



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.: CN202100654

CERTIFICATE OF FILING OF NEW BY-LAWS

KNOW ALL PERSONS BY THESE PRESENTS:

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

TAU OMEGA MU (MCMLXXII) INC.
also known as (a.k.a) TOM 1972

copy annexed, adopted on January 27, 2025 by majority of the Board of Trustees and by the vote of at least two-thirds (2/3) of the members of the corporation, 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 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, this 27th day of November, Two Thousand Twenty-Five.




DANIEL P. GABUYO
Assistant Director
Company Registration and Monitoring Department

**NEW BY-LAWS
OF
TAU OMEGA MU (MCMLXXII) INC.
also known as (a.k.a.) TOM 1972
(formerly: TAU OMEGA MU (MCMLXXII), INC.)
(As amended on January 27, 2025)**

**Article I
IDENTIFICATION**

Sec. 1. **Name.** The name of this Corporation is TAU OMEGA MU (MCMLXXII) Inc. also to be known as (a.k.a.) TOM 1972. The corporation is the alumni association of The Most Distinguished Tau Omega Mu Fraternity and Its Ladies' Circle.

Sec. 2. **Character.** Tau Omega Mu (MCMLXXII) Inc. is a non-stock, non-profit corporation established to support, assist, finance and implement programs and projects dedicated to the pursuit of the service agenda for which the Corporation is primarily formed, as set forth in its Articles of Incorporation.

Sec. 3. **Corporate Seal.** The seal of the Corporation embodies its ideals and objectives. The design which should be approved by the Board of Trustees and recommended by the Secretariat, shall reflect honor, integrity, and elegance with distinct features that differentiate from the Fraternity seals used by student and community chapters of Tau Omega Mu Fraternity and its Ladies' Circle.

**Article II
MEMBERSHIP**

Sec. 1. **Eligibility and Admission.** All bona fide members of The Most Distinguished Tau Omega Mu Fraternity and Its Ladies' Circle, of legal age, from different colleges/universities and community chapters across the country who have completed a college degree/diploma or who have ceased pursuing college education shall be eligible for admission into the Fraternity's alumni organization embodied in this Corporation. Upon meeting the registration requirements established by the Board of Trustees, these Fraternity brothers/sisters shall join the Corporation by formally applying for admission and induction into an alumni district of their choice.

Sec. 2. **Membership Categories.** Subject to such rules as may be adopted by the Board of Trustees, the members of the Corporation are classified into the following:

- a. *Active Members.* Active members include all bona fide members of The Most Distinguished Tau Omega Mu Fraternity and its Ladies' Circle from different colleges/universities and community chapters across the country who have been admitted to the Corporation and maintain their status in good standing. They remain in such status by completing or regularly updating their payment of national

membership dues. For maintaining their good standing status, active members shall be entitled to full enjoyment of inherent privileges and benefits granted by law and those that are determined by the Board of Trustees.

- b. *Inactive Members.* A member may be considered an Inactive member if he/she is eligible for admission to the Corporation but fails to maintain good standing for failing to pay their membership dues declared by the Board of Trustees, despite notice and demand. Inactive members shall not be entitled to enjoyment of privileges and benefits granted to Active members, such as the right to vote or to be elected into office.
- c. *Honorary Members.* Honorary membership may be granted in recognition of outstanding or exemplary contributions or support towards the realization of the Corporation's objectives. Non-members of Tau Omega Mu may be conferred honorary membership in the Corporation upon nomination by any Active Member duly approved by majority of the Board of Trustees after deliberation for this purpose and compliance with at least thirty (30) days prior notice and posting.

Honorary Membership may be revoked by the Board of Trustees, after due notice and hearing for acts of disloyalty, actions detrimental to the interests of the Corporation, or similar misconduct.

The Board of Trustees shall determine appropriate privileges, benefits and limitations exclusive to Honorary Members.

Sec. 3. Duties and Responsibilities. A member shall have the following duties and responsibilities:

- a. Maintain loyalty and allegiance to the Most Distinguished Tau Omega Mu Fraternity and Its Ladies' Circle, and to Tau Omega Mu (MCMLXXII), Inc.
- b. Offer appropriate assistance to fellow members in need whenever possible.
- c. Fulfill the payment of membership/association dues and other assessments
- d. Adhere to and comply with the By-Laws, rules, and regulations established by the Corporation.
- e. Attend and actively participate in scheduled meetings and activities of the Corporation.
- f. Contribute to the achievement of the objectives of the Corporation at the National, Regional and/or District levels
- g. Others as may be deemed necessary to promote the good name and reputation of the Corporation.

