

# ICpEP

## AMENDED ByLaws

### November 2018

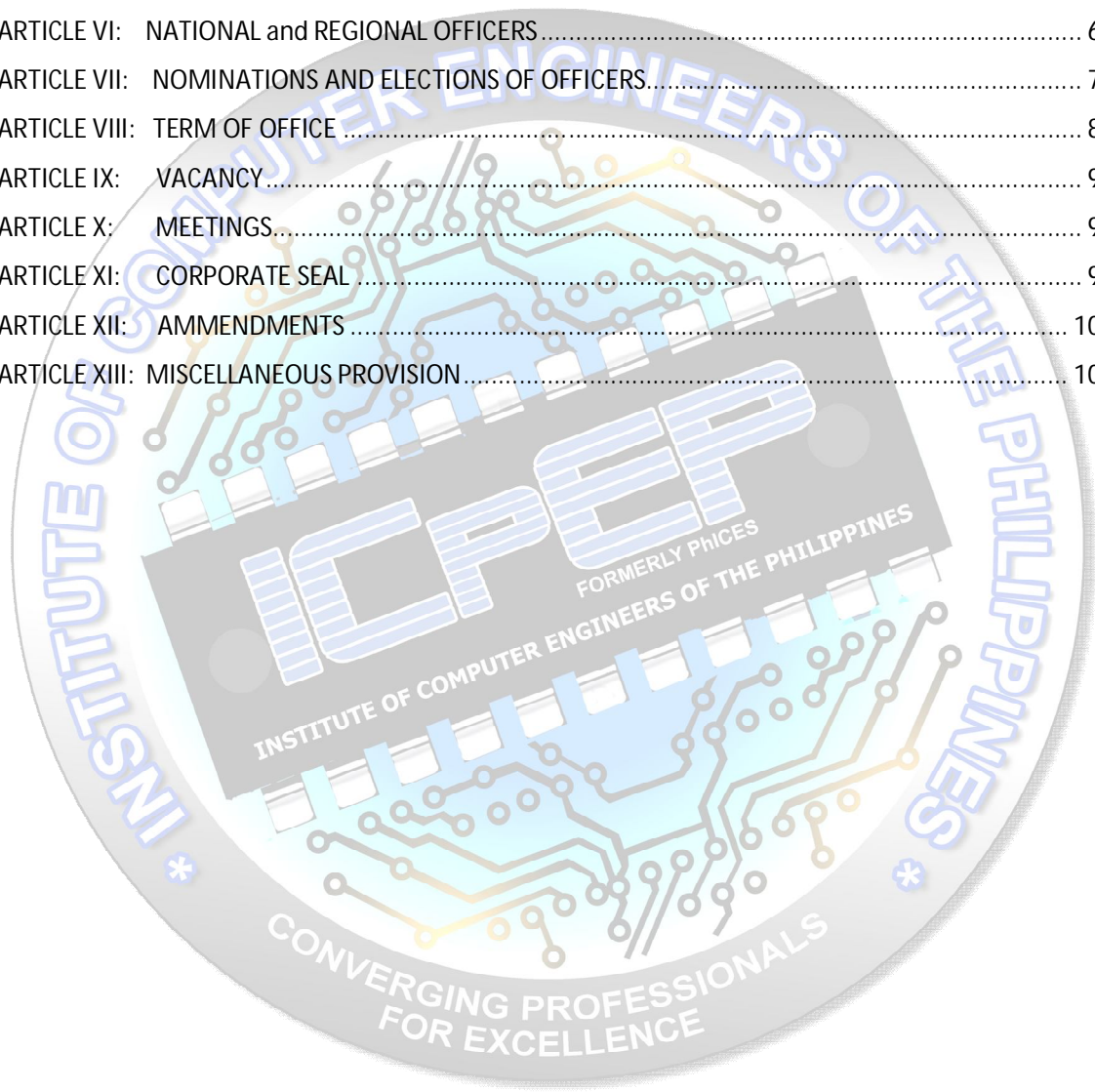
(Reviewed by the ICpEP National Board of Governors on July 20, 2019 in Zamboanga City)

**Institute of Computer Engineers  
of the Philippines, Inc.**



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CONSTITUTION AND BYLAWS  
OF  
INSTITUTE OF COMPUTER ENGINEERS  
OF THE PHILIPPINES, INC.

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**ARTICLE I: NAME OF THE ORGANIZATION**

**Section 1.** The name of the Organization shall be the INSTITUTE OF COMPUTER ENGINEERS OF THE PHILIPPINES, INCORPORATED referred to as the "Institute" or "ICpEP."

