



BYLAWS OF IAEM-LAC COUNCIL OCTOBER 16th-2014

INTERNATIONAL ASSOCIATION FOR THE EMERGENCY MANAGEMENT IN LATIN AMERICA AND THE CARIBBEAN (AIGE-LAC or IAEM-LAC)

ARTICLE I. - NAME AND ORGANISATION

Section 1. Incorporation

The International Association of Emergency Managers ("IAEM", from now on the "Association") is a nonprofit organisation founded by and under the laws of the United State of America. From her are derived, as components branch, Councils distributed by areas or regions identified in the world.

A formal ceremony held in the City of Santiago de Chile and as expressed in this Regulation, the ***Council of Latin America and the Caribbean of the International Association for Emergency Management***, which it will be recognized by its initials "AIGE-LAC" in Spanish and Portuguese, or "IAEM-LAC" for English, one can use either; and, later in this document referred to as "the Council", "this Council", "AIGE-LAC" or "IAEM-LAC" interchangeably which is recognized by IAEM as one of the Councils of the International Association attached to the IAEM-Global Council and for that reason was constituted as a non-profit organization and operate as a formal body of coordination and work of all the National Councils that establishes by the member countries of the region, with formal residence in the city of Santiago de Chile.

For administrative purposes, operates within the legal framework of the International Association for Emergency Management Chile, the which constitutes the Council of national character of IAEM in the host country. In any case, AIGE-LAC will have responsibility over the geographic area consisting by the countries that adhere to the Association and are located in the American Continent and islands or adjacent territories to him and they are not part of another IAEM Council; spread throughout Latin America and the Caribbean, from Mexico to the South Pole.

Section 2. Members The Association is formed by natural individuals or legal entities professionally engaged or interested in the promotion of emergency management and its allied fields. The Council shall be constituted by the same individuals who residing and/or working within the geographic area defined as responsibility by the Council of Latin America and the Caribbean who adheres to the particular membership the Association gives the moment of the take part to any of the national Council or Specials which are part of AIGE-LAC.



Section 3. Organization

The association shall be the international rector body of all the Councils established according to its bylaws and will assume its functions as leader of organizational structure and administrative management, in all what corresponds to the promotion of the profession of Emergency Management in a Global level. This bylaws will also serve as base of the bylaws of IAEM-LAC, as well as of the particular statements that from this Council gets arising, as organism depending of the Global structure.

In a regional level and in a subsidiary way, the Council of IAEM-LAC is the working body, that with similar functions, bringing together, is leader, and managing inside the group of National Councils or Specials of Latin America and the Caribbean, which ones IAEM-LAC recognizes as the working body where is possible recognize an identity political-administrative or independent functional. To IAEM-LAC Council, by delegation of IAEM - Global, has the responsibility of the Regional Representation of the Association with organisms and institutions of character regional multinational, or subregional of Latin America and the Caribbean. Furthermore, the Council could create one or more Special councils, under the name of Divisions or Chapters depending directly of AIGE-LAC Council or through a determined National Council. These special councils could not be of national character or represent subdivisions of each country, to bring together the members whose respective national councils have not been able to formally establish or when this measure is convenient for the administration of the organization, ensuring by an adequate representation of the members in the structures of instutuional decision.

Attached as annex "A", the relation of countries with representation in the IAEM-LAC Council at the time of its constitution, the ones who are going to manage the conformation of their respective National Councils according to the specific legislation that affects everyone. This relation will be updated annually, at the end of each fiscal year, to leave reflected changes as well as of the Special and National Councils constituted or in process of constitution.

Section 4. Fiscal Year

The fiscal year of the Association is from June 1st up to May 31st.

The Council will adopt the same fiscal year, in order to facilitate the administrative actions.

ARTICLE II. - VISION AND MISSION

Section 1. Vision

According to what has planned by the Association (IAEM), its vision is to be recognized in a global level, as the main international organization of professional for the Emergency Management.

Additionally, in the regional, is added the willingness to become in the main referent that from the civil society, orients its efforts for the normalization of the activities related with the professional and integral management of emergencies, facilitating the exchange of information and services.



