

REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMISSION
SEC Building, Edsa Greenhills
City of Mandaluyong, Metro Manila

COMPANY REG. NO. 12848

CERTIFICATE OF FILING OF AMENDED BY-LAWS

KNOW ALL MEN BY THESE PRESENTS:

THIS IS TO CERTIFY that the Amended By-Laws of

SANGGUNIANG LAIKO NG PILIPINAS, INC.

Copy annexed, adopted on October 25, 2003 by at least majority vote of the Board of Trustees and by the vote of at least majority of the members and certified under oath by the Corporate Secretary and majority of the said Board was approved by the Commission on this date pursuant to the provisions of Section 48 of the Corporation Code of the Philippines, Batas Pambansa Blg. 68 approved on May 1, 1980, and copies thereof are filed with the Commission.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed at Mandaluyong City, Metro Manila, Philippines, this _____ day of November, Two Thousand and Four.

BENITO A. CATARAN
Director
Company Registration and Monitoring Department

**AMENDED BY LAWS
OF SANGGUNIANG LAIKO NG PILIPINAS, INC.**

ARTICLE I. PRINCIPAL OFFICE

Sec. 1. The principal office of the SANGGUNIANG LAIKO NG PILIPINAS (LAIKO) formerly known as COUNCIL OF THE LAITY OF THE PHILIPPINES, INC. shall be located at LAIKO Building, 372 Cabildo Street, Intramuros, Manila.

ARTICLE II. MEMBERSHIP

Sec. 1. All Catholic Lay faithful are members of the Laity. They shall be represented at LAIKO at every meeting held nationally to be known as NATIONAL ASSEMBLY by:

1.1. Three (3) officially designated officers or leaders of their respective Archdiocesan/Diocesan Councils of the Laity, and

1.2. Three (3) officially designated officers and leaders of duly accredited Catholic (Lay) National Organizations which have at least ten (10) diocesan chapters or units distributed among the four regions of Luzon, Visayas, and Mindanao, and the National Capital Region.

Sec. 2. Diocesan Councils of the Laity shall be established in every diocese of the Philippines.

ARTICLE III. ORGANIZATION

Sec. 1 The National Spiritual Director. There shall be a National Spiritual Director who is the designated Chairman of the Episcopal Commission on the Laity or ECLA. He shall serve as the spiritual guide and animator of LAIKO. He shall also bring to the attention of the LAIKO the decisions, opinions, and recommendations of the ECLA affecting the LAIKO and vice versa.

Sec. 2 The Board of Directors. There shall be a Board of Directors, which is the highest policy – making body of the LAIKO. It shall be composed of fifteen (15) members who shall be elected at large. The Board of Directors shall elect from among themselves four (4) Vice Presidents, representing the Ecclesiastical Province of Manila, Luzon, Visayas, and Mindanao, the Board may, after proper consultation with the authorities concerned, designate from among the elected Board Members of the Vice Presidents representing the Ecclesiastical Province of Manila, Luzon, Visayas, and Mindanao.

As amended October 25, 2003

2.1.The members of the Board shall serve for a term of two (2) years.

2.2.Immediately after the election, the Directors shall elect from among themselves by secret ballot the President, the Executive Vice President, and the Treasurer. The four (4) members of the Board Shall automatically be the Vice-Presidents for their respective regions. Thereafter, the Board of Directors shall meet once a quarter at a fixed time and day it shall designate.

2.3. The Corporate Secretary and the Auditor shall be appointed by the Board of Directors.

As amended October 25, 2003

Sec. 3. The Executive Committee. There shall be an Executive Committee shall be composed of the President, who will serve as its head, the Executive Vice-President, the four (4) Vice-Presidents, the Treasurer, the Secretary, the PRO and the Auditor, and other members of the Board as

As amended October 25, 2003

shall be recommended by the President and approved by the Board. The Executive Committee shall coordinate and implement all Board policies, Plans, and programs.

Sec. 4 Standing Committees shall also be created by the Board upon the

As amended October 25, 2003

recommendation of the President. The heads and members of the various committees shall be appointed by the President from among dedicated and qualified lay leaders. He shall, however, submit such appointments to the National Spiritual Director for his counsel and to the Board of Directors for confirmation. The committee shall act on special, emergency, immediate, or urgent matters.

Sec. 5. The Board of Advisers. There shall be a Board of Advisers which shall composed of past Presidents and past Chairpersons of LAIKO. They shall elect from among themselves their Chairman, who shall serve for a term of two years.

As amended October 25, 2003

ARTICLE IV. OFFICERS

Sec. 1. The following shall be the principal officers of LAIKO: the President, the Executive Vice-President, the four (4) Vice-Presidents, one (1) each for the Ecclesiastical Province of Manila, Luzon, Visayas, and Mindanao; the Corporate Secretary, the Corporate Treasurer, the Public Relations officer (P.R.O) and the Auditor.

