REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
The SEC Headquarters
7907 Makati Avenue, Salcedo Village,
Barangay Bel-Air, Makati City, 1209, Metro Manila

COMPANY REG. NO. 4383

CERTIFICATE OF FILING OF NEW BY LAWS

KNOW ALL PERSONS BY THESE PRESENTS:

THIS IS TO CERTIFY that the New By-Laws of the

PHILIPPINE NURSES ASSOCIATION, INC.

copy annexed, adopted on October 20, 2022 by majority vote of the Board of Trustees and by the vote of at least two-thirds of the members of the corporation, and certified under oath by the Corporate Secretary and a majority of the said board was approved by the Commission on this date pursuant to the provisions of Section 47 of the Revised Corporation Code of the Philippines, Republic Act No. 11232, which took effect on February 23, 2019, and copies thereof are filed with the Commission.

IN WITNESS WHEREOF, I have set my hand and caused the seal of this Commission to be affixed to this Certificate at The SEC Headquarters, 7907 Makati Avenue, Salcedo Village, Barangay Bel-Air, Makati City, 1209, Metro Manila, Philippines, this 29th day of February, Twenty Twenty Four.

DANIEL P. GABUYO
Assistant Director
SO Order 1188 Series of 2018

JS/bds

ADOPTION OF NEW BY-LAWS OF THE PHILIPPINE NURSES ASSOCIATION, INC.

PREAMBLE

We, the Filipino nurses, conscious and committed to promote and protect the people's health, implore the aid of the Divine Providence in our desire to widen the scope of our professional services, advancement and development, and having organized ourselves into a unified national professional organization, do hereby ordain and promulgate these By-Laws.

Article I
DECLARATION OF PRINCIPLES AND STATEMENT OF POLICIES

Section 1. In establishing the overall direction of the association, paramount considerations shall be the national interest, integrity and well-being of the Filipino people.

Section 2. The constitutional right of the members shall be upheld and preserved and efforts shall be employed to prevent any violation of such.

Section 3. The standards of nursing practice shall be maintained by the profession in its total commitment of providing quality health care.

Section 4. The Association shall provide the structure for participative decision-making through democratic consultation.

Section 5. The Association shall strengthen intra and extra professional and multi-sectoral linkages and cooperation in the pursuit of its vision, mission and programs of action.

Section 6. The Association shall maintain a non-sectarian, non- partisan stand and shall exercise the political will, as a collective body to strengthen the profession as a social force.

Article II
GENERAL PROVISIONS

Section 1. Official name. – **This Association shall be known as PHILIPPINE NURSES ASSOCIATION, INC.** (*As amended during the General Assembly/Meeting held on 20 Oct. 2022*)

Section 2. Purposes. – The fundamental purposes of the organization shall be to:

a. achieve an optimal level of professional standards **in the nursing practice;** (*As amended during the General Assembly/Meeting held on 20 Oct. 2022*)
b. work for the welfare of nurses;
c. respond to the changing health needs of the Philippine society, and
d. establish linkages with government, non-government, local/national and international agencies in the attainment of health goals.

Section. 3. Principal Office. – The principal office of the Association is at 1663 F.T. Benitez Street, Malate, Manila City.

Section 4. Corporate seal. – The corporate seal of the Association shall be circular in form with laurel leaves and a triangle bearing the words **"PHILIPPINE NURSES ASSOCIATION, INC."** Within the Triangle is a lamp. The color shall be white, green, gold and black. The founding year, 1922 shall be included.

Section 5. Corporate logo. – **The use of the PNA Corporate Logo requires approval from the Board of Governors and shall follow the rules and regulations of the Intellectual Property Code of the Philippines. All Local and Foreign Chapters shall seek approval from the PNA National Office regarding the use of the corporate logo.**
(*As amended during the General Assembly/Meeting held on 20 Oct. 2022*)

Section 6. The Nurses Week Celebration Anniversary and the Annual Convention shall be held every last week of **October as per Proclamation No. 539 series 1958. Likewise, the International Nurses' Day shall be celebrated to commemorate the birth anniversary of Florence Nightingale every 12th day of May.**
(*As amended during the General Assembly/Meeting held on 20 Oct. 2022*)

Section 7. The calendar year of the Association shall be from January 1 to December 31.

Article III
MEMBERSHIP

Section 1. Member. – A nurse who has been duly registered with the Professional Regulation Commission (PRC) as required by the Philippine Nursing law shall qualify for membership to the Association.

Section 2. Classification of Membership. – Members are classified into the following:

a. **Regular membership** - is conferred upon a nurse who has paid the required fee for the current **year with a valid PRC ID card.**
(As amended during the General Assembly/Meeting held on 20 Oct. 2022)
b. **Life Membership** – is conferred upon a nurse who has been a regular **member for a prescribed period of time as set forth by the Board of Governors.**
(As amended during the General Assembly/Meeting held on 20 Oct. 2022)
c. **Honorary Membership** - is conferred upon a person who may not be a nurse, who is not qualified under Article III, Section 2, paragraph *a* and *b* hereof, but who has rendered distinguished service to the Association in the attainment of its goals subject to the approval of the Board of Governors.
d. **Associate Membership** - **is conferred upon a licensed practicing nurse residing abroad without an existing accredited Chapter.** *(As amended during the General Assembly/Meeting held on 20 Oct. 2022)*

Section 3. Place of Membership. – A nurse must seek membership in the chapter of the province or city where one holds office or residence. In case of transfer to another Chapter, **the member shall be cleared first from its previous chapter and** accomplish a transfer form before a receiving chapter can approve. In no case can a nurse be a member of more than one chapter. *(As amended during the General Assembly/Meeting held on 20 Oct. 2022)*

Section 4. Dues. – Every member shall pay membership dues as determined by the Board.

Section 5. Termination of Membership. – Membership to the Association maybe terminated on the following:

a. non-payment of annual dues;
b. violation of the Philippine Nurses Association By-laws;
c. violation of the current Philippine Nursing Law;
d. violation of the Code of Ethics for Nurses; and
e. **conviction of any criminal offense**
(As amended during the General Assembly/Meeting held on 20 Oct. 2022)

Section 6. Reinstatement. – shall be made in accordance with rules and regulations as prescribed by the Board of Governors.

Section 7. Rights, Duties, and Obligations of Members. – **Every regular, and life member** of the Association has the right to:

a. present any suggestion that will benefit the Association, that such suggestion is in writing, signed by the maker, endorsed by the chapter and submitted to the Board;
b. voted and be voted upon;
c. inspect or cause to be inspected at any time during office hours the books and papers of the Association for a lawful and definite purpose;
d. be heard and to defend himself/herself before removal or dismissal from the Association and the right to appeal;
e. seek protection or assistance on matters affecting him/her in the practice of the profession; and
f. **avail benefits provided they maintain membership.**
(As amended during the General Assembly/Meeting held on 20 Oct. 2022)

Section 8. Rights of Honorary Members. – Honorary members shall have the rights, duties and obligations as provided in Article III, Section 7 except the right to vote and run for any elective position.

Article IV
ORGANIZATIONAL STRUCTURE

Section 1. Nature. – The Association shall be composed of fifteen (15) regions and six (6) zones under the National Capital Region (NCR) **and accredited foreign chapters** following the political and geographical subdivisions whichever is practical, namely:

CAR (Abra, Apayao, Baguio City, Benguet, Ifugao, Kalinga, Mountain Province);
Region I (Ilocos Norte, Ilocos Sur, La Union, Pangasinan);
Region II (Batanes, Cagayan South, Cagayan North, Isabela, Nueva Vizcaya, Quirino);
Region III (Bataan, Bulacan, Nueva Ecija, Pampanga, Tarlac, Zambales/Olongapo, Aurora Province);
Region IV (Batangas, Cavite, Laguna, Quezon, Rizal, Marinduque, Occidental Mindoro, Oriental Mindoro, Palawan, Romblon);
Region V (Albay, Camarines Norte, Camarines Sur, Naga City, Iriga City, Catanduanes, Masbate, Sorsogon);
Region VI (Aklan, Antique, Capiz, Guimaras Province, Iloilo, Negros Occidental, San Carlos City);
Region VII (Bohol, Cebu, Negros Oriental, Siquijor);

Region VIII (North Leyte, Southern Leyte, Northwestern Leyte, Eastern Samar, Northwest Samar, Northern Samar, Samar, Biliran);
Region IX (Zamboanga City, Zamboanga del Norte, Zamboanga del Sur, Zamboanga Sibugay, Isabel City);
Region X (Bukidnon, Camiguin, Misamis Oriental, Lanao del Norte);
Region XI (Davao Oriental, Davao del Norte, Davao del Sur, Davao City, **Davao de Oro)**;
Region XII (North Cotabato, South Cotabato, General Santos City, Sultan Kudarat, Sarangani, **Midsayap)**;
Caraga (Surigao del Sur I, **Surigao del Sur II**, Surigao del Norte, Agusan del Sur, Agusan del Norte, **Province of Dinagat Island)**;
BARMM (Basilan, Marawi City/Lanao del Sur, Jolo-Sulu, Tawi-Tawi, **Cotabato City – Maguindanao)**;
NCR Zone 1 (Manila City);
NCR Zone 2 (Caloocan City, Malabon City, Navotas City, Valenzuela City);
NCR Zone 3 (Quezon City, Marikina City);
NCR Zones 4 (Mandaluyong City, San Juan City, Pasig City)
NCR Zone 5 (Makati, Taguig, Pateros)
NCR Zone 6 (Pasay City, Parañaque City, Muntinlupa City, Las Piñas City)
(As amended during the General Assembly/Meeting held on 20 Oct. 2022)

The organizational structure of the association shall be classified as national, regional and chapter levels.

