



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

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

Company Reg. No. 30796

**CERTIFICATE OF FILING
OF
AMENDED BY-LAWS**

KNOW ALL PERSONS BY THESE PRESENTS:

THIS IS TO CERTIFY that the Amended By-Laws of

GEOLOGICAL SOCIETY OF THE PHILIPPINES, INC.

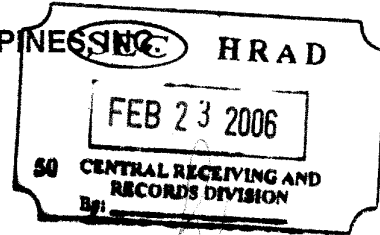
copy annexed, adopted on December 10, 2004 by majority vote of the Board of Trustees and by the vote of at least two-thirds of the members, and certified under oath by the Corporate Secretary and majority of the said Board was approved by the Commission on this date pursuant to the provisions of Section 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 hereunto set my hand and cause the seal of this Commission to be affixed at Mandaluyong City, Metro Manila, Philippines, this 24th day of May, Two Thousand Six.




BENITO A. CATARAN
Director
Company Registration and Monitoring Department

AMENDED
BY – LAWS
OF THE
GEOLOGICAL SOCIETY OF THE PHILIPPINES, INC.



ARTICLE I

Name and Principal Office

Section 1. Name. - The name of the Society shall be the GEOLOGICAL SOCIETY OF THE PHILIPPINES, INC.

Section 2. Principal Office. - The place where the principal office of the Society is to be established or located shall be in Metro Manila, Philippines. (as amended by the Board of Directors and the members of the Society on 10 December 2004)

ARTICLE II

Purposes

Section 1. Purposes. - The purpose or purposes of the Society are those set forth in the articles of incorporation, and which for ready reference, is quoted as follows:

- a. To promote the science of geology and allied earth sciences;
- b. To foster the spirit of scientific research;
- c. To disseminate knowledge concerning the geology of the Philippines and the regions immediately surrounding it; and
- d. To protect and maintain a high professional and ethical standard in the practice of geology amongst its members.

ARTICLE III

Membership

Section 1. Membership. - The membership of the Society shall be classified and defined as follows:

1. Regular Member. - Any person who is in possession of a valid geology professional license issued by the Professional Regulation Commission of the Philippines and who is engaged in geological work, in teaching geology or in graduate study in geology, may be admitted as a regular member. A regular member of active status has the right to vote and be voted as a member of the Board of Directors or Officer of the Society. (as amended by the Board of Directors and the members of the Society on 10 December 2004)

A member is deemed to be of active status when he or she pays on time the annual fees and any other assessments, if warranted, to the Society. (as amended by the Board of Directors and the members of the Society on 10 December 2004)

2. Associate Member - Any person who has completed and had been granted a degree of Bachelor of Science in Geology or allied course by a recognized educational institution may be admitted as an associate member. He is not allowed to vote and be voted upon as a member of the Board of Directors but may serve as Secretary/Assistant Secretary or Treasurer/Assistant Treasurer of the Society and head or be a member of any committee upon nomination and election by the Board of Directors. (as amended by the Board of Directors and the members of the Society on 10 December 2004)

3. Fellow. - Any person who has been a regular member of active status for at least five (5) years and who has the following additional qualifications, to wit: (as amended by the Board of Directors and the members of the Society on 10 December 2004)

a. Education - He must at least have done post-graduate work in geology and/or related subjects in a recognized institution of collegiate or university standing, provided that, in lieu of formal post-graduate work, he has made outstanding contribution to the knowledge of Philippine geology; and

b. Experience - He must have been actively engaged in the work or application of geology to problems involving exploration, development, research, teaching and/or other phases of Philippine geology for at least ten (10) years, may be admitted as a fellow member. A Fellow has the right to vote and be voted as a member of the Board of Directors or officer of the Society. (as amended by the Board of Directors and the members of the Society on 10 December 2004)

4. Senior. - Any regular member or fellow who has paid his dues for a period of twenty-five (25) years and who has reached the age of sixty-five (65) years or any life member who has reached the age of sixty-five (65) years, may be designated as a senior member. A senior member has the right to vote and be voted as an officer of the Society. (as amended by the Board of Directors and the members of the Society on 10 December 2004)

5. Patron. - Any person, natural or juridical, who subscribes to the aims and purposes of the Society and who agrees to be bound by the rules and regulations of the Society and who will pay Pesos Five Hundred Thousand (P500,000.00) or more for the welfare of the Society, may be admitted as a patron. A patron or its representative has no right to vote nor be voted as an officer of the Society. (as amended by the Board of Directors and the members of the Society on 10 December 2004)

6. Student Associate. - Any person who is either a third or fourth year student in any school, college or university duly recognized by the government and who has completed at least eight (8) units of geology, may be admitted as a student associate. A student associate has no right to vote nor be voted as an officer of the Society. (as amended by the Board of Directors and the members of the Society on 10 December 2004)

