

AMENDED

BY-LAWS  
OF

SUPPLY CHAIN MANAGEMENT ASSOCIATION OF THE PHILIPPINES

ARTICLE I  
Name and Office

Section 1. NAME - The association shall be known officially as the Supply Chain Management Association of the Philippines, Inc. Its initials shall be SCMAP.

Section 2. OFFICE - The SCMAP shall have its principal office in Pasig City.

ARTICLE II  
Purpose and Objectives

The SCMAP shall have the following purposes and objectives:

- a. To provide a forum for cooperation, consultation, exchange of information, discussion of issues, concerns and ideas on matters pertaining to supply chain management; as well as changes in external environment and technology that impact on the field of supply chain management.
- b. To provide avenues for the professional development of practitioners in the member firms in the field of supply chain management.
- c. To act as the official representative and liaison of the members with the government and its instrumentalities and with private organizations and affiliations for the purpose of advocating and advancing the common cause of supply chain management practitioners.

ARTICLE III  
Membership

Section 1. Membership

- a. Charter Member - A charter member is one of the signatories of the original By-Laws of the Distribution Management Association of the Philippines (DMAP). A Charter member does not enjoy the rights and privileges of a regular member. (As amended on Nov. 20, 2014)
- b. Corporate Member - A corporate member is a firm which is admitted to membership, and possesses full voting rights.
- c. Individual Member - An individual member is a person accepted in the association due to his/her professional interest in the field of supply chain management and / or clear support to the mission and advocacies espoused by SCMAP. He/she shall enjoy all the privileges, rights and obligations of corporate members except the right to vote and to be voted or elected as Director or Officer.
- d. Honorary Member - An honorary member is an individual granted honorary membership by the Board in recognition of the individual's outstanding

contributions to the field of supply chain management. An honorary member enjoys the rights and privileges of a regular member.

(As amended on June 28, 2012)

- e. Regular Chapter Member\_– A regular chapter member is a firm which is admitted to membership to a SCMAP chapter, and possesses full voting rights limited to the activities of the chapter.
- f. Academe Membership – An academe member is an individual – a faculty staff or staff employed by an academe or a junior/senior student admitted to membership due to his/her academic interest in the field of supply chain management. An academe member enjoys the benefit and privileges of an Individual Member.
- g. Advisory Council Member – An Advisory Council Member is either a Past President of SCMAP or a Director in any capacity for a minimum of five (5) years accumulated terms of office. A member of the Advisory Council enjoys the benefit and privilege of an individual member.

(As amended on June 28, 2012)

Section 2. Qualifications for Corporate Membership - Any company, corporation or partnership, operating in the Philippines, with a separate and distinct department in charge of total or partial supply chain and logistics functions, or with interest in providing supply chain-related services for internal or commercial purposes, provided the services offered are not monopolistic in nature, may be admitted for membership. A member-firm shall designate one official representative to the SCMAP, preferably the firm's supply chain or logistics manager or a ranking official involved in supply chain management, who shall henceforth attend all meetings and participate in all activities of the SCMAP in behalf of the member-firm. In the absence of the official representative, the member-firm shall designate an alternate who is also involved in its logistics or supply chain functions.

(As amended on June 28, 2012)

A member-firm may be admitted multiple membership, i.e., allow separate membership for a separate division of the company or corporation, provided the division applying for membership, has a distinct or separate logistics or supply chain management function. In such case, the company or corporation is deemed to have multiple memberships, with full voting rights, each one recognized by the division it represents.

### Section 3 Qualifications for Membership

- a. Qualifications for Individual Membership - Any individual with interest in the field of logistics or supply chain management, with at least two years of work experience in logistics, or a related function or sub-function, or other function that interfaces with logistics or has clear support to the mission and advocacies that SCMAP espouses may be admitted to individual membership.

(As amended on June 28, 2012)

- b. Honorary Membership – An individual may be granted honorary membership in the recognition of the individual’s outstanding contributions to the field of supply chain management, as may be ascertained by the Board.

(As amended on June 28, 2012)

- d. Academe Membership – An individual who may be involved as a faculty staff or as a research associate affiliated with Academe, may be admitted to Academe membership. Additionally, any junior or senior student enrolled in a course related to Logistics or Supply Chain Management as a major, may be admitted to Academe Membership.

