

# PRIMER ON THE NOTABLE GA - APPROVED AMENDMENTS TO THE ARTICLES OF INCORPORATION AND BYLAWS OF ALPHA PHI OMEGA PHILIPPINES, INCORPORATED

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## INTRODUCTION

The amendments approved during the 37th National General Assembly represent one of the most significant governance reforms in the history of Alpha Phi Omega Philippines, Incorporated. More than mere textual revisions, they introduce substantial changes to membership, voting rights, organizational structure, accountability, elections, independent oversight, standing committees, and corporate continuity.

These reforms modernize the Organization's governance framework by promoting greater participation, accountability, institutional stability, and administrative efficiency while preserving the core ideals of Leadership, Friendship, and Service. Key governance concepts, including membership standing, voting rights, quorum, alumni association recognition, petitioning requirements, independent commissions, officer accountability, standing committees, and conflict-of-interest safeguards, are now more clearly defined and institutionalized.

This Primer highlights the most notable reforms approved by the General Assembly and serves as a guide for members, officers, BOUs, regions, committees, and national bodies as the Organization transitions to the new governance framework.

## THE ROAD TO THE 2026 AMENDMENTS

The approval of the Amended Articles of Incorporation and Bylaws during the 37th National General Assembly was the culmination of an extensive governance reform process. The amendments were approved after the Organization had already recognized the need to modernize its governing documents, clarify institutional authority, correct recurring ambiguities, and align its internal rules with the realities of contemporary organizational administration.

The Articles of Incorporation were amended on May 16, 2026, while the Bylaws were approved and ratified by the required vote of the Official Delegates, with quorum present, on May 17, 2026 during the 37th National General Assembly held in Boracay Island, Province of Aklan. The Bylaws further provide that they shall first apply beginning the next Development Year commencing on July 1, 2027. This transition date is important because it allows the Organization sufficient time to align its systems, officers, committees, regions, BOUs, RAPOR records, accreditation processes, election rules, and implementing regulations with the new governance framework.

The reform process must be viewed as institutional rather than merely procedural. The purpose was not only to amend text, but to provide a stronger constitutional foundation for the Organization. The resulting amendments establish a more member-centered governance structure, clarify the separation between policy-making and implementation, strengthen independent oversight, expand permanent committee work, and reinforce accountability at every level.

## KEY INNOVATIONS AND STRUCTURAL REFORMS

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### **FORTY-YEAR OLD AGE CAP FOR REGULAR PLEDGE APPLICANTS**

(Article II, Section 2)

One of the notable membership reforms is the introduction of a forty (40)-year age cap for regular pledge applicants. Under the amended Bylaws, individuals above forty (40) years old may no longer be admitted through the regular pledge process. However, qualified individuals above forty who are enrolled in a higher education institution may apply for Associate Membership, subject to the rules prescribed by the Commission on Membership and other applicable regulations (Article II, Section 2; Article II, Section 4[d]).

This amendment reinforces the collegiate character of regular membership. APO has always been rooted in the collegiate environment, where leadership development, service, and fraternal formation are intended to take place. The age limitation helps ensure that regular membership remains aligned with that purpose and prevents collegiate enrollment from being used merely as a technical means of entry into the Organization.

At the same time, the Associate Membership pathway reflects a balanced and inclusive approach. It allows qualified individuals above forty to affiliate with and support the Organization while preserving the distinct nature and objectives of regular collegiate membership. In essence, the amendment safeguards the integrity of the regular membership track while providing an appropriate avenue for participation by those who share and uphold the ideals of Alpha Phi Omega.

## REMOVAL OF HONORARY MEMBERSHIP

(Article II, Section 4)

Another notable reform is the removal of Honorary Membership as a membership classification. The amended Bylaws now recognize only Provisional, Collegiate, Alumni, Associate, and Life Membership (Article II, Section 4).

This reform eliminates ambiguity regarding rights, privileges, eligibility, discipline, and governance participation. Unlike the recognized membership classifications, Honorary Membership was based primarily on recognition rather than defined qualifications, obligations, or continuing accountability to the Organization.

By removing Honorary Membership, the amended Bylaws strengthen the integrity of membership by ensuring that every recognized category is governed by clear standards and corresponding rights and responsibilities. Recognition for distinguished individuals may still be conferred through awards, citations, resolutions, and other honors, but membership itself is now reserved for classifications with defined organizational and legal significance.