7. Honorary. - Any person who, in one way or the other, has contributed his distinguished and invaluable service to the cause of geology or related sciences or in the furtherance of the objectives of the Society, or any senior member who has retired from active geological work, may be admitted as an honorary member. He may participate in the deliberation and discussion in the Society but he cannot vote nor be voted as an officer of the Society. (as amended by the Board of Directors and the members of the Society on 10 December 2004)

8. Life. - Any person qualified to be a regular member or any member, irrespective of qualifications and of active status may, upon payment of twenty (20) times the annual dues, be classified and admitted as a Life member. Thereafter, he shall not be required to pay annual dues. A life member has the right to vote and be voted as an officer of the Society. (as amended by the Board of Directors and the members of the Society on 10 December 2004)

Section 2. Application. - Any person, having the necessary qualifications and desiring to apply for membership, shall ask for an application form from the Secretary of the Society. An application must be sponsored by at least two (2) members of the Society of active status. (as amended by the Board of Directors and the members of the Society on 10 December 2004)

Section 3. Admission of Members. - The duly accomplished form shall be submitted to the Secretary of the Society for transmittal to the screening membership committee. The membership committee shall, within ten (10) days from receipt of the application, submit its recommendation to the Board of Directors. The decision of the majority of the members of the Board of Directors shall be necessary to approve or disapprove an application.

Section 4. Membership Fee. - Every member in accordance with his/her classification shall pay a membership fee that shall be fixed by the Board of Directors of

the Society payable within ten (10) days from actual receipt of the notice of the Secretary of the Society. (as amended by the Board of Directors and the members of the Society on 10 December 2004)

Section 5. Annual Fees. - Every member, in accordance with his/her classification shall pay an annual fee that shall be fixed by the Board of Directors of the Society payable within the first month of each calendar year. (as amended by the Board of Directors and the members of the Society on 10 December 2004)

Section 6. Contributions and Donations. - Other sources of funds of the Society shall come from contributions and/or donations to be given by the members of the Society and from any other person, natural or juridical, who believes in the purposes of the Society. (as amended by the Board of Directors and the members of the Society on 10 December 2004)

Section 7. Any member may resign from the Society at any time. Such resignation shall be in writing and shall be submitted to and approved by the Board of Directors subject to the payment of all outstanding dues and obligations of the resigning member.

Section 8. Any member who is for one year delinquent in payment of dues shall not be entitled to vote or receive the publication of the Society, and shall be suspended from the Society. Any member who is delinquent in the payment of dues for two years shall be dropped from the Society. Proper notification of the delinquent member of his suspension or dropping from the Society shall be made by the Secretary. The time of payment of delinquent dues for either one or two years may be extended by unanimous vote of the Board of Directors.

Section 9. Any member who resigns or is dropped or suspended under the provisions of Section 7 and Section 8 of this article ceases to have any right in the Society and ceases to incur further indebtedness to the Society.

Section 10. Any person who has ceased to be a member under Section 7 or Section 8 of this article may be reinstated by unanimous vote of the Board of Directors subject to the payment of any outstanding dues and obligations which were incurred, prior to the date when he ceased to be a member of the Society.

Section 11. Any member who after being granted a hearing by the Board of Directors, shall be found guilty of a violation of the established principles of professional ethics of this Society, or shall be found guilty of having made false or misleading statements in his application for membership in the Society may be suspended or expelled from the Society by unanimous vote of the Board of Directors. The decision of the Board of Directors in all matters pertaining to the interpretation and execution of the provisions of this Section shall be final.

ARTICLE IV

Board of Directors

Section 1. Administration, Election and Vacancy. - The government of the affairs of the Society shall be vested on, and its property administered by, a Board of Nine (9) Directors, all of whom shall be elected by the majority vote of all the members entitled to vote, for a term of one (1) year or until their successors are duly elected and have qualified. The immediate past president of the Society shall be deemed to be an ex-officio member of the incoming Board in an advisory capacity with no right to vote. Nomination of candidates for Directors shall be accepted by the Committee on Elections beginning the 2nd week of September. Voting and canvassing will be held during the annual meeting of the Society during the first ~~FLIDAY~~ of December. (as amended by the Board of Directors and the members of the Society on 10 December 2004)

Section 2. A Committee on Elections, to be composed of three members and appointed by the Board of Directors, shall supervise the conduct of the elections and proclaim the elected Directors. All rulings of the committee shall be final. (as amended by the Board of Directors and the members of the Society on 10 December 2004)

The candidates garnering the highest number of votes cast shall be proclaimed elected. A tie, however, if any, shall be resolved by the Committee on Elections in a manner they so desire. (as amended by the Board of Directors and the members of the Society on 10 December 2004)