Article III

CORPORATE STRUCTURE AND GOVERNANCE

Sec. 1. **Corporate Structure.** The organizational structure of the Corporation consists of three hierarchical levels of governance: local (districts), regional (regions), and national (central) organizations. The district serves as the fundamental organizational unit of the Corporation, operating autonomously or, as necessary, with other districts to establish regions with which to determine and implement service programs and projects. The central organization functions as the national governing body of the Corporation, exercising its powers, duties, and functions through functional bodies.

Sec. 2. **System of Governance.** The central organization comprises functional bodies, each with specific roles and authorities. These include a) the Board of Trustees which holds national policymaking and legislative powers, b) the Secretariat, which supports the Board of Trustees in its executive functions, and c) others that may be created later on by the Board of Trustees.

Sec. 3. **Administrative and Financial Autonomy.** The local, regional, and national organizations shall operate autonomously in their implementation of policies and executive functions, independent from one another. They shall also have financial autonomy within their respective organizations. The financial policies of the districts and the regions, however, must align with that of the national organization to ensure fairness and equity for all members in all districts and regions.

Article IV

CENTRAL (NATIONAL ORGANIZATION)

A. BOARD OF TRUSTEES.

Sec. 1. **The Board of Trustees.** The Board of Trustees (BOT) serves as the highest policy-making and central governing body of the Corporation. It exercises general supervision and control over the affairs of the national organization of the Corporation, adopting rules and regulations consistent with existing laws of the Republic of the Philippines, the Articles of Incorporation, and these By-Laws. The BOT is directly accountable to the General Membership for achieving the goals and objectives of the Corporation.

Sec. 2. **Powers and Functions.** The corporate powers of the Corporation shall be exercised, its business conducted, and its property controlled and held by the BOT. In addition to the powers granted by law and consistent with the purposes outlined in the Articles of Incorporation, the Board shall also have the following powers and functions:

- a. Establish general policies consistent with the law, the purposes, and objectives outlined in the Articles of Incorporation, and to issue specific rules and regulations of national scope and for application by its local and regional organizations.
- b. Deliberate on and approve the annual program and budget of the Corporation.
- c. Oversee the administrative and financial stability of the Corporation by conducting performance reviews, setting membership/association dues and other assessments, among other responsibilities.
- d. Authorize the Corporation to enter into contracts or agreements for legitimate undertakings, including grants, aids, donations, or assistance, and to acquire properties, rights, or privileges on behalf of the Corporation.
- e. Manage legal matters, including initiating, defending, settling, or withdrawing from lawsuits involving the Corporation or its officers related to its activities.
- f. To establish, form and/or organize working boards, committees, task forces, and executive positions aligned with the objectives of the Corporation.
- g. Subject to limitations set by law, the BOT is authorized to delegate any of its powers to any person, member, officer, agent or employee to undertake acts necessary and proper to attain the objectives and accomplish the purposes of the Corporation.
- h. Appoint an External Auditor.
- i. Address and act on any corporate matter not expressly covered by these By-Laws.

Sec. 3. **Composition.** The Board of Trustees shall come from the ranks of the active members of the Corporation, and be elected directly by the members of the Corporation who religiously maintain their membership in good standing status.

The Board of Trustees shall elect from among themselves the following national officers:

- a. The President, who shall be the concurrent Chief Executive Officer (CEO) of the Corporation
- b. The Vice President, who may be assigned by the President to any essential executive position in the Corporation, and who acts as the CEO of the Corporation in case of the latter's absence
- c. The Corporate Secretary, who shall keep official records of the Corporation, record the minutes, send notices of meetings to the members of the board and/or the Corporation, as the case may be, to determine the existence of a quorum, perform such other duties as maybe assigned to him by the President

- d. The Treasurer, who shall be the concurrent Chief Finance Officer (CFO) of the Corporation
- e. The Auditor, who shall be the concurrent Internal Auditor of the Corporation

Sec. 4. **Tenure of Office.** The term of office for members of the Board of Trustees shall be for three (3) years, or until such time as their successors have been elected by the general membership.

Sec. 5. **Vacancies.** In the event of a vacancy due to death, incapacity or resignation by a member of the BOT, the remaining members, provided the existence of a quorum, shall name and appoint a qualified active member of the Corporation to fill in the vacancy.

B. SECRETARIAT.

Sec. 6. **Secretariat.** The members of the Secretariat shall be appointed by the Board of Trustees, upon the nomination of the President, and shall comprise the National Executive Committee that is charged with the function of implementing the policies, programs and projects approved by the Board of Trustees. The Secretariat shall also be the custodian of all official documents of the Corporation including the membership records.