**Section 2.** ICpEP shall be a non-stock, non-profit organization and shall exist as a recognized professional organization of Computer Engineers in the Philippines.

**Section 3.** The national office of the ICpEP shall be in the place where the incumbent National President is residing.

**ARTICLE II: VISION, MISSION & PURPOSES**

**Section 1.** ICpEP envisions itself as the foundation of world-class Filipino Computer Engineering professionals and the motivator of interest towards excellence in Computer Engineering as a field of specialization.

**Section 2.** ICpEP aims to:

- a. Build a network of professionals and students of Computer Engineering program in the country through member interaction and open communication. This is directed to the industry, academe and government.
- b. Support the professional career of members through relevant training and exposure.
- c. Expand knowledge and specialization in Computer Engineering through research, development and innovation.

**ARTICLE III: MEMBERSHIP**

**Section 1.** Membership shall be done through regional chapters or foreign-based chapters and shall automatically become members of the Institute. A member has the option to join the Regional Chapter or Foreign-Based Chapter of his/her choice nearest to his/her residence or place of work.

**Section 2.** The types of membership of the Institute are Regular Member, Lifetime Member, Senior Member, Fellow Member, Honorary Member, Institutional Member, Associate Member, and Student Member.



The title “Regular Member” refers to an individual who holds a CHED-approved baccalaureate degree in Computer Engineering, practices his/her profession actively, has paid the annual dues, and satisfies other requirements set and approved by the ICpEP.

The title “Lifetime Member” refers to an individual who has been a regular member for at least one (1) year with good standing, has paid an equivalent to ten (10) times of the annual dues of a regular member, and satisfies other requirements set and approved by the ICpEP.

The title “Senior Member” refers to an individual who is a lifetime member, practices his/her profession actively for at least ten (10) years, and satisfies other requirements set and approved by the ICpEP.

The title “Fellow Member” refers to an individual who is a senior member, practices his/her profession actively for at least twenty (20) years, has delivered an outstanding contribution in any field of specialization in Computer Engineering endorsed by the Regional President and duly approved by the Board of Governors, and satisfies other requirements set and approved by the ICpEP.

The title “Honorary Member” refers to an individual who does not hold a CHED-approved baccalaureate degree in Computer Engineering but has delivered an outstanding contribution in any field of specialization in Computer Engineering endorsed by the Regional President and duly approved by the Board of Governors, and satisfies other requirements set and approved by the ICpEP.

The title “Institutional Member” refers to a business firm that specializes in any field of Computer Engineering such as microelectronics, embedded systems, software development, and system and network administration, or CHED-recognized Higher Education Institution (HEI) offering a baccalaureate degree in Computer Engineering, has paid the annual dues and satisfies other requirements set and approved by the ICpEP.

The title “Associate Member” refers to an individual who does not hold a CHED-approved baccalaureate degree in Computer Engineering, practices his/her profession actively, has paid the annual dues and satisfies other requirements set and approved by the ICpEP.

The title “Student Member” refers to any student who is currently enrolled in Bachelor of Science in Computer Engineering program from a CHED-recognized Higher Educational Institution (HEI), has paid the annual dues and satisfies the requirements set and approved by the ICpEP.

**Section 3.** An applicant shall become an official member upon submission of duly accomplished application form and upon payment of the required fees set and approved by the ICpEP.

**Section 4.** Member of ICpEP Student Edition (ICpEP.SE), after graduation from CHED-approved baccalaureate, shall have the option to become a Regular Member. This member shall only pay the remaining fee as Regular Member.

**Section 5.** A business firm or HEI becomes an Institutional Member upon the approval of the Regional President.

#### **ARTICLE IV: DUES**

**Section 1.** The National Board of Governors shall set and approve the annual dues for each type of membership and shall be ratified by the majority (50% plus 1 or higher) of the member attendees during the General Assembly or special membership meeting.

**Section 2.** Dues are payable at the beginning of each fiscal year coinciding with the calendar year, January 1 to December 31, and shall be considered in arrears if not paid before the end of each fiscal year. The amount shall be the same regardless of the month they pay the application for membership.

**Section 3.** The dues of new members shall be payable at the time of their admission as members and the amount shall be the same and applicable to the same year regardless of the month of the year they apply for membership.

**Section 4.** The payment of dues may be deferred or waived by the Board of Governors upon recommendation of the Regional President and submission of requirements set and approved by the ICpEP.