The duly elected directors shall be inducted as soon as practicable after their proclamation and shall assume office immediately after induction. (as amended by the Board of Directors and the members of the Society on 10 December 2004)

Any vacancy in the Board of Directors occurring between annual election of the Board of Directors shall be filled by the majority vote of the remaining Directors, at a meeting specially called for the purpose provided that a quorum is present at such meeting. The Director or Directors so chosen shall serve only for the unexpired term of his/their predecessor/s in office. (as amended by the Board of Directors and the members of the Society on 10 December 2004)

Section 3. Quorum. - The Directors shall act only as a Board and the individual Director shall have no power as such. A majority of the Directors shall be necessary at all meetings to constitute a quorum for the transaction of any business and every decision of a majority of the quorum duly assembled shall be valid as a corporate act.

Section 4. Meetings. - The Board of Directors shall hold a meeting for organization, immediately after their election, of which meeting no notice shall be required. Thereafter, the Board of Directors shall hold regular meetings on the second Thursday of every Month, at 5:30 P.M. at the office of the Society, or at such particular day, hour and place as the Board may fix or designate. (as amended by the Board of Directors and the members of the Society on 10 December 2004)

Special meetings of the Board of Directors may be called by the President upon proper notice to each Director, either personally or in writing.

Section 5. Removal. - A Director or Directors of the Society may be removed from office by a vote of two-thirds (2/3) of all the members entitled to vote in accordance with the provisions of the Corporation Code of the Philippines, as amended. (as amended by the Board of Directors and the members of the Society on 10 December 2004)

Section 6. Specific Powers. - Without prejudice to the general powers conferred by the preceding section and powers conferred by the Philippine Laws and elsewhere in these By-Laws, it is hereby expressly declared that the Board of Directors shall have the following specific powers:

- a. From time to time, to make and change rules and regulations consistent with these By-Laws for the management of the Society's affairs and business.
- b. To purchase or otherwise acquire for the Society any property, rights or privileges which the Society is authorized to acquire, at such price, terms and conditions or for such considerations as they shall see fit.
- c. At their discretion, to pay for any property or rights acquired by the Society, either wholly or partially, in money or other negotiable instruments.
- d. From time to time, to delegate any of the powers of the Board of Directors which could be lawfully delegated in the course of the current business of the Society to any standing or Special Committee or to any officers, and to appoint any person to be agents of the Society conferring them with such powers (including the power to sub-delegate) and upon such terms as may be deemed fit.

Section 7. Compensation. - Directors as such, shall not receive any salary or compensation for their service, provided that nothing herein contained shall be construed to preclude any Director from serving the Society in any other capacity and receiving compensation therefor.

ARTICLE V

Officers

Section 1. General. - The officers of the Society shall consist of a President, a Vice-President, a Secretary, a Treasurer, and an Editor, whose powers and duties shall be as hereinafter provided and the Board of Directors may fix in conformity with the provisions of these By-Laws. All officers shall be elected to their offices by a majority vote of the Board of Directors. Two or more offices may be vested in the same person whenever deemed convenient or expedient, provided that the functions thereof are not incompatible with each other.

Section 2. President. - The President shall be elected by the Board of Directors from their own number. He shall have the following powers and duties:

- a. Preside at all meetings of the members of the Society and of the Board of Directors and shall act as its Chairman.
- b. Exercise general supervision over the affairs and all officers of the Society.
- c. Execute on behalf of the Society all contracts and agreements which the Society may enter into.
- d. Sign, indorse and deliver all checks, drafts and other negotiable instruments in the name and in behalf of the Society.
- e. Submit an annual report of the operation of the Society to the Board of Directors at such times as the latter may request, and an annual report to the members of the Society at the annual meeting.
- f. Act as the official representative of the Society in its contracts with governmental, civic, business and professional organization for the purpose of advancing the objective or purposes of the Society.
- g. Exercise such other powers and perform such other duties as the Board of Directors or the members may from time to time fix or delegate.

Section 3. Vice-President. - The Vice-President shall likewise be elected by the Board of Directors from their own number. He shall be vested with all the powers and authorities of and be required to perform all the duties of the President during the absence or incapacity of the latter.

Section 4. Secretary. - The Secretary shall be elected by the Board of Directors, and he must be a member of the Society. He must be a Filipino citizen and a resident of the Philippines. He shall have the following powers and duties:

- a. Keep full minutes of all meetings of the Board of Directors and of the member of the Society.
- b. Give or cause to be given all notices required by law or by these By-Laws, as well as notices of all meetings of the Board of Directors and of the members of the Society.
- c. Have in custody the seal of the Society and, when authorized by the Board of Directors, shall affix such seal to any instrument requiring the same.
- d. He shall attend to all correspondences of the Society and the Board.
- e. He shall take charge of all records of the Society.
- f. Coordinate the activities of all various committees that may be organized by the Board of Directors.
- g. Submit an annual report of the activities of the Society to the Board of Directors at such time as the latter may request and an annual report to the members of the Society at the annual meeting.
- h. Perform such other duties as may be prescribed by the Board of Directors or by the President.

