



PHILIPPINE SOCIETY OF NUTRITIONIST-DIETITIANS, INC.

Professionalism | Fellowship | Service

CONSTITUTION AND BY-LAWS

PREAMBLE

We, the members of the bonafide organization of Nutritionist-Dietitians and allied Professionals in the Philippines, with a vision as a vital partner in ensuring food and nutrition security and committed to the upliftment of the nutritional status of the population, do hereby ordain and promulgate this constitution.

ARTICLE I

NAME, CORPORATE LOGO AND PRINCIPAL OFFICE

SECTION 1. NAME

This organization shall be known as the **Philippine Society of Nutritionist-Dietitians, Inc.**, herein after called PSND. This is a non-stock, non-profit professional organization.

SECTION 2. CORPORATE LOGO

The corporate logo of PSND shall consist of a round shape seal with three hands inside clasping each other's wrist forming a tripod. One hand represents Professionalism, the commitment to uphold the highest standards of Nutrition and Dietetics profession and to a life of continual study and advancement. Another hand stands for Fellowship, the mutual sharing of knowledge, experiences and interests and a deep understanding of the need to work in concert, confident of one's own abilities and cognizant of the contributions of others. The other hand symbolizes Service for the true measure of one's worth is the degree to which one has helped other people.

SECTION 3. PRINCIPAL OFFICE

The principal office shall be at The Shared Spaces Coworking Pad, 4th Floor PTC Building, Doña Soledad Avenue, Parañaque City, as designated by the Board of Directors.

ARTICLE II

VISION, MISSION AND OBJECTIVES

SECTION 1. VISION

A vital partner in ensuring food and nutrition security in the country.

SECTION 2. MISSION

Advance and strengthen the competencies of nutrition and dietetics professionals through scientific nutrition education in responding to public issues and nutrition concerns.

SECTION 3. OBJECTIVES

1. To promote professionalism and fellowship among Nutritionist-Dietitians and other professionals in allied fields;
2. To develop and strengthen a sense of dedication and spirit of service to the people;
3. To raise consciousness and influence policies on food, nutrition, and health;
4. To advance the science of nutrition and enhance competencies, values, service and practice responsive to food and nutrition security challenges;
5. To promote awareness of food, nutrition, and health issues as they affect the general public;
6. To be advocates in uplifting the working conditions of Nutritionist-Dietitians and other professional in allied fields in government and private institution; and
7. To assist in the placement and professional development of members in government and private institutions.

ARTICLE III

MEMBERSHIP

SECTION 1. TYPES OF MEMBERSHIPS

The membership of PSND shall be classified as Honorary, Regular, and Associate.

1. Regular shall refer to those persons who have are Registered Nutritionist-Dietitians (RNDs) and allied registered professionals;
2. Associate members shall refer to those persons who finished an undergraduate degree in Nutrition and Dietetics and any allied field but not licensed;
3. Honorary members shall refer to those persons, who are non-RNDs and non-members of PSND but made exceptional and outstanding contributions in the field of nutrition and allied fields, are invited by the Board of Directors to membership.

SECTION 2. APPLICATION, DUES AND VALIDITY

1. Application for regular and associate membership shall be filed with and processed by the membership committee. The Board of Directors shall give final approval for membership.
2. Members shall pay membership dues as determined by the board.
3. Membership in the Society shall be for a period of one year for regular and associate members and renewable thereafter upon payment of membership dues which is determined by the Board. Honorary member shall be exempted from payment of such dues.

SECTION 3. RIGHTS AND OBLIGATIONS OF MEMBERS

1. All members (Honorary, Regular and Associate) shall have the right to participate in the meetings, conferences activities of PSND;

2. Regular members shall have the right to vote at elections and amendments of constitution and by-laws and to hold office in PSND; and
3. All members are entitled to access literatures and publications in the official e-library.

SECTION 4. TERMINATION

Membership in PSND shall be construed as terminated in the following instances:

1. Upon non-renewal of membership; and
2. For unprofessional conduct or malpractice as determined by the Board of Directors.

ARTICLE IV BOARD OF DIRECTORS

SECTION 1. The Board of Directors shall be the highest policy making body of PSND. The powers, business, and property of PSND shall be exercised, conducted and controlled by the Board.

SECTION 2. COMPOSITION

The Board of Directors shall have a total of fifteen (15) members who shall be elected through secret balloting by the majority of the members present during the Annual General meeting. In addition, the immediate past president shall sit as Ex-Officio member of the Board. The members of the Board shall elect the officers of PSND.