Section 2. Mission

The IAEM mission is promoting the professionalization of the activities related with the emergency management, giving its members timely information, networks contacts and opportunities to professional development, thus as principles and Codes Conduct that frame their performance; all that and with the objective of serve integrally the society to foster the development of societies more resistant and resilient with better capacities to addressing the emergencies that affect.

ARTICLE III. - MEMBERSHIP AND DUES

Section 1. Eligibility

Any person who meets the criteria of a membership class as defined in Section 2 below who supports the corporate purposes and nonprofit of IAEM and besides that qualifies with the requirement and norms of good conduct to be or continue being member of one of the Councils that conform the Association, is eligible to be member of IAEM.

In addition, the membership to the IAEM-LAC Council will be conditioned that the person shall reside and/or work within the geographic area that comprises the IAEM Council for Latinamerica and the Caribeian or in any territory submitted under the sovereignty or jurisdiction of any of the country which conform this Council.

Section 2. Classification of Membership

A. Individual Member

Individual membership in the Association is available to any person professionally engaged or interested in the promotion of emergency management and its allied fields, or with the promotion of the professionalization of thisa ctivities.

B. Affiliate Member

The condition of Affiliate membership is available to any legal person, organisation/party which provides products, services or other resources which support IAEM and its members.

C. Honorary Member

Honorary membership in the Association is available to any person awarded honorary membership status by a majority vote of the member's Council Board of Directors for outstanding contributions towards the advancement of emergency management and/or for the corporates objetives of the Association.

D. Life Member

Life membership shall be accorded to Past Presidents of the Association when they are no longer associated with an emergency management function in a capacity which would make them eligible for Individual membership. In this way, Individual members acquire this condition who have been members in good standing for fifteen (15) years as defined in the



Administrative Policies and Procedures and who are likewise retired are also eligible for Life membership..

E- Student Member

Student membership is available for up to six years to any person enrolled in a post-secondary institution, studying emergency management or a related field. Proof of current enrolment may be required by IAEM staff. Students shall be members of both the Technical council of student and from the corresponding Geographical Council where they reside or matriculate. Each geographic Council may define a process for granting exceptions to the six-year limitation due to extenuating circumstances.

Section 3. Termination of Membership

Any person who fails to comply with the membership eligibility requirements set forth in Article III, Section 1 above, including any additional criteria that may be established in the future by the IAEM Board of Directors according to the procedures established for these effects, shall cease to be a member of the Association and for the Council.

Any member who fails to pay dues, fines, fees or assessments, or other financial obligations within thirty (30) days deemed delinquent and to have forfeited IAEM membership.

Before other irregulars events, after an proper analysis and discussion of the situation that is affecting anyone of the members of the Council of Latinamerica and the Caribbean, or some of the National Councils or Specials that form them, the Board of Directors of AIGE-LAC Council could ask to the Board of Directors of IAEM Global and with explicit grounds to suspend in a transitory way or putting an end to the membership of any member of the Association, for some of the following reasons that include but not limited the criteria that justify this exeptional measure:

- To have a conduct prejudicial or that is opposed to the interests of the Association and its members.
- To have a conduct that violates the corporatives purposes of the Association and/or are opposed with its nature to be a nonprofit organization.
- To have a conduct that violates the Bylaws of the Association and/or of its Professional Conduct
- To have a conduct that violates the Bylaws of the AIGE-LAC Council

The actions resolved by the Board of Directors of IAEM, in response to the request of the Council, it should be adopted only after of granting to the affected with this resolution, with a rasonable warning time that include the reasons that caused this disciplinary action so in this way, he/she could answer to the charges by written and/or personally to the Directors Committee who sanctioned in his next formal meeting, if it is requiered explicitly and by written the person or organization punished.

The executive resolution of a Board of Directors of IAEM to end for any reason the membership granted by IAEM to one or more members will be adopted only with one vote



of majority corresponding to Committee Directores of IAEM, formally constituted. In case of establish an specific procedures, diferente or particular to deal the case, this shall be determinated and approved by the Committee Directores of IAEM called to pronounce about this case, before to take any application, in a global, regional, national or local level.