The Board of Governors (BOG) is the highest governing body of the association and elected and empowered by the By-Laws of the Association. They are vested with the authority of policy-making and decision-making to serve the best interest of the members.

Section 2. Composition. – The national level shall be composed of **twenty (20)** Members of the Board of Governors whose officers shall include Chairperson of the Board, Corporate Secretary, President, two (2) Vice Presidents (Vice President for Programs and Development and **Vice President for Finance,** and a Treasurer. (*As amended on General Assembly/Meeting held on 20 Oct. 2022*)

Section 3. Regional Council and Zonal Levels. – The Regional council and the NCR Zone level shall be composed of the Governor and the Chapter President/Presidents. A chapter level shall be composed of the Board of Directors.

Section 4. Allocation of Membership Dues. – Sharing of individual membership fee from the unobligated amount shall be in accordance with the defined percentage (%) distribution and shall be divided specific to regions/chapters or zones and National Office per approved budget allocation resolution, as follows:

a. **Chapter share;**
b. **Regional Share;**
c. **National Office Share;**
d. **PJN;**
e. **Mutual Aid Fund;**
f. **ICN Membership;**
g. **Building Fund;**
h. **ICT Fund;**
i. **Calamity Fund;**
j. **Accidents Welfare Fund / Health, Burial and or Accidental Coverage**

(As amended during the General Assembly/Meeting held on 20 Oct. 2022)

Section 5. Chapters. – There shall be chapters as may be determined by the Board of Governors based upon the geographical and other factors prevailing in the area.

a. **Governing Body** - Each chapter shall be governed by an elected Board of Directors composed of not less than five (5) and not more than fifteen (15) members and who shall elect among themselves their officers.

b. **Chapter By-laws** - Chapters may adopt such By-laws as they shall see fit but not inconsistent with the Philippine Nurses Association By-laws and any existing laws.

c. **Chapter Recognition – Chapters that are not accredited and do not comply with the requirements set for accreditation may be recognized. These are newly organized Chapters, which are applying for official acknowledgement or identification by PNA, but they still have to comply with another set of documents required for accreditation.** *(As amended during the General Assembly/Meeting held on 20 Oct. 2022)*

d. **Chapter Accreditation** - There shall be a Chapter Affairs Committee which shall accredit chapters based on set
criteria.

e. **Responsibilities of an Accredited Chapter**.
   1. Maintain/upgrade the conditions for which the chapter has been accredited.
   2. Make a quarterly report of accomplishments and finances to the concerned Governor.
   3. Ensure attendance of delegates to constituted bodies.

f. **Privileges of Accredited Chapters and their Members.**
   1. Only accredited chapters are eligible for awards and recognition;
   2. Only accredited chapters may nominate a candidate to an elective position of the Association;
   3. Only members of accredited chapters are eligible for the scholarship;
   4. Only members of accredited chapters may be considered as an official delegate of the Association to local and international fora; and

e. **The Chapter President or the duly authorized representative shall serve as the official spokesperson for the Chapter.** *(As amended during the General Assembly/Meeting held on 20 Oct. 2022)*

f. **Sanctions** – for accredited chapters shall be imposed by the authorized body for failure to comply with its duly prescribed duties and responsibilities.

Section 6. Chapters Outside the Philippines. – **Foreign Chapters can be established outside the Philippines upon compliance to requirements and approval by the BOG. Such organized Chapter shall pay to the National Office chapter membership fee as determined by the BOG. and comply as stipulated in Article 4 Section 4 "Allocation of Membership dues" and obliged to submit an annual list of members.** *(As amended during the General Assembly/Meeting held on 20 Oct. 2022)*

Article V
BOARD OF GOVERNORS

Section 1. Composition. – The Board of Governors shall be composed of **twenty (20)** representatives from the different PNA regions and **zones.** *(As amended during the General Assembly/Meeting held on 20 Oct. 2022)*

Section 2. Qualifications of a Governor. – A Governor must be:

a. A Filipino citizen;
b. Not more than 70 years old;
c. Holder of updated PRC ID to practice nursing in the Philippines;
d. Master's degree holder;
e. Three (3) consecutive years of active membership in the region which s/he represents;
f. An active officer of the association;
g. Endorsed by the chapter in the region where s/he belongs;
h. Proven leadership ability;
i. Must have no pending civil or criminal cases before trial courts in the Philippines and in abroad;
j. Cleared from any obligations and accountabilities/debts in the local chapter, regional, national; and/or organization wherein he/she is also a key officer thereof; and
k. Available, accessible, and committed to the interest of the Association.
l. Be a member of accredited chapter.
(As amended during the General Assembly/Meeting held on 20 Oct. 2022)

Section 3. Term of Office; Elections. – Each Governor shall have a term of Office of two (2) years. Governors are allowed only one (1) re-election or to serve a maximum of four (4) consecutive years.

Section 4. Functions and Powers. – The Board of Governors shall govern the Association in the attainment of its goals and objectives. As such, it has the responsibility to:

a. Adopt and cause to implement the policies, plans, strategies and projects of the Association for nursing and health development;
b. Cause to change and promulgate rules and regulations as the need arises consistent with the By-laws;
c. Cause to purchase, acquire, mortgage, encumber and alienate or sell property for the Association;
d. Create or issue pledges, bonds, deed of trust, issues mortgages and negotiable instruments for the purpose of carrying out the functions of the Association;
e. Adjudicate and impose appropriate sanction after due process;
f. **Approve the creation of a PNA Regional Council, chapters and zones** as may deem necessary;
g. Act as executive officer of the Regional Council/Chapter/Zone
h. Supervise the general direction and management of the chapters under their respective area of responsibilities.
(As amended during the General Assembly/Meeting held on 20 Oct. 2022)

Section 5. Corporate Officers. – The BOG shall elect among themselves the Corporate Officers who shall compose of the Chairperson of the Board and Corporate Secretary.

Section 6. Duties of the members of the Corporate Officers of the Association.

a. The **Chairperson of the Board** shall:
   a.1 Provide the direction in the governance of the Association;
   a.2 Initiate and implement the formulation of plans, policies and strategies of the Association;
   a.3 Assist the Board in decision/policy making relevant to investments, debts, loans and other financial matters;
   a.4 Identify the agenda for the Board meeting; and
   a.5 Call and preside over the meeting of the Board
   (As amended during the General Assembly/Meeting held on 20 Oct. 2022)

b. The Corporate Secretary shall:
   b.1 Submit to the Securities and Exchange Commission (SEC) names & addresses of officers within thirty (30) days after the election;
   b.2 Report to Securities and Exchange Commission (SEC) for resignation and cessation of officers;
   b.3 Guarantee the accuracy and completeness of records of minutes of meetings;
   b.4 Cause the submission of books such as membership and minutes as required by Commission; and
   b.5 Record the highlights of the Board meetings and during the General Membership Meeting.

Section 7. Executive Committee Officers. - The Executive Committee Officers of the Association will act on behalf of the BOG to discuss issues and concerns of PNA. The Executive Committee shall be composed of the President, Vice President for Programs and Development, Vice President for Finance, and Treasurer.

Section 8. The Executive Committee shall deliberate/resolve urgent and immediate issues and concerns affecting the Association when the BOG is not in session.

Section 9. Qualifications of Executive Committee. - In addition to meeting the qualifications of a governor, the executive officers should have been a member of the Board for at least one (1) year.