## **INCLUSION OF HALIGI NG KATAPATAN UNDER LIFE MEMBERSHIP**

(Article II, Section 4 (e)(1)(e))

The amended Bylaws formally incorporate the Haligi ng Katapatan Program as a pathway under FRH Advocate Life Membership (Article II, Section 4[e][1][e]). Qualified senior citizen members who have maintained at least fifty (50) years of membership, remain Members in Good Standing, and satisfy the prescribed endorsement and qualification requirements may now be granted Life Membership under this program.

This reform institutionalizes the recognition of long-term loyalty, active involvement, and sustained commitment to the ideals of Alpha Phi Omega. By establishing objective qualifications and a standards-based process, it ensures that the conferment of this distinction is based on demonstrable service and continued engagement with the Organization.

More importantly, the reform strengthens intergenerational continuity by recognizing senior members not only for their past contributions but also for their continuing role in the life and development of the Organization.

## **NEW DEFINITION OF MEMBER IN GOOD STANDING**

(Article II, Section 5 (b)(1))

The amended Bylaws introduce a clearer and more comprehensive definition of Member in Good Standing (MIGS), which serves as the foundation for governance participation within the Organization (Article II, Section 5[b][1]). Alumni members must satisfy prescribed dues, participation, and good standing requirements, while collegiate members must possess valid national identification credentials and remain free from suspension or termination.

The reform distinguishes Active Membership from MIGS status and reserves key governance rights, including voting, eligibility for office, appointments, and participation in corporate and political acts, to duly qualified MIGS (Article II, Sections 5 and 6). This ensures that governance authority is exercised only by members who remain compliant with their obligations and actively engaged in the Organization.

By establishing a uniform and objective standard, the MIGS framework strengthens accountability, promotes responsible participation, and provides a reliable basis for elections, quorum determination, appointments, and other governance processes. As such, it serves as a cornerstone of the Organization's modernized governance structure.

## ONE CHAPTER - ONE ALUMNI ASSOCIATION

(Article III, Section 4 (a))

The amended Bylaws adopt the principle of One Chapter, One Alumni Association by providing that only one recognized Alumni Association may exist for each collegiate chapter of the Organization (Article III, Section 4[a]). Even where both fraternity and sorority collegiate charters exist within the same institution, separate Alumni Associations may not be established under the same chapter affiliation.

This reform promotes unity, accountability, and administrative consistency by preventing multiple groups from claiming recognition under the same chapter identity. It ensures a single, recognized alumni organization for each chapter while preserving the ability of alumni members to organize internally through committees, batches, or special interest groups.

By eliminating competing alumni associations within the same chapter affiliation, the reform strengthens organizational cohesion, clarifies accountability, and preserves the historical identity and continuity of APO chapters.

## **ONE COMMUNITY, INSTITUTION, OR PROFESSION - ONE ALUMNI ASSOCIATION**

(Article IV, Section 4)

The amended Bylaws likewise adopt the principle of One Community, Institutional, or Professional Alumni Association by providing that only one recognized Alumni Association may exist within a particular community, institution, or professional classification approved by the Board of Trustees (Article III, Section 4[b]).

This reform prevents the creation of duplicate, overlapping, or competing alumni associations within the same locality, institution, or profession, thereby promoting organizational unity, accountability, and administrative efficiency. The Board of Trustees is vested with authority to determine the proper scope and classification of such affiliations to prevent fragmentation and jurisdictional conflicts.

By ensuring a single recognized alumni organization within each approved community, institutional, or professional category, the reform strengthens coordination, simplifies compliance, and provides a clear and accountable organizational structure.

## **REDUCTION OF PETITIONERS FOR COLLEGIATE CHAPTERS FROM FIFTEEN (15) TO EIGHT (8)**

(Article III, Section 6 (b))

The amended Bylaws reduce the minimum number of petitioners for petitioning collegiate chapters. A petitioning collegiate chapter must now have not fewer than eight (8) collegiate members who are valid APO ID holders, currently enrolled in the higher education institution where the Petitioning Code is assigned, and not affiliated with any other collegiate chapter or school (Article III, Section 6[c]).

This reform lowers the threshold for collegiate expansion. In practical terms, requiring fifteen petitioners may be difficult for schools where APO is being newly introduced, where student populations are smaller, or where recruitment must proceed gradually. By reducing the minimum number to eight, the Bylaws make chapter formation more accessible while still requiring a sufficient core group capable of sustaining a petitioning process.

This change is not a lowering of standards. The petitioning group must still comply with documentary, organizational, financial, and development requirements. It must submit a certified RAPOR, proposed governing rules consistent with the national Bylaws, interim officers, development plans, and other documents required by implementing rules. The COME still conducts substantive evaluation, and recognition takes effect only upon approval by resolution of the Board of Trustees (Article III, Section 6[c]).

