

**BYLAWS**  
**OF THE**  
**THE PHILIPPINE GLOBAL EXPLORERS, INC.**

Doing Business under the name and style of

**THE PHILIPPINE GLOBAL EXPLORERS**

**ARTICLE I**

**MEETING OF THE MEMBERS OF THE ASSOCIATION**

**Section 1. General Annual Meeting** – The General Annual Meeting of the Members of the Philippine Global Explorers (the “Association”) shall be held at the principal office of the Association or alternative venues, including holding such meetings via online video conferencing subject to approval by the Board of Directors, which shall be held every last month (December) of each fiscal year.

**Section 2. Special Meeting** – Any other meeting (“Special Meeting”) of the Members shall be called as the need thereof arises by the Chairman or upon petition of 1/3 of the current total Members of the Association.

**Section 3. Meeting Notices** – Notices of the time and place of annual and special meetings of the Members shall be given via SMS messages, electronic email, or social media channels, to the numbers, addresses, and channels which are registered with the Corporation, at least two [2] weeks before the date set for such meeting. The notice of every Special Meeting shall state briefly the purpose or purposes of the meeting.

**Section 4. Quorum** – A quorum for any General Annual Meeting or Special Meeting of the Members shall consist of 1/3 of the Members and a majority of such quorum may decide on any question or motion at the meeting, except those matters where the Corporation Code of the Philippines specifically requires the affirmative vote of a supermajority or (2/3) of the total membership.

**Section 5. Order of Business** – The order of business at the General Annual Meeting of the Members shall be as follows:

- a. Proof of service of the required notice of hearing.
- b. Proof of presence of a quorum.
- c. Approval of the minutes of the previous General Annual Meeting.
- d. Unfinished business.
- e. Report of the Chairman.

- f. Report of the Treasurer.
- g. Election of the Board of Directors for the next term (every other year).
- h. Other matters.

**Section 6. Manner of Voting** – Each Member shall be entitled to one (1) vote and such member may vote (a) in person; (b) by proxy, which shall be in writing and filed with the Secretary of the Association before the scheduled meeting; and (c) through remote communication i.e., teleconference or video conference.

## **ARTICLE II**

### **BOARD OF DIRECTORS**

**Section 1. Board of Directors** – The corporate powers of the Association shall be exercised, its business conducted, and its property controlled by the Board of Directors.

**Section 2. Qualifications** – The Directors to be elected must be of legal age, a current Member of the Association, and endorsed by the Nominations Committee.

**Section 3. Responsibilities of Directors** – Each director on the Board (“Director”) is responsible for overseeing the success of the Association and acting in the best interests of the Association and its Members. In carrying out his or her Director responsibilities, each Director is required to act: (1) in good faith; (2) with care an ordinary prudent person in a like position would exercise under similar circumstances; and (3) in a manner he or she believes to be in the best interests of the Association. Responsibility of a Director is to attend the regular Board of Directors meetings in order to make decisions on all matters that affect the Association including appointment and removal of the Association’s Officers.

**Section 4. Meeting** – The Board will regularly hold quarterly meetings which shall be on the **second Saturday of March, June, September and December**. A quorum shall consist of majority of board members. Regular attendance at Board meetings is mandatory. Meeting materials should be reviewed in advance. Any Special Meeting of the Board shall be called as the need thereof arises by the Chairman.

**Section 5. Disqualification of Directors** – In addition to the grounds for disqualification provided in Republic Act No. 11232, otherwise known as the Revised Corporation Code, and other related laws, no Member convicted by final judgment of an offense punishable by imprisonment for a period exceeding six [6] years or a violation of the Corporation Code of the Philippines committed within five [5] years prior to the date of his election or appointment shall qualify as a Director of the Association.