Section 10. Duties of the Executive Officers:

a. The President shall be responsible for the total administration of the Association. He/she shall:
   1. Implement plans, policies and programs;
   2. Monitor and ensure proper implementation of the by-laws of the association;
   3. Exercise general supervision over the affairs of the association;
   4. Appoint, remove or suspend for a justifiable cause with the due process any
   5. Appointive officer and/or employees subject to the approval of the board;
   6. Sign, as authorized representative by the board, all contracts, bank transactions, memorandum of agreements and other instruments of the association;
   7. Recommend the budget of the association to the BOG;
   8. Act as the official representative and spokesperson of the association;
   9. Call and preside during the annual membership meetings of the association;
   10. Act as the presiding officer of the executive committee;
   11. **Responsible for the preservation of the material (fixed) assets/physical facilities (properties) of the association jointly with the Executive Director; and**

12. **Perform all other duties inherent to the Office and as required of his/her by the Board.**
(As amended during the General Assembly/Meeting held on 20 Oct. 2022)

b. The **Vice President for Programs and Development (VPPD)** shall assist the President in determining and carrying out the program thrust of the Association. He/she shall:
   1. Initiate projects/programs/activities based on the program thrusts of the Association;
   2. Coordinate the activities of the different Departments and Committees;
   3. Monitor and evaluate the programs and projects of the Association;
   4. Represent the President in official functions as delegated;
   5. Be the alternate signatory of the President; and
   6. **In situations where the President is unable to dispense his/her responsibilities such as but not limited to sickness, personal leaves, official function for foreign trips and other cases maybe, the VP for Programs and Development will act as the Officer-In-Charge.** *(As amended during the General Assembly/Meeting held on 20 Oct. 2022)*

c. The **Vice-President for Finance (VPF)** shall assist the President in the financial management of the Association. He/she shall:

   1. Recommend policy direction in terms of financial management;
   2. Cause the preparation of the budget of the association and submit the same to the president for final review and endorsement to board;
   3. Manage the finance program of the association;
   4. Ensure the implementation of the decision of the board on financial matters;
   5. Inspect/examine the book of accounts of the association;
   6. Conduct program review and analysis for release of funds; and
   7. Sign vouchers before the disbursement of funds;
   8. Represent the president in official functions as delegated.

d. The **Treasurer** shall:
   1. Be accountable for all monies, legacies, gifts and properties of the Association;
   2. Cause to deposit funds and valuable effects in the name of and to the credit of the Association in the banks and trust companies designated by the Board;
   3. Disburse funds in accordance with prescribed rules and regulations;
   4. Co-signs check(s) together with the President;
   5. Ensure accurate and complete recording and reporting of accounts;
   6. **Act as the custodian of all the passbook accounts and all other related documents relative to the association's liquid financial assets; and**
   7. Submit a financial statement with comparative figures aligned with the approved annual budget and supporting documents during the bi-annual meeting of the Board and the Annual General Membership meetings duly audited by the internal and external auditors.
   (As amended during the General Assembly/Meeting held on 20 Oct. 2022)

Section 11. Election – The election of the Corporate Officers and Executive Committee shall be held **right after the annual Convention. They shall assume office on January 1 of the following year.** *(As amended during the General Assembly/Meeting held on 20 Oct. 2022)*

Section 12. Term of Office – The term of office of the Corporate Officers and Executive Committee shall be another term and can be re-elected within the unexpired term of office.

Section 13. Succession – A corporate officer other than the president can be replaced by any from the board of governors by election provided that he/she is not holding any position. In the event that the President is absent or unable to perform one's duties, the Vice-President for Program and Development shall take over. In the event of resignation, disability or death of both the President and the Vice-President for Programs and Development, the Vice- President for Finance shall act as the President for the unexpiredterm. *(As amended during the General Assembly/Meeting held on 20 Oct. 2022)*

Section 14. Meetings – The BOG shall hold meetings as follows: twice (2) a year on such date and at such time and place as it shall designate. Majority of the Board shall constitute a quorum to transact corporate business; and every decision reached by at least a majority of the Governors constituting a quorum, except for the election of officers which shall require the vote of a majority of all the members of the Board, shall be valid as a corporate act.

a. **Regular meetings – shall be held thrice (3x) a year on such date and such time and place as it shall designate, but preferably, in its principal office, except for foreseen circumstances where remote communication or other alternative modes may apply.**

b. **Special meetings – may be called by the Chairman or National President and may be held at any time, whether physical or other electronic means of communication, A majority vote of all Governors may, however, make the call for a special meeting.** Notice shall be served five (5) days prior to the date. Notice shall include the written agenda.
(As amended during the General Assembly/Meeting held on 20 Oct. 2022)

Section 15. Quorum – Fifty percent plus one (50% + 1) shall constitute a quorum.
(As amended during the General Assembly/Meeting held on 20 Oct. 2022)

Section 16. Removal of Corporate Officer(s), Executive Committee Officer(s). A person shall be removed from being an officer of association if, within the term of office as such, the person was:

a. **Convicted by final judgment:**
    1. **For violating this Constitution and By Laws**
    2. **For violating the Corporation Code of the Philippines**
b. **Found administratively liable for any offense involving moral turpitude, fraudulent acts; and**
c. **By a foreign court or equivalent foreign regulatory authority for acts, violations or misconduct similar to those enumerated in paragraphs (a) and (b) above.**
(As amended during the General Assembly/Meeting held on 20 Oct. 2022)

Section 17. Vacancies in the Office of Governor

a. Any vacancy occurring in the BOG other than by removal may be filled by the vote of at least a majority of the remaining governors, if still constituting a quorum; otherwise, the said vacancies must be filled by the members in a regular or special meeting called for that purpose. A governor so elected to fill the vacancy shall be elected only for the unexpired term of his predecessor in office.
b. **Corporate Officer(s) – a corporate officer can be replaced by any from the board of governors provided that s/he is not holding any position.**

c. **Executive Committee Officer(s) – a president can be replaced by an appointed alternative by any of the vice presidents or the Board shall have the discretion to fill the vacancy from among the governors, with unexpired term, who shall meet the qualifications for that office. While if the vice president(s) or treasurer becomes vacant, the Board shall elect a member from among themselves for the position or appoint an alternative in accordance with the Article V Section 9 of this By Laws.**

d. **Governor(s) - any member of the board of governors may be replaced by any officer per recommendation by the regional council or the board of directors from a zone following consultation with members in the area in which the vacancy occurred.**

e. Whenever a vacancy exists among the officers except the President, the BOG shall elect the replacement.
(As amended during the General Assembly/Meeting held on 20 Oct. 2022)

Section 18. Advisory Council. – There shall be an Advisory Council of Past Chairpersons and Presidents of the Association except for the immediate past President, who shall be an ex-officio of the Board for one (1) year. *(As amended during the General Assembly/Meeting held on 20 Oct. 2022)*

Section 19. Reports of Accomplishments – All members of the Board are mandated to submit written quarterly and year-end reports of their accomplishments to the President.

Section 20. Honorarium. – **All the Board of Governors, and officers** shall receive honoraria the amount of which shall be determined by the Board **subject to availability of funds and existing policies of the Association.** *(As amended during the General Assembly/Meeting held on 20 Oct. 2022)*

Section 21. Travel and Representation Expenses. – Any member of the BOG designated as official representative shall be entitled to travel and representation expenses in accordance with the existing policies.

Section 22. Insurance. – All members of the Board of Governors shall be entitled to **travel insurance during official function** within the period of incumbency. *(As amended during the General Assembly/Meeting held on 20 Oct. 2022)*

Section 23. Turn Over. – The outgoing member(s) of the BOG shall endorse in writing pertinent documents, inventory of materials, financial and unfinished business to the incoming Board and should be cleared of his/her accountabilities **before the start of the calendar year and during the first Board of Governors' meeting.** *(As amended during the General Assembly/Meeting held on 20 Oct. 2022)*

Article VI
THE HOUSE OF DELEGATES (HOD)

Section 1. Nature and Composition. – The House of Delegates is a deliberative body. It shall be composed of delegates representing the various chapters of the Association. Such delegates are elected by the members of the chapters where they belong. Every chapter is entitled to one (1) delegate and an additional delegate for every 100 members but not to exceed ten (10); Provided that one (1) delegate shall represent all affiliate members; Provided, further, that all past chairpersons of the House of Delegates are automatically delegates.