Section 5. Treasurer. - The Treasurer shall be elected by the Board of Directors, and must be a member of the Society. He shall have the following powers and duties:

- a. Have charge of the funds, receipts and disbursements of the Society.
- b. Deposit or cause to be deposited all moneys and other valuable effects of the Society in the name and to the credit of the Society in such banks or trust companies or with such bankers or other depositories to be designated by the Board of Directors.
- c. Render to the Board of Directors whenever the latter so required a report of the financial transaction of his office.

- d. Keep correct and complete books of account of all the business and transactions of the Society.
- e. Countersign all checks or drafts and other instruments signed by the President.
- f. Provide an adequate bond in such amount as may be fixed by the Boards; and
- g. Perform such other duties as may be prescribed by the Board of Directors, or by the members.

Section 6. Editor. - The Editor shall be in charge of editorial business and shall submit an annual report of such business to the President. He shall have authority to solicit papers and materials for publication and shall accept or reject materials offered for publication. He may appoint one or more Associate Editors as he may deem necessary to compose his editorial staff, subject to the approval of the Board of Directors.

Section 7. Vacancies in and delegation of officers. - If the office of the President, Vice-President, Secretary, Treasurer or Editor shall become vacant by reason of death, resignation or otherwise, the remaining Directors if still constituting a quorum by majority vote may choose a successor or replacement who shall hold office for the unexpired term of the predecessor/s in office. (as amended by the Board of Directors and the members of the Society on 10 December 2004)

In case of the temporary absence of any officer of the Association, or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may delegate the powers and duties of such officer to any other officer or to any Director for the time being, provided that a majority of the board of Directors may concur thereto and such delegation is not covered by any express provisions of these this By-Laws. (as amended by the Board of Directors and the members of the Society on 10 December 2004)

The Board of Directors may appoint an Assistant Secretary and/or Assistant Treasurer to help the concerned officers in their workload. (as amended by the Board of Directors and the members of the Society on 10 December 2004)

The Board of Directors may also appoint from time to time other agents and employees of the Society as may be deemed and may authorize any officer to appoint and remove agents and employees. Each of such agents and employees shall hold office during the pleasure of the Board of Directors or his superior officer subject however to any special agreement as to length of time and services.

The Board of Directors shall from time to time prescribe the powers, duties and fix compensation of officers, agents and employees of the Society and the management of its property and affairs where such powers and duties are not prescribed by this By-Laws.

ARTICLE VI

Membership Meetings

Section 1. Place. - All meetings of the members of the Society shall be held at the principal office of the Society, unless written notices of the meetings should fix another place within Metro Manila. (as amended by the Board of Directors and the members of the Society on 10 December 2004)

Section 2. Proxy. - Members of active status, entitled to vote may vote at all meetings either in person or by proxy duly given in writing and presented to the Secretary for inspection and record two (2) business days prior to the opening of said meeting. (as amended by the Board of Directors and the members of the Society on 10 December 2004)

Section 3. Quorum. - The majority of the members entitled to vote shall constitute a quorum for the transaction of the business of the Society and every decision of the majority of the quorum shall be valid as a corporate act. Save and except in those cases where the Corporation Code of the Philippines requires the affirmative vote of a greater proportion. (as amended by the Board of Directors and the members of the Society on 10 December 2004)

Section 4. Annual Regular Meeting. - The annual regular meeting of the members of the Society shall be held in Metro Manila or immediate suburbs, during the first FRIDAY of December or on such day, time and place as the Board of Directors may fix. (as amended by the Board of Directors and the members of the Society on 10 December 2004)

Written notice of the Annual Regular Meeting of the members shall be sent to each member at least three (3) days prior to the date of such meeting. Waiver of such notice may only be made in writing.

Section 5. Special Meeting. - Special Meetings of the members may be called by the President at his discretion, or by the Board of Directors, or on demand by majority of the members entitled to vote.

Written notice of the Special meeting of the members shall be sent to each member at least three (3) days prior to the date of such meeting. Waiver of each notice may only be made in writing.

Section 6. Order of Business. - As much as practicable, the order of business at the annual regular meeting and at any meeting of the members shall be as follows:

- a. Call to order;
- b. Secretary's proof of due notice of meeting;
- c. Roll Call;
- d. Reading and approval of minutes of previous meeting;
- e. Reports of the Officers and committees, if any;
- f. Unfinished business
- g. New business; and
- h. Adjournment.

ARTICLE VII

Sundry Provisions

Section 1. Seal and Banner. - The seal and banner of the Society shall be of such form and design as adopted by the Board of Directors.

Section 2. Fiscal Year. - The fiscal year of the Society shall begin on the first day of January and shall end on the last day of December of each year.