The reform therefore balances expansion with control. It recognizes the need to strengthen the collegiate base of the Organization while preserving safeguards that ensure the viability, legitimacy, and compliance of new chapters.

## ONE MIGS, ONE VOTE

(Article IV, Section 4)

The centerpiece democratic reform of the amended Bylaws is the adoption of the One MIGS, One Vote principle. The General Assembly is now composed of duly registered Members in Good Standing (MIGS), with each qualified MIGS entitled to one vote on all matters properly submitted to the General Assembly, including elections, ratifications, resolutions, and amendments (Article IV, Section 4[a] and [f]). Voting rights must be exercised personally, and proxy, delegated, substitute, or representative voting is not permitted (Article IV, Section 4[g]).

This reform shifts the Organization toward direct member participation by ensuring that governance authority is exercised equally by qualified members rather than through representative or institutional voting structures. It also strengthens accountability and electoral integrity by linking voting rights to MIGS status and requiring personal exercise of the vote.

Together with RAPOR and the revised MIGS framework, the reform establishes a more democratic, transparent, and verifiable system of governance grounded on the principle that organizational authority ultimately resides in its members.

## **GENERAL ASSEMBLY RATIFICATION LIMITED TO SIGNIFICANT CORPORATE ACTS**

(Article IV, Section 9)

The amended Bylaws introduce the concept of Significant Corporate Acts, which require the approval of at least two-thirds of the members of the General Assembly present and constituting a quorum (Article IV, Section 9). These include fundamental matters such as amendments to the Articles of Incorporation, disposition of substantially all corporate assets, voluntary dissolution, suspension or revocation of BOU charters, and other acts that materially affect the Organization's structure, assets, or existence.

Equally significant is the clarification that only the acts expressly enumerated as Significant Corporate Acts require General Assembly approval, unless otherwise required by law. This establishes a clearer distinction between matters reserved to the General Assembly and those that may be acted upon by the Board of Trustees in the exercise of its corporate authority.

By limiting mandatory ratification to major corporate decisions, the reform promotes governance efficiency while preserving member oversight over matters of fundamental organizational importance.

## **BOARD OF TRUSTEES REDUCED FROM TEN (10) TO NINE (9)**

(Article V, Section 2 (a))

The Amended Articles of Incorporation reduce the number of directors or trustees of the Corporation to nine (9), who must be persons of good character and standing in the community (Articles of Incorporation, Eighth Article). The amended Bylaws align with this by providing that the Board of Trustees shall consist of nine Trustees, directly elected by the members of the General Assembly and duly registered thereat (Article V, Section 2[a]).

This reform has both corporate and governance significance. An odd-numbered Board reduces the risk of deadlock. A nine-member Board is also more streamlined while preserving representation among the Chairperson, Vice-Chairperson, National President, Trustees for Fraternity Chapters, Trustees for Sorority Chapters, and Trustees for Alumni.

The new composition also reflects a more structured governance model. The Board is not merely a collection of elected individuals; it is organized by specific offices and constituencies. This improves accountability because each position has a defined institutional role. The reduction from ten to nine should therefore be understood not only as a numerical change, but as part of a broader effort to make Board decision-making more efficient, coherent, and aligned with the amended Articles of Incorporation.

## **DIRECT ELECTION OF KEY GOVERNANCE POSITIONS**

(Article V, Section 2)

The amended Bylaws now provide that candidates are elected directly to the specific offices for which they filed their Certificates of Candidacy. For the Board of Trustees, candidates for Chairperson, Vice-Chairperson, National President, Trustees for Fraternity, Trustees for Sorority, and Trustees for Alumni are elected directly to the respective offices for which they filed their Certificates of Candidacy (Article V, Section 2[c] and [d]).

The same concept appears in the National Executive Council provisions. National candidates must file Certificates of Candidacy specifying the position sought, and all elective officers are elected by direct vote of the members of the General Assembly. Candidates cannot run for more than one position in the same election, and filing a subsequent Certificate of Candidacy for another position automatically withdraws the earlier candidacy (Article VI, Section 4[a] and [c]).

This reform strengthens election transparency. Members are no longer voting for a pool of candidates whose final offices may later be allocated or determined after the election. Instead, the office being sought is clear from the beginning. Voters know exactly which position each candidate seeks, what responsibilities that candidate intends to assume, and which constituency or function is involved.

The reform also strengthens accountability. A candidate elected to a specific office receives a direct mandate for that office. This reduces post-election uncertainty and prevents internal arrangements that may defeat voter expectation.