**Section 6. Term of Office of Directors** – The Directors shall hold office for two (2) years. Should there be a position vacancy in the Board of Directors left by absence prior to the end of the 2-year term, the vacancy shall be filled up by unanimous appointment by the remaining members of the Board or left open until the next scheduled election for the vacated position. In the event that an appointment is made, the appointed Director will serve the duration of the

remaining term vacated by the previous Director. All incumbent or past Directors may run for re-election for additional term(s). There shall be no limits for the number of terms an incumbent or past Director can hold an office.

**Section 7. Election of Directors** – The election of new Board of Directors shall be held every other year during the General Annual Meeting beginning the 1st General Annual Meeting in year 2021. Once elected, the Board of Directors will select among themselves the Chairman and Vice Chairman.

**Section 8. Expulsion of Director.** A Director may be removed from Board for the following reasons:

- A. A Director misses three (3) consecutive Board meetings, unless such Director obtains an official excuse from the Chairman prior to the meeting, and
- B. A Director fails to perform his/her duties as prescribed by these Bylaws.

The Chairman may initiate the removal of a Director. The motion shall be presented to the Board of Directors. If the Board of Directors (less the Director being considered for removal) approve the expulsion motion unanimously, the Director shall be removed from position immediately.

**Section 9. Council of Chairmen.** There shall be a Council of Chairmen comprising of the immediate past ex-officio Chairman and all past Chairman who, subject to the Board's approval, shall be invited to participate in the deliberations in board meetings, special or regular, without having the power to vote.

**Section 10. Chairman**– The Chairman of the Board of Directors shall have the following powers and responsibilities:

- a) Be charged with directing and overseeing the activities of the Association;
- b) Execute all resolutions, motions, and decisions of the Board of Directors;
- c) To exercise such other powers provided by the law and these bylaws;
- d) Set the agenda for, preside, and direct at all meetings of the Members of the Association and the Board of Directors;
- e) The Chairman will not cast a vote on motions. However, in case of a tie, the Chairman shall cast the deciding vote; and
- f) Deliver an Annual Report at the General Annual Meeting. Such Annual Report shall summarize the past year's activities and make recommendations for the coming year.

**Section 11. Vice Chairman** – The Vice Chairman shall perform the duties and functions of the Chairman in his/her absence.

## ARTICLE III

### OFFICERS

**Section 1. Officers** – The Officers of the Association shall be a President, Vice President of Operations, Vice President of Internal Affairs, Vice President of External Affairs, Vice President of Programs, Vice President of Business Development, Secretary, and a Treasurer. They shall be unanimously appointed by the Board of Directors from among themselves or from the pool of Members of the Association who have been endorsed by the Nominations Committee. The Board of Directors may simultaneously perform Officer duties and serve as heads or members of the working committees described in Article V. An Officer is expected to devote the time and effort necessary to fulfill his or her Officer responsibilities and be accountable to the plan of work and project deliverables agreed upon with the Board of Directors.

**Section 2. Term of Office of Officers** – All Officers of the Association shall hold office for two (2) years in alignment with the tenure of the Board of Directors. Should there be a position vacancy in the office left by an Officer prior to the end of the 2-year term, the vacancy shall be filled up by unanimous appointment by the Board. In the event that an appointment is made, the appointed Officer will serve the duration of the remaining term vacated by the previous Officer.

**Section 3. Meeting of Officers** - The Officers will regularly hold meetings on as-needed basis but shall be no less than once in any three (3) month period.

**Section 4. Disqualification of Officer** – In addition to the grounds for disqualification provided in Republic Act No. 11232, otherwise known as the Revised Corporation Code, and other related laws, no Member convicted by final judgment of an offense punishable by imprisonment for a period exceeding six [6] years or a violation of the Corporation Code of the Philippines committed within five [5] years prior to the date of his election or appointment shall qualify as an Officer of the Association.

**Section 5. Expulsion of Officer.** An Officer may be removed from office for the following reasons:

- A. An Officer misses three (3) consecutive officer meetings, unless such Officer obtains an official excuse from the President prior to the meeting, and
- B. An Officer fails to perform his/her duties as prescribed by these Bylaws.