Section 2. Functions. – The House of Delegates shall have the following functions:

a. It shall represent its respective members during deliberation of issues, proposed amendments and resolutions, presented by the Board of Governors, House officers, chapters and other members. The resolutions, except amendments to the By-Laws, shall bind the Association when concurred with by the Board of Governors, provided that issues emanating from the Board when passed by the House of Delegates shall automatically be concurred with; Provided, further, that resolutions not concurred with by the Board shall be returned to the House of Delegates with justification for the non-concurrence for further discussion, and if approved by 2/3 vote of all its members present representing 3/4 vote of the total number of chapters shall override the decision of the Board; Provided, finally, that failure of the Board of Governors to act on resolutions within ninety (90) days, shall mean that these are automatically concurred with.

b. It shall approve the annual budget of the Association. If not approved, the budget of the previous year shall be re- enacted. It shall also have the power to verify adherence to the budget. Any outlay outside the approved budget exceeding **four hundred thousand pesos (Php 400, 000.00)** must be included in the Approved Annual Budget and must be approved by the House of Delegates; provided that this **Php 400,000** threshold shall be reviewed and modified, if necessary, every 3 years.

c. **It shall conduct orientation of the local chapters on the functions of the HOD.**
(As amended during the General Assembly/Meeting held on 20 Oct. 2022)

Section 3. Officers. – The House of Delegates shall have a Chairperson, a Vice Chairperson, a Secretary and a Treasurer who shall be elected from among themselves.

Section 4. Term of Office. – The term of office is one (1) year. An Officer may be re-elected for not more than three (3) terms.

Section 5. Qualifications of Officers. – All officers of the House of Delegates must:

a. **Have been past officer(s) of the PNA Regional/Local Chapters;**
b. Have been a delegate for at least two (2) times, one (1) year of which has been that immediately prior to elections;
c. Possess leadership qualities to conduct meetings utilizing standard procedures using the Robert's Rule;
d. **Attend and be a graduate of HOD Orientation Program on Rules of Parliamentary Procedure; and**
e. **Have the ability to engage in discourses affecting the organization and the profession.**
f. **Be a member of the accredited Chapter.**
(As amended during the General Assembly/Meeting held on 20 Oct. 2022)

Section 6. Duties of Officers. – The officers shall be responsible for the successful conduct of the meeting. They shall submit to the Board of Governors a written report of the outcome within thirty (30) days after the meeting.

Section 7. Duties of Members. – Members of the House of Delegates shall have the following duties:

a. Before the Meeting
   i) to coordinate with chapter Board of Directors in identifying problem/issues of the chapter that may be brought to the House;
   ii) to collect, study and discuss these with constituents;

iii) to draft resolutions to be sent to House of Delegates chairman for possible inclusion in the agenda of the annual convention;
iv) to act as proponents if said resolution is included in the agenda;
v) to familiarize themselves with house rules and procedures.

b. During the Meeting
i) to attend all sessions of the House;
ii) to participate actively in the deliberation of issues; and
iii) to make a definite stand on issues by voting for or against them.

a. After the Meeting
i) to report in writing results of the convention to respective chapters within thirty (30) days; and
ii) to send to the chairman within thirty (30) days a written report on reactions of the chapters to the convention reports.

Section 8. Elections. – The elections of the House officers shall be conducted by the COMELEC.

Section 9. Meetings; Quorum. – majority of the HOD present shall constitute a quorum to transact corporate business. Notice of meeting should state the date, time, place, and agenda to every delegate at least four (4) weeks prior to the schedule.

a. Annual meeting – shall be held annually that coincide during the National Convention of the Association.

b. Special meetings – may be held at any time, whether physical or other electronic means of communication, upon the request of one-third (1/3) of the HOD member, or by written request by the President or BOGs.

c. Quorum – consist of a majority of the allocated number of delegates representing a majority of the chapters/zones and 50% from the members of the BOGs.
(As amended during the General Assembly/Meeting held on 20 Oct. 2022)

Section 10. Honorarium. – The delegates shall receive reasonable amount of honorarium as determined by the Board of Governors **subject to availability of funds and existing policies.**
(As amended during the General Assembly/Meeting held on 20 Oct. 2022)

Article VII
GENERAL MEMBERSHIP MEETING

Section 1. Frequency and Venue. – The Association shall hold a general membership meeting annually starting on a Tuesday of the fourth week of October, the time and place of which shall be decided by the members during the General Membership Meeting.

Section 2. Notice. Means of service – Notice of meetings shall be sent through written means of communication, which notice shall state the time, place or any alternative platforms such as but not limited to email, social media page, etc.
and the agenda of the meeting **shall be sent to every Member** not less than four (4) weeks prior to the scheduled meeting.

a. **Members who cannot physically attend or vote at General Membership meetings can participate and vote through remote communication such as videoconferencing, teleconferencing, or other alternative modes of communication that allow them reasonable opportunities to participate in the election. If a member intends to participate in remote communication, he/she shall notify in advance the Presiding Officer and the Corporate Secretary of his/her intention. The Corporate Secretary shall note such fact in the Minutes of the meeting.**

b. **In case of postponement of members' regular meetings, a written notice and the reason, thereof, shall be sent to all members of record at least two (2) weeks prior to the date of the meeting unless in the event of force majeure.**
(As amended during the General Assembly/Meeting held on 20 Oct. 2022)

Section 3. Special Meetings – A special meeting of the members of the Association maybe called by the President or by five (5) members of the BOG upon request by ten (10%) percent of the general membership.

Section 4. Quorum. – Fifty percent plus one (50% + 1) of those who registered on the opening day of the annual convention shall constitute a quorum.

Article VIII
ANNUAL AND MIDYEAR CONVENTION

Section 1. Purpose.

a. The Association shall hold an Annual Convention **on the last week of October pursuant to Proclamation No. 539, Series of 1958** for the purpose of holding a general membership meeting, House of Delegates, national election and/or such other activities that the Association may deem necessary.

b. **The Midyear Convention is celebrated every 12th of May to commemorate the international nurses' day.**
(As amended during the General Assembly/Meeting held on 20 Oct. 2022)

Section 2. Venue. – The venue shall be decided during the general membership meeting for the Annual Convention and the Midyear Convention to be concurred by the Board of Governors. *(As amended during the General Assembly/Meeting held on 20 Oct. 2022)*

Section 3. Notice – The announcement of the Annual Convention shall be made not less than four (4) weeks before the convention takes place. **In case of postponement of annual and midyear convention, written notice thereof and the reason, therefore, shall be sent to all members at least two (2) weeks prior to the date of the meeting unless in the event of force majeure.** *(As amended during the General Assembly/Meeting held on 20 Oct. 2022)*

Section 4. Annual Convention Committee. – There shall be an Annual Convention Committee, chaired by the Vice President for Programs and Development. If outside Metro Manila, the Board of Governor in that Region shall be designated as the Over-All Chairperson.

Article IX
COMMISSION ON ELECTIONS

Section 1. Organization. – There shall be a Commission on Elections which shall be referred to as the National COMELEC. Members shall be referred to as the Commissioners.

Section 2. Composition. – The Commissioners shall be composed of five (5) commissioners who shall elect a Chairperson from among themselves. **For manual election,** there shall be three (3) canvassers authorized by the Board who shall be under the supervision of the COMELEC.

Section 3. Term of Office. – The Commissioners shall be elected during the annual election and shall have a term of two (2) years. The commissioners shall not run or hold any elective office during their period of incumbency.

Section 4. Qualifications. – The following are the qualifications for Commissioners:

1. An active member of PNA;
2. Updated PRC ID to practice nursing in the Philippines;
3. Has served in any capacity as a PNA officer either in the National or Chapter Level;
4. A recognized nursing leader with integrity, objectivity and impartiality;
5. Holder of a master's degree;
6. **Endorsed by the respective chapter through a resolution;**
7. Should not be an incumbent **national** officer in any capacity in the Association.
8. Be a member of an accredited Chapter.
   (As amended during the General Assembly/Meeting held on 20 Oct. 2022)

Section 5. Powers, Duties and Functions. – The COMELEC shall have the exclusive powers to enforce and administer all provisions, rules and regulations and policies relative to the conduct of the elections. Their duties shall be:

a. To promulgate and enforce, in consultation with the Board the rules and regulations governing the nomination of candidates and the conduct of the national election;
b. To proclaim the winners;
c. To receive, investigate and act on complaints under oath relative to elections;
d. To ensure compliance to the Election Code concerning the National and Local elections;
e. To plan for the annual programs and activities of COMELEC;
f. To receive nominations from concerned chapters and screen qualifications of nominees;
g. To make an official list of qualified nominees;
h. **To release an official list of qualified electorates a month prior of the election day.**
i. To monitor the conduct of the election;
j. To designate canvassers who shall be responsible for counting and tallying the votes; and
k. **To proclaim the winners.**
   (As amended during the General Assembly/Meeting held on 20 Oct. 2022)

For the purpose of expediency, the respective signatories can sign documents, and the officers can also start planning for their respective functions/responsibilities regarding their Plan of Action during their Term of Office.