Sec. 7. **Composition.** The Secretariat of the Corporation shall have the following officers:

- a. The Secretary General, nominated by the President and approved by the BOT, shall be the concurrent Chief Operating Officer (COO) of the Corporation. He/She shall implement the approved plans and programs for the Corporation.
- b. The Deputy Secretaries General, nominated by the Secretary General and approved by the BOT, shall be in charge of Administration and Finance, Internal (Region/District) Relations, External (Chapter/non-Omegon Organizations) Relations, Documentation and the like. All Deputies shall be co-terminus with the appointment of the Secretary-General.
- c. Other Officers and support staff may be appointed by the Secretary General-COO and approved by the BOT.

Sec. 8. **Term of Office.** All appointed Secretariat officers of the Corporation shall hold office for a period of two (2) years from the date of assumption to office and until their successors assume office, unless removed by the BOT. They are eligible for reappointment by the President and the BOT.

Article V REGIONS (REGIONAL ALUMNI COUNCILS)

Sec. 1. **Establishment of Regional Alumni Councils (RAC).** The regions of the Corporation shall correspond to the existing regional subdivisions of the country. Only one (1) Regional Alumni Council (RAC) may be established and recognized by the Board of Trustees for each region. The RAC shall be recognized by the Board of Trustees upon compliance with the following requirements:

- a. Existence of at least two (2) duly recognized districts as described under Article VI of these By-laws.
- b. Submission of a membership report for the region containing a complete list of names and addresses of members who joined The Most Distinguished Tau Omega Mu Fraternity and Its Ladies Circle and/or members who are presently residing or working in the region.
- c. Submission of a commitment letter to comply faithfully with all policies, rules, and regulations established by the Board of Trustees.
- d. Others that may be required by the Board of Trustees.

Sec. 2. **Powers and Functions.** The RAC shall have the following powers and functions:

- a. Coordinate, consolidate and supervise the plans, programs and activities of its member Districts.
- b. Recommend the recognition of districts to the Board of Trustees.
- c. Represent the collective district interests within the Region.

Sec. 3. **Composition.** The RAC shall be composed of all sitting District Directors within the region. They shall choose from among themselves a Coordinator who shall be the point person to coordinate regional concerns with the Board of Trustees.

Article VI DISTRICTS (LOCAL ORGANIZATIONS)

Sec. 1. **Districts.** Districts may be established within a municipality, city, province or possible combination thereof, to facilitate and conduct local programs, events, initiatives and activities aligned with the missions and objectives of the Corporation. A local organization may therefore take the form of a single area or a combination of contiguous local geographic areas that are no larger than the region itself, and will be known by the term "District".

Sec. 2. **District Membership Composition.** The District shall consist of alumni members of The Most Distinguished Tau Omega Mu Fraternity and Its Ladies' Circle who reside and/or work in the locality covered by the said district. These members may have graduated from different chapters of the fraternity and/or pursue different professional careers, but work or reside in close proximity to one another, so as to encourage more frequent and easier cooperation for projects and programs that strengthen brotherhood and camaraderie.

Sec. 3. **Official Recognition.** The District shall be formally recognized by the Board of Trustees after meeting specific requirements including the following:

- a. Submission of a "Formal Declaration of Intent" to establish a District, that will include, among others, the list of district founding members, consisting of at least five (5) Omegans, three (3) of which should be active members, that reside and/or work within the district being established.
- b. Proposed set of executive officers and list of active and good standing alumni members.
- c. Submission of commitment letters by the organizers and members committing to comply faithfully with all policies, rules, and regulations established by the Board of Trustees and, when applicable, the Regional Alumni Council.
- d. Others that may be required by the Board of Trustees or the Regional Alumni Council, from time to time.

Sec. 4. **Preparatory Period.** The Board of Trustees may, at its discretion, require the District to undergo a three-month preparatory period before granting the official recognition.

Sec. 5. **Manner of Elections.** Each District shall elect its Director by *viva voce* or by simple show of hands among the majority of its active membership in a meeting called for that purpose. All other executive officers / Assistant Directors of the district shall be appointed by the elected Director, to do and perform the duties and functions to be assigned to them.

The elected Director shall have the following specific functions and responsibilities:

- a. To represent the District and act as member of the Regional Alumni Council.
- b. To manage and supervise the affairs of the District.
- c. To implement plans, programs and activities of the District.
- d. To implement the policies, plans and programs assigned by the Regional Alumni Council to the District.
- e. To increase the number of active members in the District.