The President may initiate the removal of an Officer. The motion shall be presented to the Board of Directors. If the majority of the Board of Directors approve the expulsion motion, the said Officer shall be removed from position immediately.

The Board of Directors may initiate the removal of the President, and will appoint a new President from among the Vice Presidents.

## ARTICLE IV

## **FUNCTIONS AND POWERS OF THE OFFICERS**

**Section 1. President** – The President shall be the Chief Executive Officer of the Association and shall:

- a. Set the agenda for, preside, and direct at all meetings of the Officers of the Association;
- b. Be charged with executing the activities of the Association and the committees;
- c. Be responsible for running the functions of the Special Projects Committee;
- d. Be a member ex-officio for all committees;
- e. See that the Officers and committees perform assigned duties and provide required reports; and
- f. Deliver an annual report to the Board of Directors after the close of the fiscal year and no later than the 1<sup>st</sup> Board of Directors meeting of the new fiscal year. Such report shall provide a complete account of the activities and operations of the Association for the past fiscal year. In the case of a transition during an election year, this annual report will be submitted by the outgoing President.

In the event of illness, incapacity, death or resignation (“Absence”) of the President, the Board of Directors shall appoint a new President from amongst the current Vice Presidents who shall exercise all powers and perform all duties of the President.

**Section 2. Vice President of Operations** – The Vice President of Operations shall:

- a. Be responsible for running the functions of the Communications Committee and the Operations Committee;
- b. Execute all resolutions, motions, and decisions of the Board of Directors; and
- c. See that the committees deliver results, perform assigned duties and provide required reports.

**Section 3. Vice President of Internal Affairs** – The Vice President of Internal Affairs shall:

- a. Be responsible for running the functions of the Membership Committee and Nominations Committee;
- b. Execute all resolutions, motions, and decisions of the Board of Directors; and
- c. See that the committees deliver results, perform assigned duties and provide required reports.

**Section 4. Vice President of External Affairs** – The Vice President of External Affairs shall:

- a. Be responsible for running the functions of the Travel Network Committee;
- b. Execute all resolutions, motions, and decisions of the Board of Directors; and

- c. See that the committees deliver results, perform assigned duties and provide required reports.

**Section 5. Vice President of Programs** – The Vice President of Programs shall:

- a. Be responsible for running the functions of the Education and Advocacy Committee;
- b. Execute all resolutions, motions, and decisions of the Board of Directors; and
- c. See that the committees deliver results, perform assigned duties and provide required reports.

**Section 6. Vice President of Business Development** – The Vice President of Business Development shall:

- a. Be responsible for running the functions of the Business Development Committee;
- b. Execute all resolutions, motions, and decisions of the Board of Directors; and
- c. See that the committees deliver results, perform assigned duties and provide required reports.

**Section 7. Secretary** – The Secretary shall:

- a. Give notices required by these Bylaws;
- b. Keep the minutes of all meetings and proceedings of the General Annual Meeting, Board of Director’s Meetings and Special Meetings, which shall be kept on file for the availability of all members and shall keep a record of attendance and correspondence;
- c. Keep the seal of the Association and affix such seal to any paper or instrument requiring the same; and
- d. Have custody of the members’ register and the correspondence files of the Association.

**Section 8. Treasurer** – The Treasurer shall:

- a. Oversee all financial-related affairs of the Association;
- b. Make all financial transactions, deposits into and disbursements from all Association accounts and shall keep all financial accounts in order and up to date;
- c. Keep all moneys and other valuables of the Association in such banks as the Board of Directors may designate;
- d. Keep and have charge of the books of accounts;
- e. Provide a financial report to the Board of Directors and members of the Association at the General Annual Meeting and Board of Directors meetings;
- f. Post a bond in such amount as may be fixed by the Board of Directors; and
- g. Sign all checks or other financial instruments which will be used to withdraw from the funds of the Association.

- h. Assist committee chairs with project proposals especially on the budget and other activities that will have financial impact.