Section 6. Vacancy. – In the event of any vacancy in the COMELEC, except by removal or expiration of term, the candidate who obtained the next highest vote during the last elections

shall serve the unexpired term. In the absence thereof, the Board of Governors shall select the replacement from among the recommendees of the local NOMELEC.

Section 7. Meetings. – The Commissioner shall three (3) regular meetings as authorized by the Board. In the event that there are cases brought to their attention, they shall meet as the need arises to resolve the case expeditiously.

Section 8. Honorarium. – The Commissioners shall receive honorarium as determined by the Board of Governors subject to availability of funds and existing policies

Section 9. Annual Budget. – The Commissioners shall prepare an annual budget for its operations for incorporation in the annual budget. *(As amended during the General Assembly/Meeting held on 20 Oct. 2022)*

Section 10. Rules of procedure; Election Code. – The COMELEC shall come up with its own rules of procedure and election code in order to implement its mandate faithfully, subject to the approval of the Board of Governors and by the House of Delegates. The said rules and election code shall also contain matters pertaining to voting in *absentia*, pursuant to existing laws and SEC rules. *(As amended during the General Assembly/Meeting held on 20 Oct. 2022)*

Section 11. Sanction - Any violation of the provision of theElection Code shall constitute an election offense and shall be penalized under the existing rules of PNA.

Section 12. Failure of Election. It occurs when an election cannot be held or conducted due to inability to vote as defined under the Association By-laws or any other cause such as force majeure, terrorism, violence, fraud, and other analogous causes of such a nature that the holding of a free, orderly and honest election is impossible. In addition, electronic system failure unresolved within forty-eight hours. The COMELEC shall call for another election within a period of thirty (30) days from the date of the failed election. *(As amended during the General Assembly/Meeting held on 20 Oct. 2022)*

Section 13. The COMELEC shall also promulgate rules concerning overseas voting by members abroad. *(As amended during the General Assembly/Meeting held on 20 Oct. 2022)*

ARTICLE X
ELECTIONS

Section 1. Date of Election. – The election of the members of the Board of Governors and the COMELEC shall be held during the scheduled annual convention. The election of local officers shall be held in accordance with their By-laws.

Section 2. Mode of Voting.

a. **Regular Voting – Refers to the process in which members of the Association vote in person via secret or electronic ballot and only processed in a designated area as determined by the COMELEC.**

b. **Overseas Absentee Voting - Refers to the process in which only qualified members of the Association working or living abroad may exercise the right to vote.**
(As amended during the General Assembly/Meeting held on 20 Oct. 2022)

Section 3. Filing of Candidacy. – Any qualified candidate shall file his/her certificate of candidacy to the **COMELEC** not later than sixty (60) days prior to the annual elections. Any incumbent officer who shall run for any other office is deemed resigned upon filing of a certificate of candidacy.

Section 4. Re-electionist Candidate. – All candidates for re-election must be endorsed by the majority members of the regional council, except for zones with only one chapter. In this case, they should be endorsed by the BOGs. *(As amended during the General Assembly/Meeting held on 20 Oct. 2022)*

Section 5. Publication of Official List of Candidates. – The COMELEC shall provide all chapters with a circular on the official list of candidates **one (1) week after the deadline for filing for candidacy.** *(As amended during the General Assembly/Meeting held on 20 Oct. 2022)*

Section 6. Ballots – All **election returns** for physical **or online voting** shall be secured at the PNA Headquarters for three (3) months from the date of the election after which they shall be disposed of if no protests are filed within the period prescribed by the COMELEC's rules. *(As amended during the General Assembly/Meeting held on 20 Oct. 2022)*

Section 7. Election Code – There shall be an Election Code that governs the conduct of the elections which shall be promulgated by the Comelec and approved by the House of Delegates.

Section 8. Proclamation of Election Results. – The winners of the national elections shall be proclaimed by the **COMELEC** not later than the last day of the Annual Convention.

Article XI
ARBITRATION COMMISSION

Section 1. Nature. – The Arbitration Commission shall act as an Advisory Body to the Board of Governors to resolve conflicts, issues, problems, concerns related to the proper implementation of the By-Laws, rules/ regulations/ policies of the Association.

Section 2. Composition. – The Arbitration Commission shall be composed of five (5) commissioners appointed by the Board of Governors from a list of nominees submitted by the general membership. The Commissioners shall elect the Chairman from among themselves. The composition of the Commission shall be one with legal background, one with guidance and counseling background, one with management background, one member of the House of Delegates and one Vice-President of Philippine Nurses Association (any of the two (2)).

Section 3. Qualifications of Commissioners. – a Commissioner must have the following requisites:

a. **Active PNA member with proven integrity, competence and independence; and**
b. Recognized nurse leader;
c. **Preferably with any of the following background in legal, conflict management and arbitration, counseling and human resource management and organizational behavior.**

(As amended during the General Assembly/Meeting held on 20 Oct. 2022)

Section 4. Powers and Functions. – The powers and functions shall be to:

a. Conduct, investigate and resolve conflicts/ issues/ problems/ concerns/ affecting the interest of the general membership.
b. Submit findings and decisions to the board of governors; and
c. Review decision regarding an appeal for reconsideration as per request of aggrieved party/parties.

Section 5. Term. – The Commissioners shall serve for two (2) years but not precluding re-appointment.

Section 6. Meetings. – The Commissioners shall hold meetings only when there is a case referred to them.

Section 7. Honorarium. – The Commissioners shall receive honoraria, the amount of which shall be fixed by the BOG.

Article XII
EXECUTIVE DIRECTOR

Section 1. Nature. – The operations of the Association shall be administered and managed by an Executive Director in accordance with the vision, mission, goals, program thrusts and the policies laid out by the BOG and the officers of the Association and shall be directly responsible to the President.

Section 2. Qualifications. – The Executive Director shall have the following qualifications:

a. Preferably a registered nurse or a holder of any administrative/management related courses;
b. If applicable, an active member of the accredited professional organization for at least five (5) consecutive years prior to her/his appointment;
c. **Preferably** holder of a master's degree in related fields.
d. Five (5) years' experience in administration and management;
e. Leadership/executive ability and good public relations;
f. Committed, dedicated and with integrity; and
g. Physically, mentally & morally fit.

(As amended during the General Assembly/Meeting held on 20 Oct. 2022)

Section 3. Functions. – The Executive Director shall have the following functions:

a. To establish and maintain an effective and efficient management system for the Association**, including supervising and monitoring the administrative staff;**
b. To recommend policies, rules and regulations affecting the welfare of the administrative staff;
c. To conduct a bi-annual performance review of the personnel;
d. **To be responsible** for the completeness, safety and systematic filing **or archiving of** all documents of the Association, not limited to records, communications, transactions and proceedings of minutes of meetings;
e. To submit documents required by various institutions/agencies;
f. To coordinate all activities undertaken within the premises of the national headquarters;
g. To coordinate/arrange the President's schedule of activities;

h. To recommend to the Board of Governors, through the President, the hiring, suspension and termination of personnel;
i. To identify the needs for maintenance and improvement of the physical plant and facilities;
j. To collaborate and coordinate with all the communities in planning, implementing and evaluating the programs/projects/activities of the Association; and
k. **To speak on behalf or represent the association in urgent situations or unforeseen events as designated.**
(As amended during the General Assembly/Meeting held on 20 Oct. 2022)

Section 4. Appointments. – The Executive Director shall be appointed by the Board of Governors in accordance with the provision of the Labor Code.

Section 5. Limitations. – The Executive Director who is a nurse and desires to run for an elective position shall resign at least sixty (60) calendar days prior to the date of elections. The Executive Director shall not hold any elective position during her/his incumbency.

Section 6. Compensation. – The Executive Director shall receive compensation based on the classification system and salary scheme approved by the Board.

Article XIII
THE DEPARTMENTS

Section 1. Organization. – The Association shall have seven (7) departments: Department of Nurses Welfare, Nursing Service, Nursing Education, Nursing Research, Professional Advancement, Internal Affairs and Public Affairs.