ARTICLE VIII

Inspection of Accounts

Section 1. Inspection of Accounts. - The books, accounts and records of the Society shall be open to any member of the Board of Directors at all times or to any competent Auditor designated by the Board after at least three (3) days notice. Members may inspect the said books, records and accounts at such reasonable hours of every business day.

ARTICLE IX

Council of Fellows

Section 1. The Council of Fellows shall include all Fellows of the Society. The Fellows shall elect from among them annually a Chairman who shall preside at their meetings and represent the Fellows in any meeting of the Board of Directors upon invitation by the Board.

Section 2. The Council will act as an advisory body to the Society, propose amendments to the Constitution and By-Laws, and shall from time to time deliberate on matters that may be referred to it by the Board of Directors.

Section 3. Election of Fellows shall be announced during annual meetings of the Society.

ARTICLE X

Standing Committees

Section 1. There shall be the following standing committees: Membership Committee, Ways and Means Committee, and GEOCON Committee. The Board of Directors may from time to time form such special committees as it may deem necessary. The President shall appoint the members of all standing and special committees and shall designate the chairman except those who are designated ex-officio in this By-Laws with the approval of the Board of Directors. (as amended by the Board of Directors and the members of the Society on 10 December 2004)

Section 2. The Membership Committee shall consider all applications for membership and shall pass upon them in accordance with the provisions of this By-Laws. It shall cause the names, addresses, and positions of all applicants approved by it to be submitted to the Board of Directors for its action. The Membership Committee shall consist of three (3) members to be appointed annually and shall include the Secretary as ex-officio voting member. (as amended by the Board of Directors and the members of the Society on 10 December 2004)

Section 3. The Ways and Means Committee shall act as financial adviser to the Board of Directors and shall manage the financial affairs and other activities of the Society which fall beyond the scope of the other committees. The Ways and Means Committee shall consist of three (3) members appointed annually and shall include the Treasurer as ex-officio voting member. (as amended by the Board of Directors and the members of the Society on 10 December 2004)

Section 4. The GEOCON Committee shall be charged with the duty of deciding upon and arranging a program of papers and discussions to be presented at the annual meeting of the Society. It shall consider and accept or reject in the name of the Society papers and titles of papers submitted for presentation at a meeting. The GEOCON Committee shall consist of three (3) members appointed annually and shall include the Vice-President of the Society as ex-officio voting member. (as amended by the Board of Directors and the members of the Society on 10 December 2004)

ARTICLE XI

Publications

Section 1. The official journal of the Society shall be the "Journal of the Geological Society of the Philippines". (as amended by the Board of Directors and the members of the Society on 10 December 2004)

Section 2. The Board of Directors may authorize the printing of special publications to be financed by special or general funds for the members and student associates in good standing who are subscribers at the rate to be prescribed by the Board of Directors.

Section 3. The proceedings of the annual meetings and papers presented at such meetings shall be published at the discretion of the Board of Directors in such form as the Board of Directors may decide best to meet the needs of the membership of the Society and shall be distributed at cost to Members of active status. (as amended by the Board of Directors and the members of the Society on 10 December 2004)

Section 4. The acceptance of papers by the Society for presentation at its meeting does not necessarily imply that such papers will be recommended for publication.

ARTICLE XII

Amendments

Section 1. Amendments. - ~~These~~ This By-Laws or any part thereof may be amended, altered or repealed or a new set of By-Laws adopted by the affirmative vote of the majority of the members at a regular or special meeting duly called for the purpose. (as amended by the Board of Directors and the members of the Society on 10 December 2004)

Adopted this 16th day of November, 1966, by the affirmative vote of the majority of the members of the Society at a members' meeting held at Manila, Philippines.

CESAR B. IBAÑEZ

ELPIDIO C. VERA

ELISEO B. KINTANAR

JOSE F. VERGARA

FELIPE U. FRANCISCO

GENEROSO R. OCA

PACITA P. ANDAL

FROILAN C. GERVASIO

FERNANDO B. ESGUERRA

ROBERTO R. GREY

DIRECTORS' CERTIFICATE

We the undersigned, majority of the members of the Board of Directors and Secretary of the Geological Society of the Philippines, Inc. hereby certify that the attached By-Laws is a true and exact By-Laws of the Geological Society of the Philippines, Inc. as adopted and approved by majority of the members of the corporation at a meeting held on November 16, 1966, at the principal office of the corporation.

IN WITNESS WHEREOF, we hereunto affixed our hand this 18th day of November, 1966, at Manila, Philippines.

CESAR B. IBAÑEZ
Director

FERNANDO B. ESGUERRA
Director

PACITA P. ANDAL
Director

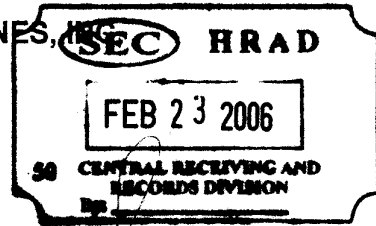
GENEROSO R. OCA
Director

FROILAN C. GERVASIO
Director

COUNTERSIGNED:

FELIPE U. FRANCISCO
Secretary

GEOLOGICAL SOCIETY OF THE PHILIPPINES, INC.