Section 4. Membership Fees

The memberships Dues and services rates shall be established anually by the Global Committee of Directors of IAEM, according to the Administrative Policies and Procedures, amount that shall be enough to cover the administrative and operatives costs of the Association, in a global level(IAEM-Global), as regional (IAEM-LAC) and local (IAEM National or Specials) which are part of.

- A) The membership dues of associated and the rates by their services, by natural individual or legal, they shall be collected in an integral way and centralized by the Associaton or by the Council, according to how is determinated by the Global Committee of Directors of IAEM, according to an administrative efficiency criteria.
- B) The amounts collected of the membership of the members of IAEM-LAC are going to be distributed as per the following: a 25% obtained is going to be addressed as a contribution of the Region for the support of the main organization IAEM; other 25% obtained is going to be addressed as a contribution to the support of the regional activities of IAEM-LAC; the 50% left, will be allocated for the support of the National Council of the contributor.
- C) The period of membership for which the dues are paid is between October 1st up to September 30th. The first individual membership quota valid starting in the conformation of IAEM-LAC will be of US\$ 140; amount that will be valid up to September 30th, 2015, date where a new value shall be adopted according to the administrative norms.
- D) The quotes include the base established by the Global Committee of Directors of IAEM, to keep the operations of the Association. This Council of Latinamerica and the Caribeian will recommend an additional amount over this base, in order to cover the costs of their own activites and their national and/or local councils dependant. The total of those quantities weighted by the Global Committee will determinate the amount to be collected by each anual membership of IAEM-LAC, the which will be distribute according to what is established in the paragraph B.- above, the one that shall be explained in detail to the members at the Asamble Annual General of the Council.
- E) The membership quotas, rates and comision shall be paid no later than September 30st of each year. After this date, they will be considered overdue. Those members who have overdue quotas for more than 30 days and they have not asked for an extention of the due date to the Associaton, they will lose the membership as indicated in the section previous.



- F) The funds coming from the contribution of natural individual or legal of the jurisdiction of IAEM-LAC should be addressed preferably to solve the costs related directly with the activities of the same base organisms that originated these contributions.

ARTICLE IV. - OFFICERS

Section 1. Executives

The Executives authorities of the Council shall be appointed to drive the Directors Board of IAEM-LAC, in conformance to regulations and administrative policies and procedures of the association and its own Council.

The executives of the Council shall stay in their jobs for a period of two years and they will be nominated by voting of a group of Directors that conform the Council, between its own members. Those Officers are:

- President
- Vice President
- Treasure
- Secretary

Each year, the replacement of 50% of those executive authorities must be submitted to voting interspersing one year to the President and the Secretary and next year to the Vice President and Treasure. Besides it will be included as Executive Authorities Complementary by own right to:

- The past exPresident

Those five Officers form the executive staff of the Council, where is added one Liaison Officer of IAEM, disigned with that special function by Council of Directors of IAEM-Global, who will support the AIGE-LAC Council and could intervene in its meetings, but without right to vote and without any consideration for quorum effects.

This executive staff besides could be expanded exceptionally in up to three additional members of an honorific origen, with right to voice and vote and with a period of two years extended, when it is estimated in order to promote the institutional imagen with figures with more tradition for the organization. They are outside to the Board of Directors of the Council up to their full incorporation but they shall be elected by that Council to an expresses proposion by the President exercising, needing counting with the 75% of the favorables votes of the full Council of Directors.

Section 2. Directors

Council principals of AIGE-LAC are and therefore members of the Board executive of the Council, the majors or their representatives of the following jobs:



- 1) The Presidente of each National Council of the member countries
- 2) The complementary Representatives of the member countries
- 3) The Presidents of Division or from Chapters constituted by the AIGE-LAC Council
- 4) The President of the Regional Student Council.