**Section 5.** The sharing of net dues collected from Institutional, Professional and Student Memberships of the region is 10% for the operational expenses of the Institute and 90% for the operational expenses of the Regional Chapter.

#### **ARTICLE V: MANAGEMENT OF THE INSTITUTE**

**Section 1.** The National Board of Governors shall compose of elected Regional Chapter Presidents from different regions in the Philippines and Foreign-Based Chapters. The National Board of Governors shall elect the following positions: President, Vice President for Internal Affairs, Vice President for External Affairs, Vice President for Education, Secretary, Assistant Secretary, Treasurer, and Auditor. The Board shall form various committees to delineate the tasks in the management of the Institute.

**Section 2.** Committees shall consist of Executive, Student Membership, Institutional Membership, Professional Membership, Professional Development, Student Development, International Affiliations, Local Affiliations, Public Relations, and Ways and Means.

**Section 3.** The Regional Board of Directors shall consist of thirteen (13) members, seven (7) of whom shall be elected to the position of President, Vice President for Internal Affairs, Vice President for External Affairs, Vice President for Education, Secretary, Treasurer, and Auditor. The other six (6) members shall serve as Regional Committee members.



## **ARTICLE VI: NATIONAL and REGIONAL OFFICERS**

**Section 1.** The National Board of Governors shall formulate and implement policies, rules, and regulations to manage the affairs and governance of the Institute.

**Section 2.** The Executive Committee (EXECOM) shall compose of President, Vice President for Internal Affairs, Vice President for External Affairs, Vice President for Education, Secretary, Treasurer and Auditor.

**Section 3.** The National President shall be the Chief Executive Officer of the Institute. He/She shall preside in all meetings of the members of the ICpEP and the Board of Governors. He/She shall execute all resolutions of the Board of Governors. He/She shall be in-charge with directing and overseeing the activities of the ICpEP. He/She shall present and submit a complete report of the activities and operations of the Institute during the Annual General Assembly. He/She shall call a meeting for special election in case of vacancy in the national position. The Executive and Ways and Means Committees shall be directly reporting to the President. He/She may also create committees for certain purposes with the approval of the Board of Governors.

**Section 4.** The National Vice President for Internal Affairs shall exercise all powers and perform all duties of the National President during the absence or incapacity of the latter and shall perform duties that may be assigned by the National President. He/She shall assist the National President, whenever necessary, especially on matters pertaining to the internal affairs of the Institute. The Student Membership and Institutional Membership Committees shall be under his/her supervision.

**Section 5.** The National Vice President for External Affairs shall exercise all powers and perform all duties related to the external affairs of the Institute and other duties assigned by the National President. The Professional Membership, International and Local Affiliations Committees shall be under his/her supervision.

**Section 6.** The National Vice President for Education shall exercise all powers and perform all duties related to academic affairs of the Institute and other duties assigned by the National President. The Professional and Student Development Committees shall be under his/her supervision.

**Section 7.** The National Secretary shall give notices required by these Bylaws and keep the minutes of all meetings of the Board of Governors. He/She shall keep the seal of the Institute and affix such seal to any paper or instrument requiring the same. He/She shall have custody of the list of registered members and the correspondence of the Institute. He/She shall also perform other duties assigned by the National President. The Assistant Secretary and Public Relations Committee shall be under his/her supervision.

**Section 8.** The National Assistant Secretary shall exercise all powers and perform all duties of the National Secretary during the absence or incapacity of the latter and shall perform other duties assigned by the National President. He/She shall assist the National Secretary whenever necessary.

**Section 9.** The National Treasurer shall be in-charge of the funds, receipts and disbursements of the Institute. He/She shall keep all cash and other assets including the book of accounts of the Institute. He/She shall perform other duties assigned by the National President.

**Section 10.** The National Auditor shall be the guardian of the funds and assets of the Institute. He/She shall check all collections and disbursements, audit the book of accounts, and perform other duties assigned by the National President.

**Section 11.** The National Board Members shall assist and support all other officers as per assignment given by the National President.

**Section 12.** The immediate past National President shall be an Ex-Officio member of the Board of Governors but shall have no voting rights and is not included in the determination of a quorum. He/She shall serve as the Adviser of the Institute.

**Section 13.** The Regional Chapter President shall be the Executive Officer and manages the operations of the region. He/She shall implement and monitor the policies, rules and regulations set by the National Board of Governors. He/She shall act as the official representative of the region to the National Board of Governors. He/She shall present and submit a complete report of the activities and operations during General Assembly or meetings.

**Section 14.** The Regional Board of Directors shall assume the mandate of each officer as provided in Article VI, Sections 3 to 11, except Section 8, of these Bylaws, in the regional level.