(As amended on June 28, 2012)

- e. Advisory Council Member. A past president who has at least completed a one year term or a Director who has at least served in any capacity as a Director for at least five (5) full year terms, may be admitted to the Advisory Council.

(As amended on June 28, 2012)

Section 4. Application for Membership - Application for membership shall be submitted in writing to the principal office of the SCMAP or to any officer. The Board of Directors shall determine the contents of the written application form.

Date of admission to membership in the SCMAP shall be the date of payment of applicable application and annual dues upon the approval of the application by the Board of Directors. Upon such approval, the new member shall be entitled to all the rights and privileges and shall be charged with all the duties and obligations of all members, subject to restrictions stated in Article III Section 1.

(As amended on June 28, 2012)

Section 5. Application Fee - The application fee shall be set by the Board of Directors. The application fee is non-reimbursable in the event of loss of membership.

(As amended on June 28, 2012)

#### Section 6. Annual Dues

- a. Corporate, Individual and Academe Members shall pay annual dues in an amount as may be determined by the Board of Directors payable on or before January 31 of each calendar year. The annual dues of new members admitted after Jan 1 of any year shall be in an amount proportional to the remaining months of the year and shall be due upon the approval of membership. The Board of Directors is authorized to increase or decrease the annual dues after due notice is given to the members.

(As amended on June 28, 2012)

- b. Charter, Honorary and Advisory Council Members shall be exempted from payment of annual dues.

(As amended on Nov 20, 2014)

- c. Effect of Loss of Membership – In the event of loss of membership, the Annual dues is likewise non-reimbursable.

(As amended on June 28, 2012)

Section 7. Loss of Membership - The Board of Directors shall have the power to suspend or expel any member for cause including non-payment of dues. Any member suspended or expelled from the SCMAP for cause is deemed to have forfeited all rights and privileges in the SCMAP until suspension has been lifted or the expulsion reconsidered upon such grounds as the Board of Directors shall determine.

Since membership in the SCMAP is voluntary, each member agrees that no cause of action exists against the SCMAP as a result of or arising from loss of membership or suspension or expulsion therefrom, it being understood that the filing of an application for membership carries with it the acknowledgment that the applicant recognizes the authority of the Board of Directors to determine continuance or maintenance of membership in the SCMAP.

Section 8. Duties and Obligations of Members - All members of whatever classification or status shall have the following duties and obligations:

- a. To promote the objectives of the SCMAP and to refrain from undertaking any action verbal, written or otherwise, derogatory or inimical to the reputation, image or integrity of the SCMAP.
- b. To uphold the Creed and Code of Ethics of the SCMAP and to practise all the principles that the SCMAP shall enunciate or promulgate.
- c. To vote on any matter referred to it by the SCMAP whenever voting is necessary for any action that the SCMAP shall take.
- d. To attend all meetings of the SCMAP whether annual, regular, special or committee meetings.
- e. To maintain its membership in good standing by complying with all rules, regulations, or directives of the SCMAP.
- f. To pay annual dues and assessments within the period mentioned in Section 6.

(As amended on June 28, 2012)

#### ARTICLE IV Chapters

Section 1. SCMAP Chapter - SCMAP shall officially recognize two (2) Chapters to serve as its regional office limited to the following areas:

- a. Mindanao Chapter – to be based in Cagayan de Oro City
- b. Visayas Chapter – to be based in Cebu

Section 2. Chapter Membership – Any company, corporation, or partnership, operating in either Visayas or Mindanao, either with a separate and distinct logistics or supply chain department, or with interest in providing logistics-related services for internal or commercial purposes, provided the services offered are not monopolistic in nature or primarily limited to transport services, may be admitted for chapter membership.

Any company, corporation or partnership, which is already a regular member of SCMAP may seek membership in a SCMAP Chapter provided that the office / plant of the applying company in the region has a distinct or separate logistics / supply chain function.

Section 3. Chapter Officers – The Chapter shall elect its own set of Directors subject to the By-laws on Board of Directors, with a term of one year. The Chapter President may be allowed to sit in the meetings of the SCMAP Board of Directors, without voting rights.

Section 4. Chapter Business – The Chapter shall operate independently but matters pertaining to SCMAP-Chapter position on issues affecting logistics shall be cleared with the SCMAP Board. At all times, the SCMAP Chapter should support the position of SCMAP in logistics issues such as freight increases, legislation affecting logistics and the like.