ARTICLE V. DUTIES OF OFFICERS

Sec. 1. The President. He shall have the following duties:

- a) Preside over the regular and special meetings of the Board and the National Assembly; *As amended October 25, 2003*
- b) Act as a Chief Executive Officer of the LAIKO;
As amended October 25, 2005
- c) With the prior consent of the Board, sign and execute all contracts,
As amended October 25, 2003
deeds and conveyance on behalf of LAIKO.
- d) Accept donations, gifts, grants and other request in favor of
LAIKO;
- e) Sign and Countersign all checks and other instruments of
disbursements.
- f) Appoint other officers and employees of the LAIKO and dismiss them
For the cause after due process;
- g) Prepare programs of activities and budgets of the organization;
- h) Perform such other duties as are inherent in the Office of the
President as well as those duties that are vested upon him by the
Board and ECLA.

Sec. 3. The Executive Vice-President. He shall have the following duties:

- a) Act as the President if qualified in the latter's absence and succeed
the authority of the President if the office becomes vacant until such
time as a new President shall have been elected;
- b) Officially represent the President in external functions in the latter's
absence; and
- c) Exercise such other powers as may be delegated to him by the Board
By the President from time to time.
As amended October 25, 2003

Sec. 4. The Regional Vice-Presidents. The four (4) vice-Presidents for
Ecclesiastical Province of Manila, Luzon, Visayas, and Mindanao shall
organize the Diocesan Councils of the Laity and supervise, coordinate and
promote lay apostolate in their respective regions. They shall from time to
time perform such other functions as may be assigned to them by the
Board and by the President from time to time. *As amended October 25,
2003*

As amended October 25, 2003

Sec. 5. The Corporate Secretary. He shall have the following duties:

- a) Prepare the agenda, the minutes, and other documents of meetings of the Board, the Executive Committee, and the National Assembly; *As amended October 25, 2003*
- b) Send notices of meetings;
- c) Act as a custodian of all documents and correspondences;
- d) Prepare all reports to the Securities and Exchange Commission;
- e) Submit at all regular and special meetings of the organization, reports on the activities, affairs, and issuances of the LAIKO, The Diocesan Councils, and the National Lay Organizations;
- f) See that all orders and resolutions of the foregoing Councils and the National Assembly are faithfully implemented;
- g) Satisfy Inquiries regarding the lay apostolate, take care of the Correspondences of the organization, and collect information on the activities of lay apostolic organizations both domestic and foreign;
- h) Delegate routine secretarial work to the LAIKO office staff, at his/her discretion;
- i) Perform such other duties as may be assigned to him by the Board and by the President from time to time.
As amended October 25, 2003

Sec. 6. The Corporate Treasurer. He shall have the following duties:

- a) Deposit and keep in the proper banks and institutions designated by the Board, the contribution, funds, and money of the LAIKO;
- b) Make and keep an accurate account of all receipts and disbursements of all funds, inventories, properties, and all financial documents of the LAIKO in appropriate books and records in accordance with existing laws;
- c) Sign all checks and other instruments for disbursements with proper co-signatories;
- d) Support with receipts and vouchers and other written evidences all disbursements and obligations incurred by the LAIKO;
- e) Render a financial account of all the receipts and disbursements of the funds in regular meetings of the Board;

- f) Post a bond if required by the Board for the faithful compliance of his duties;
- g) Although the organization is tax exempt, prepare a yearly income tax return in compliance with the Internal Revenue regulations;
- h) Delegate routine clerical work to the LAIKO office staff, at his/her discretion; and
- i) Perform such other duties as may be assigned by the Board and by the President from time to time.
As amended October 25, 2003

Sec. 7. The Public Relation Officer. He shall have the following duties:

- a) Publish and disseminate information about the LAIKO in coordination with the President; and
- b) Perform other duties as may be assigned by the Board and by the President from time to time.
As amended October 25, 2003

Se. 8. The Corporate Auditor. He shall have the following duties:

- a) Perform the regular yearly verification and examination of financial statements and related accounting records of the organization in accordance with existing laws;
- b) Render an opinion as to the fairness and accuracy of the Organization's statement of financial condition and results of its operations in conformity with generally accepted accounting principles;
- c) Submit to the Board a quarterly audit report on the financial conditions of LAIKO; and
- d) Perform such other duties as may be assigned to him by the Board and by the President from time to time.
As amended October 25, 2003

ARTICLE VI. MEETINGS

The following shall meet:

- a) The accredited delegates of the general membership shall meet bi-Annually in a National Assembly at a place and on a date fixed by the Board. The vote of majority of the delegates present shall be sufficient to decide matters submitted to it, except those matters where the Corporation Code requires affirmative vote of a greater

proportion and provided adequate notice of meeting had been given to all accredited Diocesan Councils and National Lay Organization.