- f. To ensure that the budget and finances of the District are properly and transparently managed.
- g. To preside over general District and executive officers' meetings.
- h. To submit annual performance report to the Regional Alumni Council.
- i. To perform such other duties as may be directed by the Regional Alumni Council and/or the Board of Trustees.

Sec. 6. **Term of Office.** The Director shall hold office for a period of two (2) years from the date of assumption to office and until assumption of their successors. Other officers appointed by the Director shall be co-terminus with the latter's term.

ARTICLE VII MEETINGS AND ASSEMBLIES

A. GENERAL MEMBERSHIP MEETINGS.

Sec. 1. **Regular and Special Meetings of Members.** Regular meetings of members shall be held annually in the month of October. Written notice of regular meetings shall be sent to all members of record at least twenty-one (21) days prior to the meeting. This notice may be sent to all members through electronic mail or such other manner allowed by the Securities and Exchange Commission.

At each regular meeting of members, the Board of Trustees shall endeavor to present the following:

- a. Minutes of the most recent meeting of members which shall include, among others:
 - i. Description of the voting and vote tabulation procedures used in the previous meeting;
 - ii. Description of the opportunity given to members to ask questions and a substantive record of the questions asked and answers given;
 - iii. Matters discussed and resolutions reached;
 - iv. Record of the Voting results for each agenda item;
 - v. List of the trustees, officers and members who attended the meeting; and
 - vi. other items that the SEC may require for good corporate governance.
- b. List of members and their voting rights
- c. Detailed assessment of the corporation's performance
- d. Financial report for the preceding year
- e. Attendance report at each of the meetings of the board and its committees

A trustee or member may propose any other matter for inclusion in the agenda at any regular meeting of the members.

Special meetings of members shall be held at any time deemed necessary, provided that at least one (1) week written notice shall be sent to all members entitled to vote.

A member may propose the holding of a special meeting and items to be included in the agenda.

Notice of any meeting may be waived expressly or impliedly by any member from time to time. Attendance at a meeting may constitute a waiver of notice of such meeting.

In case of postponement of members' regular meetings, written notice thereof and the reason therefor shall be sent to all members of record at least one (1) week prior to the date of the meeting.

The right to vote of members may be exercised in person, through a proxy or through remote communication.

Sec. 2. Place and Time of Meetings of Members. Members' meetings, whether regular or special, shall be held in the principal office of the corporation as set forth in the Articles of Incorporation, or, if not practicable, in the city or municipality where the principal office of the corporation is located.

Notice of meetings shall be sent through fax, text or email, which notice shall state the time, place and purpose of the meetings.

Each notice of meeting shall further be accompanied by the agenda for the meeting, and, when the meeting is for the election of trustees, the requirement and procedure for nomination and election.

All proceedings and any business transacted at a meeting, if within the powers or authority of the corporation, shall be valid even if the meeting is improperly held or called for as long as a quorum is present.

Sec. 3. Quorum. Quorum in meetings shall consist of a majority of the members entitled to vote.

Sec. 4. Manner of voting – Proxies. Members may vote in person or by proxy in all meetings of members.

Members may also vote through remote communication or in absentia for as long as the votes are received before the corporation finishes the tally of votes.

A member who participates through remote communication or in absentia shall be deemed present for purposes of quorum.

Proxies shall be in writing dated, signed and filed by the member and received by the corporate secretary within a reasonable time before the scheduled meeting. No proxy shall be valid and effective for a period longer five (5) years at any one time.

B. BOARD OF TRUSTEES MEETING.

Sec. 5. **Regular and Special Meetings of the Board of Trustees.** A majority of the members of the Board of Trustees shall constitute a quorum to transact corporate business, and every decision said majority shall be valid as a corporate act.

Regular meetings of the Board of Trustees shall be quarterly or four (4) times in a year.

Special meetings of the Board of Trustees may be held at any time upon the call of the president, or in his absence, the Vice President.

Meetings of trustees of the corporation may be held anywhere in or outside of the Philippines. Notice of regular or special meetings stating the date, time and place of the meeting must be sent to every trustee at least two (2) days prior to the scheduled meeting. A trustee may waive this notice requirement, either expressly or impliedly.

Trustees who cannot physically attend or vote at board 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. Trustees cannot attend or vote by proxy at board meetings.

Sec. 6. **Presiding Officer.** The President or, in his absence, the Vice President shall preside in all meetings of the Board of Trustees and the General Membership.

Article VIII FUNDS AND FINANCES

A. NATIONAL ALUMNI ORGANIZATION

Sec.1. **National Corporate Fund.** The funds of the Corporation shall be maintained, supervised and controlled by the Board of Trustees.