DIRECTORS' CERTIFICATE

KNOW ALL MEN BY ITS PRESENTS:

WE, the undersigned, being a majority of the members of the Board of Directors, the Chairman of the Board and the President, as well as the Secretary of the Geological Society of the Philippines, Inc. ("GSP"), do hereby CERTIFY:

- a) That the Board of Directors of GSP at its Board Meeting held on 10 December 2004 by at least the affirmative vote of the majority of its members; and
- b) That the members of GSP at its General Membership Meeting held on 10 December 2004 by the affirmative vote of at least two-thirds (2/3) of its members entitled to vote.

APPROVED the amendments to the By-Laws of GSP:

RESOLVED, as it is hereby resolved, that the following provisions of the By-Laws of GSP be, as it is hereby, amended to read as follows:

ARTICLE I

Name and Principal Office

Section 2. Principal Office. - The place where the principal office of the Society is to be established or located shall be in Metro Manila, Philippines.

Section 3. Seal (Delete the whole provision)

ARTICLE III

Membership

Section 1. Membership. - The membership of the Society shall be classified and defined as follows:

1. **Regular Member.** - Any person who is in possession of a valid geology professional license issued by the Professional Regulation Commission of the Philippines may

be admitted as a regular member. A regular member of active status has the right to vote and be voted as a member of the Board of Directors or Officer of the Society.

A member is deemed to be of active status when he or she pays on time the annual fees and any other assessments, if warranted, to the Society.

2. Associate Member - Any person who has completed and had been granted a degree of Bachelor of Science in Geology or allied course by a recognized educational institution may be admitted as an associate member. He is not allowed to vote and be voted upon as a member of the Board of Directors but may serve as Secretary/Assistant Secretary or Treasurer/Assistant Treasurer of the Society and head or be a member of any committee upon nomination and election by the Board of Directors.
3. Fellow. - Any person who has been a regular member of active status for at least five (5) years and who has the following additional qualifications, to wit:
 - a. Education - He must at least have done post-graduate work in geology and/or related subjects in a recognized institution of collegiate or university standing, provided that, in lieu of formal post-graduate work, he has made outstanding contribution to the knowledge of Philippine geology; and
 - b. Experience - He must have been actively engaged in the work or application of geology to problems involving exploration, development, research, teaching and/or other phases of Philippine geology for at least ten (10) years, may be admitted as a fellow member. A Fellow has the right to vote and be voted as a member of the Board of Directors or officer of the society.
4. Senior. - Any regular member or fellow who has paid his dues for a period of twenty-five (25) years and who has reached the age of sixty-five (65) or any life member who has reached the age of sixty-five (65), may be designated as a senior member. A senior member has the right to vote and be voted as an officer of the society.

5. Patron. - Any person, natural or juridical, who subscribes to the aims and purposes of the society and who agrees to be bound by the rules and regulations of the Society and who will pay Pesos Five Hundred Thousand (₱500,000.00) or more for the welfare of the society, may be admitted as a patron. A patron or its representative has no right to vote nor be voted as a member of the Board of Directors and/or officer of the society.
6. Student Associate. - Any person who is either a third or fourth year student in any school, college or university duly recognized by the government and who has completed at least eight (8) units of geology, may be admitted as a student associate. A student associate has no right to vote nor be voted as a member of the Board of Directors and/or officer of the society.
7. Honorary. - Any person who, in one way or the other, has contributed his distinguished and invaluable service to the cause of geology or related sciences, or in the furtherance of the objectives of the society, or any senior member who has retired from active geological work, may be admitted as an honorary member. He may participate in the deliberation and discussion in the society but he cannot vote nor be voted as a member of the Board of Directors and/or officer of the society.
8. Life. - Any person qualified to be a regular member or any member, irrespective of qualifications and of active status may, upon payment of twenty (20) times the annual dues, be classified and admitted as a Life member. Thereafter, he shall not be required to pay annual dues. A life member has the right to vote and be voted as a member of the Board of Directors and/or officer of the society.

Section 2. Application. - Any person, having the necessary qualifications and desiring to apply for membership, shall ask for an application form from the Secretary of the Society. An application must be sponsored by at least two (2) regular members of the Society of active status.

- Section 4. Membership Fee.** - Every member in accordance with his/her classification shall pay a membership fee that shall be fixed by the Board of Directors of the society payable within ten (10) days from actual receipt of the notice of the Secretary of the society.
- Section 5. Annual Fees.** - Every member, in accordance with his/her classification shall pay an annual fee that shall be fixed by the Board of Directors of the society payable within the first month of each calendar year.
- Section 6. Contributions and Donations.** - Other sources of funds of the Society shall come from contributions and/or donations to be given by the members of the society and from any other person, natural or juridical, who believes in the purposes of the society.