Section 2. Composition. – All departments shall be composed of a Chairperson who shall assist the VPPD in planning for and determining the program in support of the Association's vision, mission, thrusts, goals and objectives.

1) **Department of Nurses Welfare**
    i) **Nurses Care Committee**
    ii) **Positive Practice Environment Committee**
    iii) **All Nurses Workers Welfare**
2) **Department of Nursing Service**
    i) **Institutional-based**
    ii) **Community-based**
    iii) **Nurse-led Clinic**
    iv) **Advanced Practice Nursing**
3) **Department of Nursing Education**
4) **Department of Nursing Research**
    i) **Technical Review**
    ii) **Ethics Review**
5) **Department of Professional Advancement**
    ~~i)~~ **Continuing Professional Development (CPD)**
    ii) **PNA Nursing Leadership Institute**
6) **Department of Internal Affairs**
    i) **Membership Committee**
    ii) **Chapter Affairs Committee**
    iii) **Awards, Scholarship and Grants Committee**
    iv) **By-Laws Committee**

v) **Ethics and Professional Conduct Committee**
vi) **International Affairs**
vii) **Ways and Means Committee**

7) **Department of Public Affairs**
   i) **Publications**
   ii) **Public Relations and Advocacy**
   iii) **Corporate Social Responsibility**
   iv) **Disaster Preparedness and Response**
   v) **Cultural, Heritage and Values**

   (As amended during the General Assembly/Meeting held on 20 Oct. 2022)

Section 3. Administrative Support – There shall be paid administrative personnel responsible in carrying out the activities of the different departments.

Section 4. Functions. – The departments shall have the following functions:

a. Department of Nursing Practice – shall encompass institutional and community nursing. It shall:
   1. Identify the needs and problems peculiar to nursing practice as basis for initiating measures that will upgrade the standards of nursing; and
   2. Promote quality care in nursing practice

b. Department of Nurses Welfare – This department shall be responsible for the holistic welfare of nurse members specifically on the aspect of physical safety, security and well-being; ethics and work environment relative to nurses' (as worker/care provider) and patient's (as a recipient of care) rights. This shall include:

1. **Nurses Care Committee (NCC) - shall look into the human aspect and well-being of the nurses (physical, psychological otherwise the health, safety and personal attribute) as they perform their tasks in the workplace.**
2. **Positive Practice Environment Committee (PPEC) shall look after the social and economic realization (awareness), strength and capacity of the nurse for excellence and decent work as they try hard to guarantee the quality of patient care and motivate productivity for consummate individual nurses' performance and the institution.**
3. **All Nurses Workers Welfare (ANWW) – shall serve as an arm to facilitate the processes to the appropriate agencies relevant to registration and operation of the association as workers' association.**

   (As amended during the General Assembly/Meeting held on 20 Oct. 2022)

c. Department of Nursing Service – This department shall be responsible for identifying the needs and problems peculiar to nursing practice as a basis for initiating measures that will advance the standard of nursing care delivery.

1. **Institutional-based – shall actively focus on planning and designing innovative guidelines in providing holistic patient care services in a hospital setting.**
2. **Community-based – shall actively focus on planning and designing innovative guidelines in providing holistic patient care services in a community setting.**
3. **Nurse-led clinic – shall serve as a nursing center-task-force clinic designed to care for the health needs of nurses.**
4. **Advanced Practice Nursing – shall provide support, evaluate and**

recommend changes to the nursing practice act and rules in collaboration with the PRC Board of Nurses.

(As amended during the General Assembly/Meeting held on 20 Oct. 2022)

d. Department of Nursing Education – shall include basic to graduate courses and nursing review programs both local and foreign. It shall:

1. **Identify the needs and problems prevailing in nursing education as a basis for initiating measures that would upgrade the standards of nursing education;**
2. **Participate actively in reviewing and innovating nursing curricula to make it relevant in existing situation.**
3. **Participate actively in the formulation of standards, policies, rules and regulations related in Nursing Education; and**
4. **Coordinate closely with xxx**

e. Department of Nursing Research – This department shall be responsible for transforming and advancing nursing knowledge and practice through extensive research practice and partnerships; conduct research fora and disseminating conducted research studies in nursing.

1. **Technical Review Committee – shall evaluate the relevance and technical/scientific merit of the research protocol also suggest and indicate recommended action.**
2. **Ethics Review Committee – shall review all research studies involving human participants and ensure only to support the research of the highest ethical standards.**

   (As amended during the General Assembly/Meeting held on 20 Oct. 2022)

f. Department of Professional Advancement – This department shall be responsible for providing and ensuring the latest trend of continuous education of a registered professional nurse in maintaining the highest standards, quality nursing practice, education and research.

1. **Continuing Professional Development (CPD) – shall collaborate with the PRC-BON in ensuring that the interdependent nursing practice maintains the high standards of nursing and uphold the public trust, including strengthening capabilities of PNA chapter(s) in designing and accrediting CPD programs.**
2. **PNA Nursing Leadership Institute (PNLI) - shall develop programs in shaping, influencing and advancing leadership skills and advocacy works in the nursing practice and at the executive level for nurses.**

(As amended during the General Assembly/Meeting held on 20 Oct. 2022)

g. Department of Internal Affairs – shall be responsible to the administrative and operational practices of the Association.

1. **Membership Committee – shall analyze and formulate marketing strategies in intensifying membership.**
2. **Chapter Affairs Committee – shall attend to chapter affairs' matters not limited to accreditation but also on needs, concerns and application for recognition before granting accreditation.**
3. **Awards, Scholarship and Grants Committee – shall screen nominees for an**

award and scholarship; and recommend deserving recipients to the Board.

4. By-Laws Committee – shall review and make recommendations to the Board concerning desirable changes in the constitution and by-laws to ensure that current operations are aligned to the Corporate Code and Philippine law.
5. International Affairs Committee – shall assist in the development, sustainability and partnership linkages of international chapters.
6. Ethics and Professional Conduct Committee – shall review the issues of legal ethics and professional conduct arising from the practice or from one of the association members who have violated the CBL and the Code of Ethics in nursing.
7. Ways and Means Committee – shall initiate fundraising projects and recommend what income-generating project to undertake.

(As amended during the General Assembly/Meeting held on 20 Oct. 2022)

h. Department of Public Affairs – shall be responsible in establishing relationship with the public, partners and other stakeholders to maintain a positive view of Philippine nursing and Filipino nurses, and their significant contribution to the health of the Filipino people.

1. Publication Committee – shall oversee and monitor the Association's position in publishing and provide advice the Board on all matters, including quality, policies, strategies and dissemination.
2. Public Relations and Advocacy Committee – shall serve as a channel for communication among the members and the Association on pressing issues and ensure that advocacy needs and supports are recognized, researched and addressed.
3. Corporate Social Responsibility – shall strategize to integrate the social and environmental concerns in the business operations and interactions with their stakeholders that is ethical and beneficial.
4. Disaster Preparedness Committee – shall analyze the Association's disaster management initiatives and evaluate their effectiveness for preparedness, response, recovery and mitigation.
5. Cultural, Heritage and Values – shall promote professional values and preserve and enhance unique cultural practices, including sensitivity and love for the country.

(As amended during the General Assembly/Meeting held on 20 Oct. 2022)

Article XIV
SURETY BONDS

Section 1. All elected officers/PNA staff handling monies/finances of the Association shall be provided with Surety Bond.

Article XV
THE OFFICIAL PUBLICATION

Section 1. Official Publication. – The Association's official publication is known as Philippine Journal of Nursing (PJN)**, which serve as venue for publication of scientific and research papers in the areas of nursing practice and nursing education.** The PJN shall be published twice a year.