## **ARTICLE V**

### **FUNCTIONS OF COMMITTEES**

**Section 1** – There are eight (8) working committees. The addition of a new working committee shall be subject to the approval of the Board.

#### **1. Travel Network Committee**

To develop collaborative relationships with the public and private sector, assisting in advancing the country's tourism industry, and promoting sustainable tourism, consistent with the vision, mission and objectives of PGE.

The primary responsibilities of the Travel Network Committee include the following:

- **Partnering with the Philippine Department of Tourism and Tourism Board** – Understand the vision, mission and goals of the Department of Tourism and become a strategic thought partner influencing and supporting initiatives to promote the Philippines as a world-class tourism destination.
- **Partnering with the Philippine Travel Industry and International Travel Communities** – Establish a working relationship with travel organizations and businesses to (a) achieve mutually beneficial outcomes that support each organization's objectives; and/or (b) ensure sustainability of tourism activities and devise and implement certification and accreditation programs to promote sustainable and responsible travel.

#### **2. Education and Advocacy Committee**

To oversee all the planning and delivery of education and advocacy related activities in support of the mission, vision and objectives of PGE.

The primary responsibilities of the Education and Advocacy Committee include the following:

- **Foster education through travel for the Filipino youth** – In partnership with educational institutions in the country, support school programs and activities to teach valuable travel skills that encourage collaboration and team work, develop critical thinking skills, encourage creativity, develop problem solving skills, develop communication skills and emphasize resilience, adaptability and flexibility.

- **Educational and Tourism Campaigns on the History, Arts and Culture of the Philippines** – In partnership with the public and private sector involved in travel and tourism industry, support the development of tourism campaigns that contribute to the understanding of the history, arts and culture of the Philippines and advocacy on the preservation of its cultural and historical heritage and for incorporation in tourism infrastructures.
- **Advancing the Status of the Philippine Passport** – Collaborating with the relevant government authorities, support initiatives for treaties and agreements designed to strengthen and raise the status of Philippine passport, allowing Filipinos to visit other countries and that the strength of Philippine passport shall serve as criterion for the admission to the country being visited.

### 3. Communications Committee

To facilitate the accurate and timely dissemination of information to the public, media and allied professional organizations in support of the vision, mission and objectives of PGE.

The primary responsibilities of the PGE Communications Committee include the following:

- **Website** – Provide relevant information to the public about PGE through creation of PGE website and maintain its content which may include newsletter, blog articles, news posts, and announcements.
- **Mainstream Media** – Coordinate and oversee media relations including the issuing of press releases, media advisories and responses to media requests for information and interviews. In addition, monitor media coverage of PGE.
- **Social Media** – Promote the use of various social media tools such as Facebook, Instagram, LinkedIn, Twitter and others, to inform and engage members of the public.

### 4. Operations Committee

To oversee all the planning and delivery of operational and information technology related activities in support of the mission, vision, and objectives of PGE.

The primary responsibilities of the Operations Committee include the following:



- **Data Custodianship** – Provide mechanisms to reliably store and securely access PGE electronic data (e.g., online membership forms, online surveys, video/audio recordings, logos/images) and ensure compliance to all applicable Data Privacy laws.
- **Information Technology Planning & Implementation** – Oversee the planning and implementation of all virtual activities (e.g. Zoom call events), communications/productivity tools (e.g., FB messenger chat groups, WhatsApp), and other technology assets to support the functions of the other PGE committees (e.g., Intranet, CRM, mobile app, accounting software, online platforms)
- **Operational Systems and Procedures Enforcement** – Create and maintain the PGE standard operating procedures (SOP) guidelines which details the agreed systems and policies that support the PGE Articles of Incorporation & Bylaws, as well as decisions made by the Board of Directors; Ensures and audits that the various PGE committees comply with the SOP guidelines.

## 5. Business Development Committee

To plan activities that will bring funds to PGE besides the collection of membership fees.

