees and at other times when called upon by the President; and,

- v) submit a financial report audited by an external auditor at the end of the fiscal year.
- e. *The Secretary* shall give due notice of all meetings of the general membership, the Board and all committees. The Secretary shall be the custodian of the seal of the Society and of all the minutes, records and documents of the Society.
- f. *The Auditor* shall be selected from one of the three (3) Independent Trustees and shall be responsible for the review or for initiating the review of financial records and reports to determine, and whenever necessary enhance, effectiveness of controls and operations.
- g. *The Public Relations Officer* shall inform the members and the general public about the plans and activities of the Society for the purpose of encouraging membership involvement, collaboration with other organizations and projecting a good image.

Section 3. Appointment of Other Officers and Employees. The Board of Trustees shall, as it deems appropriate, appoint other non-trustee officers and employees, including an Executive Director, specifying their corresponding compensation and tenure.

Section 4. Annual Report. The immediate past president shall make an annual report, which includes the financial condition of the Society to the Board of Trustees at its first meeting in any fiscal year. Copies of this report shall be distributed to all members.

ARTICLE V

COMMITTEES

Section 1. Standing Committees. The following shall be the standing committees of the Society:

- a. *Convention Committee.* Plans and coordinates the implementation of the Society's Annual Convention.
- b. *Membership and Fellowship Committee.* Promotes membership to the Society; receives, screens and orients applicants for membership; maintains an accurate Directory of Members; implements membership policies and procedures; and, conducts activities and programs that will promote and enhance interaction among members.
- c. *Programs Committee.* Plans, implements, coordinates and reviews the activities of the Society for the entire administrative year. Conducts programs that will promote the professional development of the Society's members.
- d. *Research and Library Services Committee.* Builds-up a collection of literature, training materials and paraphernalia for the use of the members; conducts special studies and researches on specific areas of training and human resource development and promotes and encourages exchange of information and communication among members.
- e. *Finance Committee.* Seeks ways and means of raising funds for the Society.
- f. *Leadership Development Committee.* Plans and conducts programs that will encourage and facilitate the development of leaders within the Society and ensure succession.

Section 2. Committee Officials. The Vice President shall ipso facto be the Chairperson of the Convention Committee. The Chairperson of each of the other five (5) standing committees shall be a member of the Board of Trustees. All such chairpersons shall be appointed by the President within ten (10) days after assumption of office and shall serve for a term of one (1) year until their successors shall have been named. Members of these committees shall be appointed by their corresponding chairpersons.

Section 3. Ad Hoc Committees. The President may create ad-hoc committees to take care of special tasks from time to time and may appoint non-Board members in good standing as chairpersons of ad-hoc committees.

ARTICLE VII **AMENDMENTS**

Section 1. Procedure. This By-Laws may be amended at any regular meeting by a three fourths (3/4) vote of majority of the total membership in good standing of the Society provided that the proposed amendments shall be plainly stated in the call for the meeting in which they are to be considered, and provided further that written notice shall be given to all members at least twenty (20) days prior to the meeting date. Any member may prepare and submit an amendment to the Board of Trustees, which shall present it to the members at the regular meeting following such submission.

Section 2. Effective Date. All amendments shall take effect on the dates specified in the amendment.

Section 3. Publication. Written notice of the approved amendments to this By-Laws shall be given to all members as soon as practicable, but not later than thirty (30) days after the effective date of such amendments.