Section 5. Membership Dues – The membership dues and annual dues of SCMAP-Chapter shall follow the fees as set by SCMAP. To allow SCMAP to support the SCMAP-Chapter in terms of materials and logistics, a portion of the SCMAP-Chapter revenue, to be defined by the SCMAP Board annually by a Board resolution, shall go to the SCMAP.

## ARTICLE V Membership Meetings

Section 1. The Annual Meeting of the organization to elect its incoming Board of Directors for the succeeding year shall be held every November. (As amended on Nov. 20, 2014)

The Board of Directors may, however, designate a different date if a meeting on the set date is not feasible for valid reasons. (As amended on Nov. 20, 2014)

Section 2. Bi-Monthly Meetings - The bi-monthly membership meetings of SCMAP shall be held on or before the last Thursday of every other month of the year. The Board of Directors may, however, designate a different date if a meeting on the set date is not feasible for valid reasons. (As amended on Nov. 20, 2014)

Section 3. Special Meetings - Special meetings may be held at any time at the call of majority of the members of the Board of Directors.

Section 4. Provisions Governing Membership Meetings -

- a. Notices of meeting - The Secretary of the SCMAP shall send out notices of all meetings at least ten (10) working days before the date set for such meetings together with an agenda specifying the business to be transacted.
- b. Order of business - The order of business at quarterly or special meetings shall be in accordance with the agenda circulated with the notice of such meetings.
- c. Voting - Each corporate member of the SCMAP in good standing shall be entitled to one vote. Corporate members of the SCMAP in good standing present at a meeting may vote, and a majority shall constitute a valid vote result for such undertakings.

**ARTICLE VI**  
**Board of Directors**

Section 1. Composition and term - The business affairs of the SCMAP shall be managed by the Board of Directors. The Board shall consist of ten (10) members. Ten Directors, with full voting rights, shall be representatives of ten (10) member-firms elected in the manner prescribed by these By-Laws. To prevent disproportionate representation based on membership profiles, service providers can only be represented by a maximum of three (3) seats on the Board of Directors. The two (2) Chapter Presidents may be allowed to sit in the meetings of the Board but shall have no voting rights. The members of the Board of Directors shall serve for a period of one year or until their successors are duly elected and qualified.

(As amended on June 28, 2012)

Section 2. Election of officers - The members of the Board of Directors shall be elected by the general membership at the last quarterly meeting of the SCMAP. Within three (3) days after their election, the Board of Directors shall elect from among themselves, a President, a Vice-President or President-Elect, a Secretary, a Treasurer, an Auditor and a Public Relations Officer. The two Chapter Presidents are not eligible to be nominated for the above positions. (As amended on Nov. 20, 2014)

- a. Term Limit for the President – The elected President shall have a term of two (2) years.
- b. A President-Elect shall be elected every two (2) years by the Board from among themselves.
- c. A Vice President shall be elected every other year by the Board from among themselves.
  - a. The President-Elect would have one (1) year to grow in the position of President, thus ensuring a smooth and continuous transition of leadership every two years. He shall serve during the second and last term of the President.
  - b. The President –Elect shall be the President-in-waiting and shall, upon his election, take the duties and responsibilities of the Vice-President.
  - c. Upon the election of the President-Elect, the position of the Vice President shall temporarily cease to exist during the term of the President-Elect.
  - d. A Vice President serves on the first term of an incumbent President and a President-Elect serves on the second term of an incumbent President.
    - i. If the incumbent 2014 President is re-elected as President, the 2015 Board has to elect from among themselves the President-Elect, to serve as such until the end of 2015 and to assume the presidency in 2016. A Vice President has to be elected in the 2015 elections to serve as such until the end of 2016.
    - ii. If a new President (not the incumbent) is elected by the 2015 Board, this new President shall serve until the end of 2016. A Vice President must also be elected to serve as such until the end of 2015. A President-Elect has to be elected in the 2015 elections to serve as such until the end of 2016.