- b) The Executive Committee shall meet monthly or at the call of the President or of at least three (3) members of the Committee. The quorum shall be a simply majority of its members.
- c) The Board of Directors shall meet once every quarter; or when called to a special meeting as the need arises.
As amended October 25,2003

ARTICLE VII. ELECTIONS

Sec. 1. The following shall be entitled to vote and to be elected into office in the election of the National Assembly on the last Saturday of October and at a place to be fixed by the *As amended October 25, 2003* Board, provided notice shall have been sent all accredited members, to wit: *As amended October 25, 2003*

1.1a. Each of the members of the incumbent Board;

1.1b. Each of the three (3) accredited voting lay delegates representing each accredited Diocesan Council; and

1.1c. Each of the three (3) accredited voting lay delegates representing each accredited National Lay organization.

Sec. 2. The names, affiliations and curriculum vitae of all nominees for elections shall be endorsed by the Bishop of the Diocese for the Diocesan Council or by the Spiritual Director *As amended October 25, 2003* of the National Lay Organization, and submitted to the Episcopal Commission on The Laity for the approval one month prior to the National *As amended October 25, 2003* Assembly provided that the nominees are present during the election; *As amended October 25, 2003* provided further that no proxy voting shall be allowed, and that voting be by secret ballot.

2.1 No floor nomination shall be allowed.

2.2. The decision of the Committee on Elections shall be final and not appealable.

Sec. 3 **Tenure.** All officers (except the National Spiritual Director) and members of the Executive Committee shall serve for a term of two (2) years. An officer except the National President may be reelected *As amended October 25, 2003* for another term of two (2) years but in no case shall serve beyond

the maximum of two (2) consecutive terms for the same office. except for the President, Executive Vice-President, Regional Vice-Presidents and Treasurer, all other officers need not be a director.
As amended October 25, 2003

3.1.The National President shall serve for a term of two (2) years without re-election; provided however, that after the term of office of the President, he shall automatically serve as ex-officio member of the Board of Directors for a term of two (2) years. Provided finally, that after his term as ex-officio member of the Board of Directors, he shall become member of the LAIKO's Board Advisers which is composed of LAIKO's Past Presidents and Chairpersons.

As amended October 25, 2003

ARTICLE VIII. BUDGET AND FINANCE

Sec. 1. The Board of Directors shall have control and supervision of all monies, Properties, finances, contractual transactions, and obligations of the LAIKO. The Treasurer; at the least two months prior to the beginning of the next calendar year shall prepare and recommend through the President an annual operating budget for the Board approval.

As amended October 25, 2003

This shall se without prejudice, however, to his submission through the President for approval by the Board of such supplemental budgets, as may
As amended October 25, 2003

deemed expedient or in the best interest of LAIKO.

Sec. 2. No amount shall be disbursed by the Treasurer unless the expenditure is provided in the budget and unless it bears the written approval of the President or in his absence, by the Executive Vice-President.

Sec. 3.No check, letter of exchange, promissory notes, letters of credit, deposited funds or property of the organization shall be disbursed unless authorized or approved by the the President or in his absence, by the Executive Vice-President and countersigned by the Treasurer. Withdrawals shall be signed by any two (2) out of the three (3) aforementioned officers

ARTICLE IX. AMENDMENTS

SEC. 1. These by-laws may be amended, repealed or altered in whole or in part
Upon the initiation of the majority of the members and by the majority of the Directors at the regular or special meetings called for that purpose and ratified by majority of the voting delegates present in the National Assembly.

Sec. 2. The Board of Directors may adopt additional implementing guidelines in harmony with the foregoing By-Laws and their amendments.

IN WITNESS WHEREOF, the undersigned members of the Board of Directors present at a meeting and voting thereat in favor of the adoption of the By-Laws, have hereunto subscribed our names this 25th day of October, at the Sarto Hall, CLP Building, Intramuros, Manila.

MOST REV. GABRIEL REYES, D.D.
National Spiritual Director

MA. EMMA C. RICAFORTE
Secretary

JOSE B. LUGAY
Chairman

MA. AMELIA MEÑEZ-ZAFRA
Treasurer

JOSE D. VILLANUEVA
National President

PABLO L. R. RONQUILLO
Auditor

MA. ABELIA A. DUMAS
Executive Vice President

EDGARDO J. T. TIRONA
PRO

RICARDO S. D. LEDESMA
Vice President for Manila

ROSALINDA Y. BORCI
Board Member

CANDIDO P. VILLANUEVA
Vice President for Luzon

QUINTIN C. EALA, JR
Board Member

LINDA T. TACORDA
Vice President for Visayas

CIRILO T. MARQUEZ
Board Member

ATILANO D. ALABATA
Vice President for Mindanao

ERNESTO M. BURDEOS
Board Member