## **SEPARATION OF THE BOARD OF TRUSTEES AND NATIONAL EXECUTIVE COUNCIL**

(Article V, Section 1)

The amended Bylaws clearly distinguish the roles of the Board of Trustees and the National Executive Council (NEC). The Board of Trustees serves as the governing and policy-making body of the Organization when the General Assembly is not in session, while the NEC functions as its executive and implementing arm (Article V, Section 1; Article VI, Section 1).

This reform clarifies the separation between governance and administration. The Board establishes policies and exercises corporate authority, while the NEC implements approved policies, programs, and directives. By defining these distinct functions, the amendments strengthen accountability, promote institutional checks and balances, and reduce potential conflicts regarding authority and responsibility.

The result is a more coherent governance structure that allows each body to perform its respective role while ensuring that oversight remains separate from implementation.

## **ACCOUNTABILITY OF OFFICERS**

(Article VI, Section 14)

The amended Bylaws strengthen the accountability framework for officers by expressly providing that all officers are accountable to the membership and must discharge their duties with fidelity, integrity, responsibility, and efficiency (Article VI, Section 14). Officers may be removed for causes such as gross misconduct, dishonesty, breach of trust, culpable violation of the Bylaws, malfeasance, misfeasance, nonfeasance, or negligence in the performance of their duties.

For elective officers, any MIGS may initiate removal proceedings through a verified complaint. The NGAA conducts the appropriate proceedings and makes recommendations, while the Board of Trustees exercises the authority to determine removal in accordance with the Bylaws. Appointive officers may likewise be removed for just cause, subject to due process.

This reform reinforces the principle that leadership is a responsibility rather than an entitlement. At the same time, it balances accountability with due process by ensuring that removal proceedings are conducted fairly, supported by evidence, and governed by established procedures.

## **CREATION OF INDEPENDENT COMMISSIONS**

(Article VIII)

The amended Bylaws establish a comprehensive framework for Independent Commissions and expressly guarantee their independence in the discharge of their mandates (Article VIII, Section 1). The National Grievance and Adjudicatory Authority (NGAA), Commission on Membership (COME), Commission on Elections (COMELEC), and Commission on Audit (COA) are recognized as independent bodies responsible for adjudication, membership administration, elections, and audit oversight, respectively.

This reform strengthens institutional accountability by ensuring that critical functions affecting rights, eligibility, elections, discipline, and finances are exercised impartially and free from undue influence. By vesting these responsibilities in independent bodies with defined mandates, the Bylaws promote transparency, fairness, and public confidence in the Organization's governance processes.

The establishment of Independent Commissions also reinforces checks and balances within the Organization by ensuring that sensitive matters are reviewed and decided by the appropriate body in accordance with the Bylaws and established procedures.

## **QUALIFICATION OF CHAIRPERSONS AND COMMISSIONERS**

(Article VIII, SECTION 1 (d))

The amended Bylaws not only strengthen the independence of the Commissions but also professionalize them through qualification standards designed to ensure competence, integrity, and impartiality (Article VIII, Sections 1, 2, and 5). As a general rule, Commissioners must be Active MIGS, possess good moral standing, and be free from conflicts arising from concurrent elective or appointive national or regional positions.

Specialized qualifications are likewise prescribed for certain Commissions. The NGAA requires legal, adjudicatory, or dispute-resolution competence for its Adjudicators, while the Commission on Audit requires relevant qualifications or demonstrated expertise in accounting, finance, audit, financial management, or internal controls.

By establishing competency-based qualifications, the amendments help ensure that critical functions involving adjudication, membership, elections, and audit are entrusted to individuals with the appropriate expertise, independence, and credibility. This reform strengthens institutional professionalism and enhances confidence in the Organization's governance processes.

## **EXPANSION AND INSTITUTIONALIZATION OF STANDING COMMITTEES**

(Article IX)

The amended Bylaws significantly strengthen and institutionalize the Standing Committee system by recognizing key committees as permanent components of the Organization's governance and program delivery framework (Article IX, Sections 1-14). These include the Committee on Finance/Ways and Means, APO National Committee on Scouting, Committee on International Relations, Committee on National Service for Health, Committee on Environment, APO Academy, Committee on Awards, Committee on Disaster Risk Reduction and Management, and Committee on Public Relations and Communications.

By embedding these committees directly in the Bylaws, the Organization ensures that essential programs and functions continue across administrations and are not dependent solely on the priorities of incumbent leaders. The reform promotes continuity, specialization, and institutional memory while providing permanent mechanisms for advancing APO's objectives in leadership development, service, governance, and member engagement.