- e. There is no limit to the number of terms a Director can be elected as a President provided there is rest period of two years after his last term as President.
- f. The Visayas and Mindanao Chapters are allowed to adopt this new BOD and Officer set-up not later than their 2016 elections.
- g. Should the President-elect resign, be promoted or be appointed to another position in his company prior to his term of office as President, the Board of Directors shall elect his replacement from among themselves. The member who has the net highest number of garnered votes during the November election shall move up as Director. (As amended on Nov. 20, 2014)

Section 3. Disqualifications - No Director shall be qualified for immediate re-election if he has failed to attend more than three meetings of the Board during his term unless the Board of Directors is properly advised of his absence.

Section 4. Vacancies - A vacancy may arise when a director resigns or is removed, when the member-firm he represents resigns or is removed, or when he is no long involved in the distribution function of the member-firm he represents, in which case his replacement will be the individual who garnered the next highest vote in the last election.

Section 5. Powers and Duties - The Board of Directors shall have the power to put into force and effect the Articles of Incorporation and By-Laws, resolutions and decisions of the SCMAP; to exercise general supervision over the receipts and expenditures of the SCMAP; to approve the appointment of the agents of the SCMAP and to do any and all acts which may be deemed to be beneficial and to the best interest of the SCMAP.

Section 6. Meetings - The Board of Directors shall meet regularly at least once a month. Aside from the regular monthly meetings, special meetings of the Board may be called by the President or at the written request of at least three (3) members of the Board.

Section 7. Quorum and Vote - A majority of all members of the Board present shall constitute a quorum for any special or regular meeting, and the vote of a majority of the quorum duly assembled shall be valid as a corporate act.

Section 8. Committees - The Board of Directors may create and appoint such standing and ad hoc committees as in their judgement will advance the interest of the SCMAP.

Section 9. Removal - Any member of the Board of Directors may be removed from office for failure or refusal to perform his duties, or for misconduct, or any other just cause, by a majority vote of the general membership, in any case at a special meeting duly called for that purpose, provided that due notice thereof shall be given in writing to the Director sought to be removed at least fifteen (15) days prior to such meeting.

(As amended on June 28, 2012)

## ARTICLE VII

### Functions and Powers of Officers

Section 1. President - The President shall be the Chief Executive Officer of the SCMAP, and the presiding officer of the Board of Directors. He shall have the following duties, powers and prerogatives:

- a. To convene as appropriate and preside over all meetings of the Board and of the general membership.
- b. To provide guidance and leadership in the development of policies and plans for the accomplishment of the objectives of the SCMAP, which are subject to approval of the Board.
- c. To cause the creation of committees and designate the Chairpersons and members, subject to the approval of the Board.
- d. To appoint all the appointive officers and members of the SCMAP, subject to the approval of the Board.
- e. To exercise general supervision over such appointees, and cause their discipline and/or removal as appropriate, subject to the approval of the Board.
- f. To represent SCMAP in official and social functions.
- g. To be primarily responsible for maintaining SCMAP's position, prestige and reputation externally with government, educational, professional, business and industry groups.
- h. To perform such other duties and exercise such other powers as the Board may assign to him.

Section 2. Vice-President - In the event of death, sickness, absence or inability of the President, the Vice-President shall handle all the functions of the President of SCMAP. He shall perform other duties which the Board may assign to him.

- a. The position of Vice-President shall temporarily cease to exist upon the election of the President-Elect. The duties and responsibilities of the Vice President transfer to the President-Elect during the term of the President-Elect. (As amended on Nov. 20, 2014)
- b. President-Elect – Shall be the President-in-waiting and shall be a member of the ExCom together with the President and the Secretary General. In the event of death, sickness, absence or inability of the President, the President-Elect shall handle all the functions of the President of SCMAP. He shall perform other duties which the Board may assign to him. (As amended on Nov. 20, 2014)

Section 3. Secretary - The Secretary shall be responsible for serving all notices of all meetings of the SCMAP and the Board of Directors. He shall provide ballots and keep records of all minutes of such meetings. All written contracts and agreements to which the SCMAP shall be a party shall be attested to by the Secretary.

Section 4. Treasurer - The Treasurer shall have charge and custody of the SCMAP's funds. He shall deposit all funds in the name of the SCMAP in such banks as may be approved by the Board of Directors, and shall receive and receipt all monies paid



to SCMAP. All instruments drawn on the credit of the SCMAP shall be signed by the Treasurer jointly with the President or Vice-President/President-Elect or any other officer to be designated by an appropriate resolution of the Board. (As amended on Nov. 20, 2014)

Section 5. Auditor - The Auditor shall conduct periodic examinations of SCMAP's records of payments, receipts and certify the validity of the financial statement prepared by the Treasurer, as well as certify the validity of transactions based on guidelines of SCMAP. The Auditor shall oversee the financial control functions of SCMAP and establish guidelines related to the safekeeping of SCMAP's funds.