SECTION 3. POWERS AND DUTIES

The Board of Directors shall have the following powers and duties:

1. To lay out policies, plans, and programs of PSND and to ensure their effective implementation;
2. To determine the amount and collect annual membership fees;
3. To create committees and/or appoint members to handle tasks, projects, and programs of PSND;
4. To formulate and issue statements and/or position papers for PSND on any food, nutrition and health-related issues;
5. To hire, enter into contract, terminate services, prescribed the job specification, and determine the compensation, hours of service, and such other terms and conditions of persons, corporations or organization as may deem necessary in the pursuit of its objectives;
6. To receive in trust, gifts, legacies and donations of real and personal property for the benefits of PSND;
7. To submit an annual report that shall include among others the activities, accomplishments, and financial statements to the members during the annual general meeting;
8. To conduct contract researches and/or act as a sub-contractor in research and extension fund management; and
9. To exercise such other powers as may be necessary for the proper discharge of its function and the attainment of the objectives of the PSND.

SECTION 4. ELECTION

1. Election of the Board of Directors shall be done every two (2) years during the Annual Convention of PSND.
2. The president shall create a Nomination Committee which shall prepare the line - up of nominees for the following year as well as preside over the elections of the same. Nomination can also come from regular members.
3. Official Ballots shall be issued to all regular members and votes will be counted during the annual convention. The election becomes valid only when at least fifty percent plus one (50% + 1) of the total regular-members had cast their votes.
4. The fifteen (15) candidates who received the highest number of votes shall compose the Board of Directors for the coming 2-year term.
5. A member of the Board of Directors who has served the PSND for two (2) consecutive terms shall be eligible for re-election only after 2 years.

SECTION 5. TERMS AND VACANCIES

1. The Board of Directors shall hold its office starting 1 January of the following year.
2. A member of the board of directors shall serve for a two-year term and may be re-elected only up to a second two-year term, for a maximum four years continuous service as member of the board. Fiscal year shall be from 1 January to 31 December.
3. Any vacancy in the Board of Directors shall be filled up for the unexpired term through appointment by the Board.
4. Vacancy may occur due to resignation, death, illness, physical or mental incapability, disqualification from the profession, going on leave, and impeachment.

SECTION 6. IMPEACHMENT

Any member of the Board may be impeached on the following grounds:

1. Neglect of duty as determined by the majority (50%+1) of the Board;
2. Non-attendance to regular meetings for 3 consecutive periods without any valid reason.

SECTION 7. MEETINGS AND QUORUMS

1. Regular meetings of the Board shall be held at least 8 times a year.
2. Special meetings shall be held whenever necessary as called by the President or by members of different committees of at least three (3) members of board on a five (5) days' notice.
3. Eight members of the Board of Directors shall constitute a quorum.
4. Should a director be absent, he/she can designate a co-director to represent him/her during the meeting. The representative may also vote on his/her behalf only on issues arising during the meetings.
5. Annual General Assembly shall be held every September during the Annual Convention. The time, date and venue shall be identified by the Board of Directors.
6. The rules contained in the Roberts Rule of Order shall be applied in this organization in cases, which are not consistent with the by-laws or special rules or orders of this organization.

ARTICLE V **OFFICERS**

SECTION 1. ELECTION OF OFFICERS

The election of officers shall take place within 30 calendar days upon assumption to office of the new board. It shall be convoked by the immediate past President. The elected officers of PSND shall be the President, Vice President, Secretary, Assistant Secretary, Treasurer, Assistant Treasurer, Public Relations Officers and Auditors.

SECTION 2. PRESIDENT

The leadership in PSND vested on the President who shall also be the Chief Executive Officer. The President shall:

1. Represent PSND on matters authorized by PSND or Board of Directors;
2. Preside in all meetings of the Board and PSND;
3. Perform or delegate such other duties as may be imposed upon him/her by the Board and appoint the Chairpersons and members of the committees with approval of the Board;
4. Submit to the annual meeting of PSND, a written report of the activities of PSND during the preceding year;
5. Perform such other duties and responsibilities which the Board of Directors may delegate to him/her.

SECTION 3. VICE-PRESIDENT

The Vice President shall:

1. Assist the President in the discharge of his/her duties;
2. Preside meetings and assume all the duties of the President in the latter's absence or inability to act;
3. Perform such other duties and responsibilities which the Board of Directors or the President may delegate to him/her.

SECTION 4. SECRETARY

The Secretary shall:

1. Record and keep the minutes and the proceedings of all meetings of the Board and PSND;
2. Submit reports and other required documents to the Securities and Exchange Commission;
3. Keep the corporate seal;
4. Issue cards of membership, with his/her signature and that of the President affixed;
5. Perform such other duties and responsibilities which the Board of Director or the president may delegate to his/her.

SECTION 5. ASSISTANT SECRETARY

The Assistant Secretary shall:

1. Assist the secretary in the discharge of his/her duties and shall take over the functions of the Secretary in the latter's absence or inability to act;
2. Update the Roster of members showing the addresses and dates of affiliation;
3. Issue applications of membership renewals to those whose affiliation is about to lapse;
4. Perform such other duties and responsibilities which the Board of Director or the President may delegate to her.