ARTICLE IV

Board of Directors

- Section 1. Administration, Election and Vacancy.** - The government or the affairs of the society shall be vested on, and its property administered by, a Board of Nine (9) Directors, all of whom shall be elected by the majority vote of all the members entitled to vote, for a term of one (1) year or until their successors are duly elected and have qualified. The immediate past president of the Society shall be deemed to be an ex-officio member of the incoming Board in an advisory capacity with no right to vote. Nomination of candidates for Directors shall be accepted by the Committee on Elections beginning the 2nd week of September. Voting and canvassing will be held during the annual meeting of the society during the month of December.
- Section 2.** A Committee on Elections, to be composed of three members and appointed by the Board of Directors, shall supervise the conduct of the elections and proclaim the elected Directors. All rulings of the committee shall be final.

The candidates garnering the highest number of votes cast shall be proclaimed elected. A tie, however, if any, shall be resolved by the Committee on Elections in a manner they so desire.

The duly elected directors shall be inducted as soon as practicable after their proclamation and shall assume office immediately after induction.

Any vacancy in the Board of Directors occurring between annual election of the Board of Directors shall be filled by the majority vote of the remaining Directors, at a meeting specially called for the purpose provided that a quorum is present at such meeting. The Director or Directors so chosen shall serve only for the unexpired term of his/their predecessor/s in office.

Section 4. Meetings. - The Board of Directors shall hold a meeting for organization, immediately after their election, of which meeting no notice shall be required. Thereafter, the Board of Directors shall hold regular meetings on the second Thursday of every Month, at 5:30 P.M. at the office of the society, or at such particular day, hour and place as the Board may fix or designate.

Special meetings of the Board of Directors may be called by the President upon proper notice to each Director, either personally or in writing.

Section 5. Removal. - A Director or Directors of the Society may be removed from office by a vote of two-thirds (2/3) of all the members entitled to vote in accordance with the provisions of the Corporation Code of the Philippines.

Section 7. Compensation. - Directors as such, shall not receive any salary or compensation for their service, provided that nothing herein contained shall be construed to preclude any Director from serving the society in any other capacity and receiving compensation therefor.

ARTICLE V

Officers

Section 1. General. - The officers of the society shall consist of a President, a Vice-President, a Secretary, and a Treasurer whose powers and duties shall be as hereinafter provided and the Board of Directors may fix in conformity with the provisions of these By-Laws. All officers shall be elected to their offices by a majority vote of the Board of Directors. Two or more offices may be vested in the same person whenever deemed convenient or expedient, provided that the functions thereof are not incompatible with each other.

Section 7. Vacancies in and delegation of officers. - If the office of the President, Vice-President, Secretary, Treasurer or Editor shall become vacant by reason of death, resignation or otherwise, the remaining Directors if still constituting a quorum by majority vote may choose a successor or replacement who shall hold office for the unexpired term of the predecessor/s in office.

In case of the temporary absence of any officer of the Association, or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may delegate the powers and duties of such officer to any other officer or to any Director for the time being, provided that a majority of the board of Directors may concur thereto and such delegation is not covered by any express provisions of this By-Laws.

The Board of Directors may appoint an Assistant Secretary and/or Assistant Treasurer to help the concerned officers in their workload.

The Board of Directors may also appoint from time to time other agents and employees of the society as may be deemed and may authorize any officer to appoint and remove agents and employees. Each of such agents and employees shall hold office during the pleasure of the Board of Directors or his superior officer subject however to any special agreement as to length of time and services.

The Board of Directors shall from time to time prescribe the powers, duties and fix compensation of officers, agents and employees of the society and the management of its property and affairs where such powers and duties are not prescribed by this By-Laws.

ARTICLE VI

Membership Meetings

Section 1. Place. - All meetings of the members of the Society shall be held at the principal office of the Society, unless written notices of the meetings should fix another place within Metro Manila.

Section 2. Proxy. - Members of active status, entitled to vote may vote at all meetings either in person or by proxy duly given in writing and

presented to the Secretary for inspection and record at least two (2) business days prior to the opening of said meeting.

Section 3. Quorum. - The majority of the members entitled to vote shall constitute a quorum for the transaction of the business of the Society and every decision of the majority of the quorum shall be valid as a corporate act. Save and except in those cases where the Corporation Code of the Philippines requires the affirmative vote of a greater proportion.

Section 4. Annual Regular Meeting. - The annual regular meeting of the members of the Society shall be held in Metro Manila or immediate suburbs, during the month of December or on such day, time and place as the Board of Directors may fix.

Written notice of the Annual Regular Meeting of the members shall be sent to each member at least three (3) days prior to the date of such meeting. Waiver of such notice may only be made in writing.