Sec. 2. **Depository and Disbursement of Funds.** The Board of Trustees shall select one or more banks to act as depositories of the funds of the Corporation, and determine the manner of receiving, depositing, and disbursing such funds. Provided that all disbursements of funds, whether by checks, withdrawal slips or electronic bank transfer, shall be signed by the President, or in his absence the Vice President, and the Treasurer/Chief Finance Officer.

Sec. 3. **Sources of National Corporate Fund.** The Funds of the Corporation shall be derived from:

- a. Membership Dues approved by the Board of Trustees
- b. Gifts or Donations or Grants
- c. Other legitimate sources

Sec. 4. **Collection of Membership Dues.** The membership dues shall be assessed and collected from individual members of the Corporation and shall accrue to the National Corporate Fund. The amount, frequency and manner or method of

collection of membership dues shall be determined and approved by the Board of Trustees. The BOT shall deputize both the Secretariat and the Districts as its agents for the collection of membership dues.

The robust existence of the Corporation is primarily dependent on the timely participation and contributions of its membership. Payment of membership dues is thus mandatory. Once paid, membership dues are not refundable, but will entitle the paying member to all the benefits and privileges of an active member, in particular, the right to vote and to be elected into office.

Non-payment or the discontinuation of the payment of membership dues, despite notice or demand, shall revert the member into inactive status, and suspend all privileges and benefits accruing to the member, in particular, the right to vote and to be elected into office.

Sec. 5. Nature of the Membership Dues. All membership dues collected shall be treated by the Board of Trustees as an endowment to the Corporation, to be preserved as its *Principal Corpus*, or a fund that is to be kept intact, managed and prudentially invested so that it can grow over time to the exclusive benefit of the Corporation. The Board of Trustees is however, empowered to authorize and approve the utilization of a percentage of the *Principal Corpus* to augment or supplement the operational requirements of the Districts.

Sec. 6. Nature of Gifts, Donations, Grants and Other Funds from Legitimate Sources. Any amounts received by the Corporation outside of membership dues shall not form part of its *Principal Corpus*. When accepting such gifts, donations and grants from legitimate sources, the Board of Trustees shall endeavor to formalize all the pertinent details that govern the contribution being made, including but not limited to the specific programs or projects being financially supported, the Regions and/or Districts the donation seeks to assist, and the like. Regions and/or Districts responsible for obtaining such gifts, donations and grants on behalf of the Corporation shall have a legitimate claim and access to said amounts for the purposes they were intended to serve.

Sec.7. Fiscal Year. The fiscal year of the Corporation shall start from the first day of January and end on the last day of December of each year.

B. DISTRICTS

Sec. 8. Sources of District Funds. The Districts shall raise funds to finance their various projects and activities from the following sources:

- a. Proportionate share from the *Principal Corpus*.
- b. Voluntary Contributions by members of the Districts for specific programs and projects
- c. Gifts or Donations
- d. Other legitimate sources

**Article IX
AMENDMENTS**

Sec. 1. **Amendments.** The Board of Trustees, by a majority vote hereof, and a majority vote of the active members as may be required by law, at any regular or special meeting duly held for the purpose, may amend or repeal this by-laws or adopt new by-laws.

**Article X
TRANSITORY PROVISIONS**

Sec. 1. **Transitory Recognition of Current Regions.** The current regional set-up of the alumni association of The Most Distinguished Tau Omega Mu Fraternity and Its Ladies' Circle shall continue to be recognized until replaced by the proceeding districts into new regions as described in this By-laws.

**Article XI
ADOPTION**

THIS BY-LAWS HAS BEEN ADOPTED BY MAJORITY OF THE BOARD OF TRUSTEES AND WITH THE CONCURRENCE OF THE MAJORITY OF THE ACTIVE MEMBERSHIP OF TAU OMEGA MU (MCMLXXII) INC.

IN WITNESS WHEREOF, we, the undersigned incorporators/members representing a majority of the members of the Corporation have adopted the foregoing ByLaws and hereunto affixed our signatures this 20th day of December 2020 in Quezon City, Philippines.

(SGD.) ANTONIO D. KALAW, JR.
TIN: 125-317-848

(SGD.) DOMINGO RAMON C. ENERIO
TIN: 130-135-344

(SGD.) BENJAMIN A. SOMERA, JR.
TIN: 103-211-578

(SGD.) ANA DE RAMOS TONGCO
TIN: 101-888-551

(SGD.) RAQUEL E. ROBLES
TIN: 152-649-335