The primary responsibilities and activities of the Business Development Committee are the following:

- **Fundraising** – Propose and carry out fund-raising goals and business development activities for PGE to ensure that the organization will have the financial means to execute projects that are consistent with its vision and mission.

## 6. Membership Committee

To promote an active community of engaged members.

The primary responsibilities of the Director of Membership include the following:

- **Membership Screening** – Determine applicant eligibility before acceptance into the PGE Facebook page. Report all new members as well as potential provisional members to the Board of Directors (BOD).
- **Membership Engagement** – Promote membership engagement in the PGE Facebook and website pages through healthy discussions and themed recurring posts. Oversee in-person

meetups of members as well as group trips. Feature members in the PGE website.

- **Membership Recognition** – Issue PGE membership certificates and ID cards to qualified members. Recognize members that have achieved a higher-level of membership tier, travel milestones, and PGE impact and contributions through initiatives as the PGE Awards.

## 7. Nominations Committee

To facilitate the nomination, election, and development of future board of directors, as well as the endorsement of Officers.

The primary responsibilities of the Nominations Committee include the following:

- **Election of Directors** – Manage the nominations and elections for Board positions from start to finish
- **Succession Planning** and Endorsement – Take lead in succession planning. Facilitate discussion among incumbent board of directors on a strategy to fill future positions taking the Board’s current skill set into account, along with the skill sets the Board will need in the near future. A similar succession planning exercise will be done for Officer roles which will be basis for endorsement.
- **Develop Practices** – Develop practices for recruiting and nominations candidates. Recommend to the Board strategies and policies required to fulfill the committee’s responsibilities.

## 8. Special Projects Committee

- To oversee any unforeseen, special, and/or one-off projects that temporarily require some Officer member involvement and input for periods of time.

**Section 2** – All Officers shall immediately organize their Committees upon their appointment. This may include assigning Committee heads and sub-heads where necessary. Their members should come from general membership or outside the membership when the need arises for unique and special talents. Only Official Members will be allowed to be part of Committees that require to have access to PGE-owned assets (e.g., website, social media) & those that require posting in Facebook Group for PGE Committee initiatives (e.g., Where in the World Wednesdays).

## ARTICLE VI

### MEMBERS AND ASSOCIATES

**Section 1. Qualifications for Membership** – The membership to the Philippine Global Explorers community is open to all Filipinos (“Members”) who have visited at least twenty (20) or more countries and territories as prescribed by the United Nations or Travelers Century Club, who are residents of the Philippines or living abroad and who are at least one of the following:

- a) Philippine citizen by birth or naturalization;
- b) Former or current Philippine citizen who has become a citizen of at least one other country;
- c) Philippine-born foreign national;
- d) People of Filipino descent.

Individuals who meet the criteria above will undergo an interview process with an Officer or a Membership Committee member to assess for eligibility, commitment, contribution, and good character. Those who qualify based on the interview will need to submit an online Membership Application Form and pay the membership fee. All membership applications would need to be approved by the Board of Directors during its quarterly meeting in order to be recognized as Official Members.

Those who have applied for membership and have not reached the required number of countries and territories may only be considered for membership, subject to the approval by the Board of Directors.

**Section 2. Rights of Members** – A Member shall have the following rights:

- a. To exercise the right to vote on all matters relating to the activities and goals of the Association;
- b. To be eligible for any elective or appointive office of the Association;
- c. To participate in all events and activities of the Association;
- d. To avail of all the physical and online facilities of the Association;
- e. To examine all the records or books of the Association during business hours;
- f. To volunteer for PGE Committees;
- g. To own merchandise with PGE logo used for official functions and documentation;
- h. To use the PGE logo for creating digital assets & merchandise with the intent to retail, sell, or give away as gifts at own production cost upon Board approval;
- i. To be an official delegate representing PGE in external events;
- j. To claim recognition as an Official Member

**Section 3. Duties and Responsibilities of the Members** – A Member shall have the following duties and responsibilities:

- a. To obey and comply with these Bylaws as well as the rules and regulations of the Association;

- b. To attend General Annual Meetings of the Association;
- c. To pay membership dues and other assessments of the Association, when applicable;
- d. To participate in at least one PGE-related activity (e.g., social media post, meet-up, committee tasks, volunteering, trip expeditions) during a year.