ARTICLE IX

Council of Fellows

Section 2. The Council will act as an advisory body to the society, may propose amendments to the Articles of Incorporation and By-Laws, and shall from time to time deliberate on matters that may be referred to it by the Board of Directors.

ARTICLE X

Standing Committees

Section 1. There shall be the following standing committees: Membership Committee, Ways and Means Committee, and GEOCON Committee. The Board of Directors may from time to time form such special committees as it may deem necessary. The President shall appoint the members of all standing and special committees and shall designate the chairman except those who are designated ex-officio in this By-Laws with the approval of the Board of Directors.

Section 2. The Membership Committee shall consider all applications for membership and shall pass upon them in accordance with the

provisions of this By-Laws. It shall cause the names, addresses, and positions of all applicants approved by it to be submitted to the Board of Directors for its action. The Membership Committee shall consist of three (3) members to be appointed annually and shall include the Secretary as voting member.

Section 3. The Ways and Means Committee shall act as financial adviser to the Board of Directors and shall manage the financial affairs and other activities of the Society which fall beyond the scope of the other committees. The Ways and Means Committee shall consist of three (3) members appointed annually and shall include the Treasurer as voting member.

Section 4. The GEOCON Committee shall be charged with the duty of deciding upon and arranging a program of papers and discussions to be presented at the annual meeting of the Society. It shall consider and accept or reject in the name of the Society papers and titles of papers submitted for presentation at a meeting. The GEOCON Committee shall consist of three (3) members appointed annually and shall include the Vice-President of the Society as voting member.

ARTICLE XI

Publications

Section 1. The official journal of the Society shall be the "Journal of the Geological Society of the Philippines".

Section 3. The proceedings of the annual meetings and papers presented at such meetings shall be published at the discretion of the Board of Directors in such form as the Board of Directors may decide best to meet the needs of the of the membership of the society and shall be distributed at cost to Members of active status.


ARTICLE XII

Amendments


Section 1. Amendments. - This By-Laws or any part thereof may be amended, altered or repealed or a new set of By-Laws adopted by the affirmative vote of the majority of the members at a regular or special meeting duly called for the purpose.

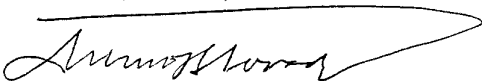
RESOLVED, FINALLY, that Management be authorized, as it is hereby authorized, to do any act and deed to implement the foregoing resolution."

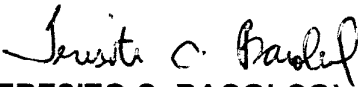
IN WITNESS WHEREOF, we have hereunto set our hand this 06 day of DECEMBER 2005 at Mandaluyong City.


ALESSANDRO O. SALES
Chairman of the Board/President
TIN 106 208 128


RAMON ANTONIO L. FLORES
Director
TIN 108 317 363


ALBERTO P. MORILLO
Director
TIN ~~130~~ 704 913


ARTURO A MORADO, JR.
Director
TIN 181 832 864



TERESITO C. BACOLCOL
Director
TIN 196 838 704

GLENN U. GOLLA
Director
TIN 107 024 943


HERCULITO B. CAALIM
Director
TIN 193 612 316

EMMANUEL S. BATE
Director
TIN 121 ~~483 855~~
GT3 573

LUISITO A. SANGALANG
Director
TIN 121 483 855

Attest: 
ARTURO B. MAULION
Corporate Secretary
TIN ~~8110~~
100 718 769

DEC 06 2005

SUBSCRIBED AND SWORN to before me this _____ day of _____
2005 in ~~Manila~~ Quezon City, affiants having exhibited their CTCS:

<u>Name</u>	<u>CTC No.</u>	<u>Date/Place of Issue</u>
Alessandro O. Sales	10628128	2 Feb 2005 / Mandaluyong City
Glenn U. Golla		
Ramon Antonio L. Flores	1596701811	5 Jan 2005 / Mandaluyong City
Herculito B. Caalim	08093807	16 Nov 2005 / Pasig City
Alberto P. Morillo	15768648	17 Jan 2005 / Quezon City
Emmanuel S. Bate	27751238	25 Jan 2005 / Quezon City
Arturo A. Morado, Jr.	08071774	28 Sept 2005 / Pasig City
Luisito A. Sangalang		
Teresito C. Bacolcol		
Arturo B. Maulion	1615990	12 Jan 2005 / Pasig City

Deleimer
ATTY DELEIMER ACCAGILI, JR.
 NOTARY PUBLIC
 PTR NO. 6024045
 IBP NO. 617401
 DATE ISSUED JAN. 3, 2005
 ISSUED AT QUEZON CITY
 VALID UNTIL DEC. 31, 2005
 TIN NO: 144-519-066

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 Page No. 9
 Book No. 97-c
 Series of 2005.