The official publication will be headed by the Editor-In-Chief and duly appointed by the Board of Governors. He/she shall serve a term of two (2) years and renewable.
(As amended during the General Assembly/Meeting held on 20 Oct. 2022)

Section 2. Official Newsletter. – The Association's official newsletter is known as SINAG, which disseminates news and information regarding the Association to its member and the general public. *(As amended during the General Assembly/Meeting held on 20 Oct. 2022)*

Article XV*I*
CALENDAR YEAR

Section 1. Period. – **The calendar year of the Association shall be January 1 to December 31.**
(As amended during the General Assembly/Meeting held on 20 Oct. 2022)

Article XVI*I*
AMENDMENTS AND REPEAL OF BY-LAWS

Section 1. Amendment to By-laws. – **A majority of the BOG and the Members, at a regular or special meeting duly called for the purpose, may amend or repeal the by-laws or adopt new by-laws duly concurred in and accepted by the General Membership at the General Assembly.** *(As amended during the General Assembly/Meeting held on 20 Oct. 2022)*

Section 2. Process of Amendment – must pass through the following procedures:

a. **The BOG shall recommend to the CBL Committee any proposed amendments on the existing CBL based from the collated resolutions and recommendations on the different chapters, governors, department and committee divisions, and as required by the Corporation Code of the Philippines;**
b. **After deliberations, the CBL committee shall submit the amendments to the BOGs for review and approval;**
c. **Thereafter, a copy of all the amendments will be sent to the different chapters two (2) weeks before the start of the General Assembly for a scheduled deliberation.**
d. **After deliberations in the General Assembly, the Board of Governors shall then schedule the ratification, by means of plebiscite, of the new Constitution and By-Laws, which shall not be later than thirty (30) days from the deliberations.**
e. **Whenever the by-laws are amended or new by-laws are adopted, the corporation shall file with the Commission (SEC) such amended or new by-laws, duly certified under oath by the Corporate Secretary and a majority of the BOG.**
f. **Upon effectivity of the amendments to the new By-laws, all existing provisions and any of the codes of the Association that are inconsistent with the amendments and the Corporation Code of the Philippines shall be deemed repeal.**

(As amended during the General Assembly/Meeting held on 20 Oct. 2022)

Article XVIII
INDEMNIFICATION

Section 1. **Indemnification of the Governor(s) and Officer(s) – a governor or officer who is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative, because s/he is a member of the Board or officer of the Corporation serving the Association shall be indemnified and held harmless by the Association to the fullest extent permitted by applicable law. The indemnification shall be limited to expenses including attorney's fees, judgments, penalties, fines and amount paid in settlement actually and reasonably incurred by such person in connection with the action, suit or proceeding. The indemnification shall apply provided that the person acted in good faith or believed to be in the best interest of the Association. Furthermore, this indemnification shall only be made after an affirmation vote of a majority in the interest of the Board, followed by an agreement or contract approved thereof.** *(As amended during the General Assembly/Meeting held on 20 Oct. 2022)*

Section 2. Non-exclusivity of Rights – with any indemnification request that is made according to Section 1 herein, if such request is made by an individual who is not currently serving as a member of the Board or officer of the Corporation due to the expiration of term or resignation related to health condition, the Association may indemnify and pay advance expenses to the person to the same extent and conditions under which it may indemnify the current member of the Board or officer of the Corporation may have or hereafter acquired under the provision of this Article. *(As amended during the General Assembly/Meeting held on 20 Oct. 2022)*

Article XIX
EFFECTIVITY

Section 1. Effectivity - The provision of this Amendment will enter into full force and be binding as of the date of issuance of the certification by the SEC. This CBL will take effect upon the approval of the Securities and Exchange Commission and shall be published in Official Publication of the Philippine Nurses Association which is the Philippine Journal of Nursing and in a newspaper of general circulation in the Philippines.
(As amended during the General Assembly/Meeting held on 20 Oct. 2022)

IN WITNESS WHEREOF, we have hereunto signed this certificate this JAN 2 9 2024 day of _____ at CITY OF MANILA.

BOARD OF GOVERNORS 2023

JOSEPH STEPHEN A. DESCALLAR
TIN: 253-831-922-000

ELMER G. ORGANIA
Corporate Secretary
TIN: 942-414-284

MELVIN D. MIRANDA
TIN: 219-732-419

ELMER D. BONDOC
TIN: 248-269-091

SALVADOR P. BONNEVIE, JR.
TIN: 104-090-347

MARIA LOURDES C. BAÑAGA
TIN: 000-174-058-218

GLORIA G. YANG
TIN: 191-390-153

INGRID S. YAP
TIN: 907- 497- 339

JANNICE ANN B. BUNSOY
TIN: 915-546-599

JUDITH ODANEE G. MAGWILANG
TIN: 173-571-349

ZENAIDA M. BAUTISTA
TIN: 155-514-481

LETICIA B. PUGUON
TIN: 135-411-073

MA TERESA G. DE ALBAN
TIN: 101-208-260-000

ROSANA GRACE BELO- DELARIARTE
TIN: 143-259-223

ALFON GUILLER D. DAGA
TIN: 276-823-153

JOSEPHINE C. PARAGAS
TIN: 140-016-422

FATIMA C. TANZO
TIN: 190-975-566

ROY CRESENCIO R. LINAO, JR.
TIN: 160-122-788

YASMIN M. BACARAT
TIN: 941-609-474

JED PATRICK M. CATALAN
TIN: 485-456-663-000

SUBSCRIBED AND SWORN to before me this _____ day JAN 29 2024,
at CITY OF MANILA by the above-named persons who exhibited to me their valid government identification cards as indicated below:

NAME	PRC ID	Date and Place Issued
GOV. JOSEPH STEPHEN A. DESCALLAR	0401512	9/11/2006 – Cebu City
GOV. ELMER G. ORGANIA	0413724	1/11/2007 – Sultan Kudarat
GOV. MELVIN D. MIRANDA	0315269	1/13/1998 – Pampanga
GOV. ELMER D. BONDOC	0403978	10/30/2006 – Pampanga
GOV. SALVADOR P. BONNEVIE, JR.	0562328	8/12/2009 – Manila
GOV. MARIA LOURDES C. BAÑAGA	0205291	2/1/1993 – Batangas
GOV. GLORIA G. YANG	0076582	10/3/1997 – Manila
GOV. INGRID S. YAP	0070619	9/13/1976 – Manila
GOV. JANNICE ANN B. BUNSOY	0326012	1/22/1999 – Manila
GOV. JUDITH ODANEE G. MAGWILANG	213569	3/16/1993 – Baguio
GOV. ZENAIDA BAUTISTA	0133422	8/27/1982 – Pangasinan
GOV. LETICIA B. PUGUON	0065993	9/13/1976 – Nueva Vizcaya
GOV. MA. TERESA G. DE ALBAN	0146027	2/26/1985 – Naga City
GOV. ROSANA GRACE BELO- DELARIARTE	0084964	10/9/1978 – Iloilo City

GOV. ALFON GUILLER. D. DAGA	0550998	5/18/2009 – Leyte
GOV. JOSEPHINE C. PARAGAS	0141697	1/5/1984 – Zambo. City
GOV. FATIMA C. TANZO	0308360	5/19/1997 – Bukidnon
GOV. ROY CRESENCIO R. LINAO, JR.	0197561	08/12/1992 – Davao City
GOV. YASMIN M. BACARAT	0157035	3/18/1988 – Marawi City
GOV. JED PATICK M. CATALAN	0617568	4/8/2010 – Surigao del Sur

NOTARY PUBLIC

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Series of 2024

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NOTARY PUBLIC, ROLL NO. 60777
PTR No.1527767 Issued on Jan. 2, 2024 until Dec. 31, 2024 Manila
IBP Lifetime No. 14599 Issued on Feb. 2, 2016
Commission No. 2023-018 Issued on Nov. 18, 2022 Effective Jan. 1, 2023 Until Dec. 31, 2024/Manila
MCLE No. VII-0001648 Issued on Nov. 20, 2019 Valid Until April 14, 2025 Pasig City
Office Address: L2F1 Upper Ground Floor, Burgundy Transpacific Place,
2444 A. Taft Avenue, Malate, Manila 1004

Republic of the Philippines}
City of City of Manila } S.S.

SECRETARY'S CERTIFICATE

I, **GOV. ELMER G. ORGANIA,** of legal age, married, a resident of Lot 3 Blk 3 Montiville Subdivision, Tacurong City, Sultan Kudarat, 9800, being duly sworn, depose and state that:

1. I am the duly elected and qualified Corporate Secretary of **PHILIPPINE NURSES ASSOCIATION INC.** (the Corporation), a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines, with principal office address at 1663 F.T. Benitez St., Malate, Manila, after having been sworn in accordance with law, HEREBY CERTIFIES that:

2. To the best of my knowledge, no action or proceeding has been filed or is pending before any court involving an intra-corporate dispute and/or claim by any person or group against the Board of Trustees, individual directors and/or mayor corporate officers of the Corporation as its duly elected and/or appointed trustees or officers or vice versa, including during: (1) the Board of Directors' meeting on October 20, 2022 at the principal office of the corporation for the amendment of the By-laws of the Corporation.