Particularly noteworthy is the formal establishment of the APO Academy, which institutionalizes leadership development, governance education, officer training, and succession planning. Collectively, the Standing Committees strengthen both organizational governance and service delivery by providing dedicated structures for finance, training, recognition, communications, health, environment, disaster response, international relations, and other core functions of the Organization.

## **CONFLICT OF INTEREST**

(Article XI, Section 10)

The amended Bylaws expressly include a Conflict of Interest provision under the General and Transitory Provisions (Article XI, Section 10).

This reform is important because governance authority must be exercised for the benefit of the Organization, not for personal, financial, political, or factional advantage. A conflict-of-interest rule helps ensure that trustees, officers, commissioners, committee chairpersons, and other officials act with loyalty, transparency, and accountability.

The inclusion of this provision strengthens institutional trust. Members must be confident that decisions involving funds, contracts, appointments, recognition, discipline, elections, and policy are made based on organizational interest rather than private benefit. In a non-stock and non-profit organization, conflict-of-interest safeguards are especially important because organizational assets and authority are held in trust for the purposes of the corporation.

The reform also supports the fiduciary character of leadership. Officers and trustees are not merely volunteers; they exercise authority over corporate affairs, funds, records, programs, and institutional reputation. A conflict-of-interest framework reminds all leaders that authority carries ethical obligations.

## **PERPETUAL CORPORATE EXISTENCE**

(AOI, FOURTH ARTICLE)

The Amended Articles of Incorporation now expressly provide that the Corporation shall have perpetual existence (Articles of Incorporation, Fourth Article). This aligns the Organization with the modern corporate law framework recognizing perpetual corporate existence and eliminates uncertainty regarding the continuation of the corporation.

The significance of this amendment is institutional continuity. APO Philippines is not intended to exist only for a fixed term or for the duration of any administration. It is a continuing juridical entity whose purposes, assets, records, obligations, and institutional identity survive changes in leadership and membership.

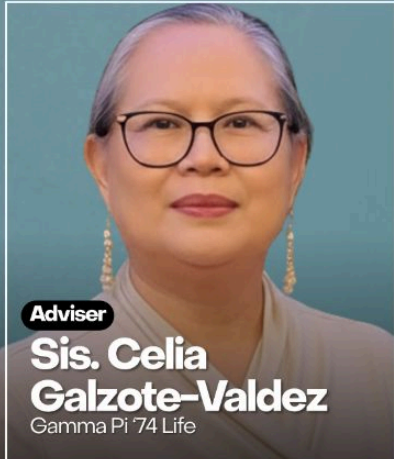
Perpetual existence also strengthens long-term planning. The Organization may enter into programs, maintain assets, protect intellectual property, develop institutional systems, and plan beyond short leadership cycles. This is especially important for a national organization with collegiate chapters, alumni associations, administrative regions, standing committees, and independent commissions.

This amendment must also be read together with the reinforced non-stock and non-profit clause, which provides that no part of the Corporation's net income shall inure to the benefit of any member or private individual (Articles of Incorporation, Fifth Article), and the provision that Trustees shall not receive compensation or remuneration (Articles of Incorporation, Seventh Article). Together, these amendments strengthen APO's corporate identity as a continuing service organization rather than a vehicle for private gain.


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**BYLAWS**  
*Amendments*




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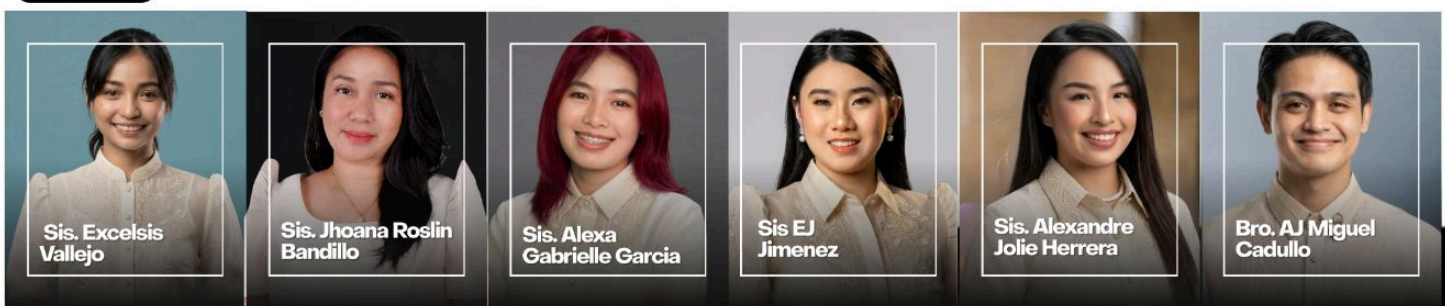


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