## ARTICLE VIII Other Bodies

Section 1. Other Bodies - The Board of Directors may establish such other bodies or agencies as it may consider appropriate in order to carry out the objectives of the SCMAP.

Section 2. Nature and Purpose - The nature, purpose or function of such other bodies such as councils, chapters, institutes or agencies shall be defined by the Board of Directors as the circumstances may call for.

Section 3. Executive Committee (ExCom) – is composed of the President, Vice President or President-Elect and the Secretary General. The ExCom is the body accountable to the Advisory Council. (As amended on Nov. 20, 2014)

Section 4. Secretary General (SecGen) – is the Chief Administrative Officer of the SCMAP Secretariat reporting directly to the incumbent President. He will act as liaison officer, project manager, brand manager and organizational development lead of SCMAP. The details of his duties and responsibilities shall be outlined on the appointment contract that will be signed between him and the incumbent President. (As amended on Nov. 20, 2014)

Appointment of the Secretary General –

1. The SecGen shall be appointed by the SCMAP President with the concurrence of the BOD voting unanimously for said appointment.
2. The tenure of the SecGen shall be determined by his performance and achievement and he shall serve at the pleasure of the incumbent BOD.
3. Any member of the BOD can, at a BOD Meeting, request a vote of confidence on the SecGen citing valid reasons to the quorum.
4. If the request has been seconded, the BOD shall make a vote. If there will be a unanimous vote of 'no confidence', the incumbent President shall then make a formal letter to the SecGen of the decision of the BOD for the termination of his appointment.

5. The Secretary General shall receive just compensation as may be ascertained by the President.

(As amended on Nov. 20, 2014)

## ARTICLE IX Relationship With Other Organizations

Section 1. Purpose - The SCMAP shall establish such relationship with other organizations and associations as may be necessary to further its objectives.

Section 2. Nature - The nature of such relationship shall be defined by the Board of Directors as the circumstances may call for.

## ARTICLE X Fiscal Provisions

Section 1. Fiscal year - The fiscal year of the SCMAP shall be from January 1 to December 31.

Section 2. Inspection - The books, accounts and records of the SCMAP shall be open for inspection by any member of the Board of Directors and other bodies that it may assign or appoint at all times. Any member of the SCMAP in good standing may inspect said books, accounts, and records during office hours on any business day.

Section 3. Funds and other assets - All funds, monies and securities owned and held by, or otherwise under the custody of the SCMAP shall be deposited with such bank or banks as may be duly designated by the Board of Directors. All disbursements and withdrawals from SCMAP funds shall be effected through drafts, checks, notes and any forms of commercial paper to be signed by the Treasurer and countersigned by either the President or by the Vice-President or by such other signatories as may be duly designated and authorized by the Board of Directors. The Board of Directors shall set a limit on expenditures, disbursements or withdrawals which shall be made only with its prior approval.

Section 4. Dissolution - In the event of dissolution of the SCMAP, its remaining assets, after payment and liquidation of its liabilities, shall be disposed of and turned over to any non-profit foundation selected by the Board of Directors.

## ARTICLE XI Corporate Seal

The Corporate seal of the association shall be in such form and design as may be determined by the Board.

ARTICLE XII  
Amendments of the By-Laws

Section 1. Procedures – Any provision of these By-Laws may be amended, repealed or altered in whole or in part by majority of the board of directors and a majority vote of all members of SCMAP in good standing entitled to vote in person or electronically at the meeting called, among others, for such purpose after due notice. A member who has paid its annual dues for the year and has no unpaid annual dues for prior year shall be considered a member in good standing.

(As amended on June 28, 2012)

Section 2. Notice – Notice of proposed changes of these By-Laws shall be sent out to the members at least thirty (30) days before each proposed change shall be acted upon.

Section 3. Construction – Upon all questions of construction of these By-Laws, the decision of the Board of Directors shall control unless overruled by a vote of the majority of all the members of the SCMAP.

(As amended on June 28, 2012)