Quezon City FEB 12 2024 day of _____2024,

ELMER G. ORGANIA
Corporate Secretary

SUBSCRIBED AND SWORN To before me this _____ day of FEB 12 2024 in City of Manila Philippines, affiant exhibiting to me his/her _____ issued on ____ at _____.

NOTARY PUBLIC

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Book No.: Quezon VIII
Series of 2024

ATTY. GARY CAMITAN AURE
NOTARY PUBLIC, ROLL NO. 60777
PTR No. 532767 Issued on Jan. 2, 2024 until Dec. 31, 2024 Manila
IBP Lifetime No. 14595 Issued on Feb. 2, 2016
Commission No. 2023-018 Issued on Nov. 18, 2022 Effective Jan. 1, 2023 Until Dec. 31, 2024 / Manila
MCLE No. VII-0021640 Issued on Nov. 28, 2019 valid Until April 14, 2025 Pasig City
Office Address: L2F1 Upper Ground Floor, Burgundy Transpacific Plaza
2444 A. Taft Avenue, Malate, Manila 1004

SECURITIES AND EXCHANGE COMMISSION
CRMD
13 FEB 2024
RECEIVED
By: Time:

TRUSTEES' CERTIFICATE

KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned majority of the Trustees and the Corporate Secretary of **PHILIPPINE NURSES ASSOCIATION, INC.** do hereby certify that the **New By-Laws** of said corporation was adopted by a quorum represented by a majority vote of the trustees and the vote of two-thirds (2/3) of its membership at a meeting held on October 20, 2022 at the principal office of the corporation.

The provisions adopted to the attached **New By-Laws** refer to **the General Assembly/National Convention conducted last October 20, 2022, the Board of Governors presented to the entire membership the proposed revision to the 2016 PNA Constitution and By-Laws**

We further certify that the attached New By-Laws is true and correct copy thereof.

IN WITNESS WHEREOF, we have hereunto signed this certificate this JAN 29 2024 day of _____ at CITY OF MANILA.

BOARD OF GOVERNORS 2023

JOSEPH STEPHEN A. DESCALLAR
TIN: 253-831-922-000

ELMER G. ORGANIA
Corporate Secretary
TIN: 942-414-284

MELVIN D. MIRANDA
TIN: 219-732-419

ELMER D. BONDOC
TIN: 248-269-091

SALVADOR P. BONNEVIE, JR.
TIN: 104-090-347

MARIA LOURDES C. BAÑAGA
TIN: 000-174-058-218

GLORIA G. YANG
TIN: 191-390-153

INGRID S. YAP
TIN: 907- 497- 339

JANNICE ANN B. BUNSOY
TIN: 915-546-599

JUDITH ODANEE G. MAGWILANG
TIN: 173-571-349

ZENAIDA M. BAUTISTA
TIN: 155-514-481

LETICIA B. PUGUON
TIN: 135-411-073

MA TERESA G. DE ALBAN
TIN: 101-208-260-000

ROSANA GRACE BELO- DELARIARTE
TIN: 143-259-223

ALFON GUILLER D. DAGA
TIN: 276-923-153

JOSEPHINE C. PARAGAS
TIN: 140-016-422

FATIMA C. TANZO
TIN: 190-975-566

ROY CRESENCIO R. LINAO, JR.
TIN: 160-122-788

YASMIN M. BACARAT
TIN: 941-609-474

JED PATRICK M. CATALAN
TIN: 485-456-663-000

SUBSCRIBED AND SWORN to before me this _____ day of JAN 2 9 2024, at CITY OF MANILA by the above-named persons who exhibited to me their valid government identification cards as indicated below:

NAME	PRC ID	Date and Place Issued
GOV. JOSEPH STEPHEN A. DESCALLAR	0401512	9/11/2006 – Cebu City
GOV. ELMER G. ORGANIA	0413724	1/11/2007 – Sultan Kudarat
GOV. MELVIN D. MIRANDA	0315269	1/13/1998 – Pampanga
GOV. ELMER D. BONDOC	0403978	10/30/2006 – Pampanga
GOV. SALVADOR P. BONNEVIE, JR.	0562328	8/12/2009 – Manila
GOV. MARIA LOURDES C. BAÑAGA	0205291	2/1/1993 – Batangas
GOV. GLORIA G. YANG	0076582	10/3/1997 – Manila
GOV. INGRID S. YAP	0070619	9/13/1976 – Manila
GOV. JANNICE ANN B. BUNSOY	0326012	1/22/1999 – Manila
GOV. JUDITH ODANEE G. MAGWILANG	213569	3/16/1993 – Baguio
GOV. ZENAIDA BAUTISTA	0133422	8/27/1982 – Pangasinan
GOV. LETICIA B. PUGUON	0065993	9/13/1976 – Nueva Vizcaya
GOV. MA. TERESA G. DE ALBAN	0146027	2/26/1985 – Naga City
GOV. ROSANA GRACE BELO- DELARIARTE	0084964	10/9/1978 – Iloilo City
GOV. ALFON GUILLER. D. DAGA	0550998	5/18/2009 – Leyte
GOV. JOSEPHINE C. PARAGAS	0141697	1/5/1984 – Zamboanga City
GOV. FATIMA C. TANZO	0308360	5/19/1997 – Bukidnon
GOV. ROY CRESENCIO R. LINAO, JR.	0197561	08/12/1992 – Davao City
GOV. YASMIN M. BACARAT	0157035	3/18/1988 – Marawi City
GOV. JED PATICK M. CATALAN	0617568	4/8/2010 – Surigao del Sur

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NOTARY PUBLIC

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IBP Lifetime No. 14599 Issued on Feb. 2, 2016
Commission No. 2023-018 Issued on Nov. 18, 2022 Effective Jan. 1, 2023 Until Dec. 31, 2024/Manila
MCLE No. VII-0001646 Issued on Nov. 20, 2019 Valid Until April 14, 2025 Pasig City
Office Address: L2F1 Upper Ground Floor, Burgundy Transpacific Place,
2444 A. Taft Avenue, Malate, Manila 1004

Republic of the Philippines
Department of Finance
Securities and Exchange Commission

ANNEX "G"

NOTICE TO CHANGE E-MAIL ADDRESS AND/OR MOBILE NUMBER
(for Corporations)

Corporate name: *Philippine Nurses Association, Inc.*

SEC registration number: *0000004383*

Electronic mail address to be replaced: _____

New Electronic mail address: _____
Designation of New E-mail Address (check the appropriate box):

[ ] Official [ ] Alternate

Mobile Number to be replaced: _____

New Mobile Number: _____
Designation of New Mobile Number (check the appropriate box):

[ ] Official [ ] Alternate

AUTHORIZATION

*I, **[ELMER C. ORGANIA]**, the duly authorized representative of **[Philippine Nurses Association, Inc.]**, (hereinafter "the Corporation"), a corporation duly organized and existing under the laws of the Philippines, with office address at **[1663 F.T. BENITEZ ST. MALATE, MANILA]**, and SEC Registration Number [SEC Registration Number], hereby authorize the Securities and Exchange Commission of the Philippines to send notices, letter-replies, orders, decisions, and/or other documents emanating from the Commission through the Corporation's electronic ("e-mail") address [new e-mail address of the Corporation], and/or mobile number [new mobile number of the Corporation] for the purpose of complying with the notice requirement of administrative due process.*

or

CERTIFICATION OF AUTHORIZATION

*I, **[ELMER C. ORGANIA]**, the duly elected/appointed corporate secretary of **[Philippine Nurses Association, Inc]**, (hereinafter "the Corporation"), a corporation duly organized and existing under the laws of the Philippines, with office address at [principal office address], and SEC Registration Number [SEC Registration Number4383], hereby certify that, in a resolution dated [January 27, 2023], the board of directors/trustees of the Corporation approved the designation of the following electronic ("e-mail") address, **[philippinenursesassociation@yahoo.com.ph]**, and/or mobile number [09190857361/09190857361], and authorized the Securities and Exchange Commission of the Philippines to send notices, letter-replies, orders, decisions, and/or other documents emanating from the Commission through the foregoing e-mail address and/or mobile number for the purpose of complying with the notice requirement of administrative due process.*

***IN WITNESS WHEREOF**, I have hereunto affixed my signature this* JAN 2 9 2024 *day of* _____ *at* CITY OF MANILA.

ELMER C. ORGANIA
[Signature over printed name]
Representative/Corporate Secretary

SUBSCRIBED AND SWORN TO
before me this JAN 2 9 2024 in Manila Philippines

ATTY. GARY CAMITAN AURE
NOTARY PUBLIC, ROLL NO. 60777
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