## **ARTICLE VII: NOMINATIONS AND ELECTIONS OF OFFICERS**

### **A. National Board of Governors**

**Section 1.** The National Board of Governors shall elect among themselves the positions of President, Vice President for Internal Affairs, Vice President for External Affairs, Vice President for Education, Secretary, Assistant Secretary, Treasurer, and Auditor. Other Regional Presidents who are not elected in the above positions shall be assigned to different committees as provided in Article 5, Section 2, except the executive committee, of these Bylaws.

**Section 2.** The process of conducting nominations and election of the National Board of Governors shall be done by majority votes among the Regional Presidents during special or regular meeting, provided that at least two-thirds (2/3) of the Regional Presidents are present.

**Section 3.** The outgoing President shall preside in the nomination for elections of the National Board of Governors.

## **B. Regional Board of Directors**

**Section 1.** The election of the Regional Board of Directors shall be conducted during general assembly or meeting through nomination.

**Section 2.** Only active members for the last two (2) years and present during general assembly or meeting are eligible to be nominated.

**Section 3.** The members present shall select the top seven (7) from the list of nominated members.

**Section 4.** The top seven (7) highest votes shall elect among themselves the positions of President, Vice President for Internal Affairs, Vice President for External Affairs, Vice President for Education, Secretary, Treasurer, and Auditor.

**Section 5.** The newly elected Regional President shall appoint nine (9) additional Board of Directors, if applicable, who will be assigned to the different committees namely: (1) Student Membership, (2) Institutional Membership, (3) Professional Membership, (4) Local Affiliation, (5) International Affiliation, (6) Professional Development, (7) Student Development, (8) Public Relations, and (9) Ways and Means. All institutional members shall be well represented in the Board of Directors, if necessary.

## **ARTICLE VIII: TERM OF OFFICE**

**Section 1.** The Term of Office for the elected posts in the Regional and National positions shall be one (1) term or two (2) consecutive years and shall commence on the Fiscal Year of the Institute. The Board of Governors/Directors shall hold office for a term of two (2) consecutive years; provided that in the first year this amended ByLaws shall take effect, the elected Board shall serve for two (2) years and the remaining non-elected Board for one (1) year. Thereafter, all Board of Governors and Board of Directors shall serve for a term of two (2) years; provided further that no Board shall serve for two (2) consecutive terms.

**Section 2.** The immediate past National or Regional President shall be an Ex-Officio member of the Board of Governors or Directors but shall have no voting rights and is not included in the determination of a quorum. He/She shall serve as the adviser of the Institute.



## ARTICLE IX: VACANCY

**Section 1.** Any member of the National Board of Governors / Regional Board of Directors who has been absent for three (3) consecutive meetings (regular or special) without valid reason as determined by the Board shall be removed from the Board and the position shall be declared vacant.

**Section 2.** Vacancy in the National Board of Governors and Regional Board of Directors shall be determined by the board members and shall be replaced in accordance with the requirements set and approved by the Institute.

## ARTICLE X: MEETINGS

**Section 1.** The National Board of Governors shall conduct at least two (2) meetings annually. Special meetings may be conducted when the need arises.

**Section 2.** The Regional Board of Directors shall conduct at least three (3) meetings annually. Special meetings may be conducted when the need arises.

## ARTICLE XI: CORPORATE SEAL

**Section 1.** The corporate seal shall inscribe the name "ICpEP" or "INSTITUTE OF COMPUTER ENGINEERS OF THE PHILIPPINES, INCORPORATED."

**Section 2.** The logo shall depict an integrated circuit in black color. It shall inscribe the name "ICpEP" in blue color, followed by a text "INSTITUTE OF COMPUTER ENGINEERS OF THE PHILIPPINES" underneath the name.



## ARTICLE XII: AMMENDMENTS

**Section 1.** Amendments to the Constitution and Bylaws shall be made by the National Board of Governors. A majority of them shall approve such amendments prior to presentations for ratification.

**Section 2.** The approved amendments shall be ratified by at least two-thirds (2/3) of the active regular members present during the special meeting or national general assembly.

**Section 3.** The effectivity of the amended Constitution and Bylaws shall take effect thirty (30) days after adoption or after submission to Securities and Exchange Commission.

## ARTICLE XIII: MISCELLANEOUS PROVISION

**Section 1. Transitory Provision.** Upon the first year of implementation of this Amended By-Laws, the current National Board of Governors and Regional Board of Directors shall be eligible to run for any elected or appointed position.