**Section 4. Associates** – PGE Associates are individuals who have been accepted into the PGE Facebook private group as they have satisfactorily responded to a series of mandatory questions that confirm their eligibility in terms of having Filipino heritage as well as meeting the minimum country/territory count. Associates are not PGE Members and do not have the rights nor entitlements reserved to members. The benefits of Associates are limited to claims of being part of PGE as an Associate, access to the PGE Facebook private group, volunteering opportunities that do not require access to PGE-owned assets, eligible to participate in PGE activities for both Members and Associates (e.g., PGE Awards, Travel Photo Contest, Meet-ups), and the right to apply to become an official member. Associates may be removed from the PGE Facebook Group by the Membership Committee if found to be non-compliance with the Association's rules and regulations.

## **ARTICLE VII**

### **SUSPENSION, EXPULSION, TERMINATION OF MEMBERSHIP**

**Section 1. Suspension and Expulsion Definition** – Suspension and expulsion of membership shall be in accordance with the rules and regulations of the Association. Suspension entails suspending the rights as an Official Member and reverting to an Associate status. Expulsion entails removal of an Official Member from the membership as well as being an Associate by imposing a permanent ban from joining the PGE Facebook private group.

**Section 2. Suspension Criteria** – Official Members will be suspended if they have not complied with the duties and responsibilities of members as specified in Article VI Section 3. This covers any of the following: non-attendance to 2 consecutive General Annual Meeting, non-payment of annual membership dues by the set deadline, non-participation in any PGE-related activity during the year, and non-compliance to the Bylaws as well as rules and regulations of the Association. Once the root cause of the suspension has been addressed, then the individual may apply to become an Official Member once again subject to approval by the Board.

**Section 3. Expulsion Criteria** – Official Members will be expelled from the membership including being an Associate if they have been found guilty of gross misconduct which caused serious damage or threat to the Association, for which the last resort is to sever any ties to ensure no further damage or threat could be made.

**Section 4. Member Complaints** – Any Member may file charges against another Member by filing a written complaint with the Secretary of the Association. The Board of Directors shall call a special meeting to consider the filed charges if the matter is serious enough as potential grounds for suspension or expulsion. Otherwise, the matter should be handled by the Membership Committee.

**Section 5. Decision-making Body** – The affirmative vote of majority of the Directors shall be necessary to suspend a member provided that where the penalty is expulsion or termination, the affirmative unanimous vote of all the Directors shall be necessary.

## **ARTICLE VIII**

### **FUNDS OF THE ASSOCIATION**

**Section 1. Funds** – The funds of the Association may be derived from admission fees, fundraising activities, annual dues and special assessments of members, gifts, or donations. The Treasurer shall oversee all matters related to such funds in accordance with Article IV Section 8 which details the duties of the Treasurer.

**Section 2. Disbursements** – Withdrawal from the funds of the Association, whether by check or any instrument, shall be signed by the Treasurer and countersigned by the Chairman. If necessary, the Board of Directors may designate additional signatories.

**Section 3. Fiscal Year** – The fiscal year of the Association shall be from January 1<sup>st</sup> to December 31<sup>st</sup> of each year.

**Section 4. Membership Dues** – Any changes to the amount of the annual PGE Membership dues will be determined and approved during a General Annual Meeting.

## **ARTICLE IX**

### **CORPORATE SEAL**

**Section 1. Form** – The Corporate Seal of the Association shall be in such form and design determined by the Board of Directors.

## **ARTICLE X**

### **AMENDMENTS OF THE BYLAWS**

**Section 1. Amendments** – These Bylaws or any provision thereof may be amended or repealed by majority vote of the Members during a General Annual Meeting or special meeting duly held for the purpose.