SECTION 6. TREASURER

The Treasurer shall:

1. Be the custodian of the funds and properties of PSND;
2. Receive all money of PSND, and disburse the same with the authority of the Board of Directors, keeping full account to all receipt and disbursements;
3. Submit financial reports during the meeting of the Board and the annual general meeting of PSND and at such other times when required by the Board.
4. Deposit the funds of PSND in a bank as may be designated by the Board. All disbursements, checks, savings accounts, withdrawals, and other financial transactions shall be signed by the President jointly with the Treasurer.
5. Submit reports and other required documents to the Bureau of Internal Revenue.
6. Perform such other duties and responsibilities which the Board of Directors or the president may delegate to her.

SECTION 7. ASSISTANT TREASURER

The Assistant Treasurer shall:

1. Assist the treasurer in the discharge of her/his duties and in the absence of the treasurer, perform all the duties of the latter;
2. Collect membership fees and dues from members;
3. Perform such other duties and responsibilities which the Board of Directors or the president may delegate to her.

SECTION 8. PUBLIC RELATION OFFICERS

The two (2) Public Relation Officers shall:

1. Inform the public of the activities of the organization;
2. Act as liaison officer between PSND and the public, the media and other institutions;
3. Perform such other duties and responsibilities which the Board of Directors or the president may delegate to her/him.

SECTION 9. AUDITORS

The Auditors shall:

1. Be responsible for the auditing of books and accounts of the Society and for all procedures and records pertaining to the financial affairs of the Society;
2. Be responsible for the budgetary control of PSND operations and shall work with treasurer in the preparation and interpretation of the financial statements and reports of PSND;
3. Report to the Board (and the treasurer) as may be necessary, to keep them informed of the financial affairs of PSND.

SECTION 10. OTHER MEMBERS OF THE BOARD OF DIRECTORS

The Other members of the Board of Directors shall:

1. Help plan, implement, and evaluate the projects and programs of the society;
2. Head Ad Hoc and regular committees of the Society.

SECTION 11. ADVISERS TO THE BOARD

1. There shall be two (2) Advisers to the Board selected by the newly elected Board;
2. Its tenure shall be co-terminus with the incumbent Board;
3. They shall be consulted and asked to attend Board Meetings whenever necessary as determined by the Board.

ARTICLE VI AFFILIATION

Section 1. PSND may affiliate itself with other national or international organizations with parallel objectives with the organization provided that it will be approved by the Board and members were consulted.

ARTICLE VII COMMITTEES

SECTION 1. ORGANIZATION OF COMMITTEES

Committees shall be created by the Board of Directors in order to facilitate the implementation of its plans and programs.

SECTION 2. TYPES, MEMBERS AND FUNCTIONS OF COMMITTEES

The following shall be the committees, members and functions

Committee	Members	Functions
Internal Affairs	Chair: President Members: Vice President Ex-Officio	<ul style="list-style-type: none">• Ensure the completeness different administrative concerns (SEC, BIR, office, staff)• Review and monitor the implementation of the constitution and bylaws• Manage meetings and other major concerns of the organization (AIPO)• Review and update the manual of operations
Membership	Chair: Secretary Members: Assistant Secretary Board Member 1	<ul style="list-style-type: none">• Process membership applications• Issue of certifications and IDs• Manage of membership database• Update membership status to SEC
Public Relations/ External Affairs	Chair: PRO 1 Members: Board Member 2 Board Member 3	<ul style="list-style-type: none">• Manage external requests (i.e., resource speakers)• Attend to stakeholders' meetings etc.• Develop of position papers
Social Media and Marketing	Chair: PRO 2 Members: Board Member 4 Board Member 5	<ul style="list-style-type: none">• Manage website, social media accounts, e-Libraby and other online platforms• Market activities of the organization• Collect and review of articles for posting
Financial	Chair: Treasurer Members: Assistant Treasurer Auditor 1 Auditor 2	<ul style="list-style-type: none">• Manage of finances of the organization• Ensure submission of accomplished forms to BIR

SECTION 3. EXTERNAL COMMITTEE MEMBERS

Committees may extend its membership to regular members of the Society upon approval of the Board.

ARTICLE VIII FUNDS

SECTION 1. REGULAR SOURCE

The Society's main source of regular funds shall be the fees paid by the members. It shall be disbursed in accordance with the annual budget prepared and approved by the Board.

SECTION 2. SPECIAL FUNDS

The organization may accept donations, grants and other legal funds from individuals, corporations, foundations, organizations and other legal entities both locally and internationally in accordance with pertinent rules, regulations and ethics of the profession.

ARTICLE IX AMENDMENTS

This constitution and by-laws may be amended or replaced by the majority of all voting members present during the general assembly. The Board must review the constitution and by-laws every after 5 years or as the need arises. The power to amend and repeal these by-laws may be delegated to the Board of Directors by the vote of the majority of all voting members present during the general assembly.

ARTICLE X DISSOLUTION

In case of dissolution, all properties and assets of PSND, after payment of all liabilities, shall be used either for the reorganization of PSND or donated as Trust Fund to any agency in charge of nutrition to be used by such agency solely for the pursuit of nutrition goals of the country.