The complementary representatives, correspond to the Directors of the IAEM-LAC Council who are designed by their respective National or Especial Council, in a quantity of one at the time that exceed the amount of 500 active members at IAEM assigned to a same Council. Thus one National Council with up to 499, must be represented by only one Director, normally its President but if it gets to 500 members could have two Directors at the Council, normally its President plus a Complementary Representative; but if it gets to 1.0000 members, could have three: and so on...

Section 3 - Duties

All the Authorities with jobs must comply labors in strict formality with the Association and the Council according to the Policies and administratives procedures vigents. In especial:

- A) The President of the Council will direct the Board Directors of Council, in the better way he could promote the interest of IAEM-LAC and their members. Among the President's Duties are:
 - a. By delegation of the Global Council of IAEM-LAC, representing IAEM in th Region of Latin America
 - b. Represent formally and legally the Council of IAEM-LAC, before the authorities political administratives who recognize it.
 - c. Preside Board Directors meetings of IAEM-LAC, to promote the agreement and manage his institutional activity.
 - d. Authorize the cost in the budgetary funds approved by the Council of IAEM-LAC, for a better development of its activities.
 - e. Lead the management for the execution of the actions arranged by the Board Directors of IAEM-LAC.
 - f. Perform the others functions necessary and according to the Polities and administrative procedures of the Association and the Council.
 - g. Support the managements of the National Councils, Divisions and Chapters to promote their development of the Association objetives.
- B) Once named the President, together with the Directory members shall do:
 - a. Conforming the positions list of the Council.
 - b. Naming the Council representatives in the groups of work and at IAEM-committees, each time as required.
 - c. Naming representatives on the associated organizations where the Association or the Council have an important role.



- d. Naming representatives in the working groups or external committees, where the Council has been invited and it is considered appropriate to have representation

Section 4 - Selections of Officers

- A) Presidents of the National Councils, Complementary Representatives and Presidentes of Divisions or Chapters, are elected by general formal votation, opened to any member who meets with the requirement of permanence and previously informed, by secret vote issued by each member in presence and formally represented at the General Assembly cited for these effect and they consituted the respective Council, Division or Chapters and, therefore those Authorities are automatically placed in those official positions in the respectives Council Board for the which they result elected, once ended the respective vote counting.
- B) The rest of the defined Positions as Executive Authorities of Councils, Divisions or Chapters, will proceed in a similar way as in President case; but when the competence result of little relevance, the Presidente could propose to the assembly to skip the formality of the voting, replacing it by the procedure of acclamation or voting.
- C) For Presidente of the Regional Student Council will proceed in a similar way, but for only the member who have a student membership.

It is responsability of each National Council, Division, Chapters or Student Council, inform formally to IAEM-LAC the result of all electionary process that involve any change at the Executive Authorities or Representatives to the AIGE-LAC Council; sending copy of the Formals Acts that were lifted as constancy in this procedure.

In case a President or other Authorities are not able to participate for any reason, the Authority shall be done represent according to the administrative procedures that the Council determine.

Section 5. Termination of Officers

The period of the mandate of the official Authorities will be the same as their elected position, without prejudice of being reelected for the same position or another up to two more consecutive periods. The period will start immediatelly after its confirmation in the position, the one that will be executed in the first meeting of the past Board to the Anual General Assembly of the Council where he/she was elected.

Fulfilled the maximum consecutives periods in election positions as Executive Authority of the Council allowed by this Bylaws, necessarily the authority positions must be left; however, he could be reelected again, for the ensuing period.

Section 6. Officer Vacancy

- A) If happens any vancancy of permanent character of one or more executive authorities of a National Council, Student, of Division or Chapter, by subtracting more than six months for the next General Asembly of the Council affected, the Directors



Board of the IAEM-LAC Council will collaborate with the deficient organizationar to perform the elections that were required to complete correctly the vacancy.

- B) If happens any vacancy of transitory character at any of the officials positions of Executive Authority or in a period less than six months for the next General Assembly of the Council affected for that vacancy, the Board Directors of the respective Council will facilitate the appointment of a substitute authority in the vacancy position reassinging positions inside and/or appointing Directors in a substitute way for the vancate positions, until next Council General Assembly.

ARTICLE V. - BOARD OF DIRECTORS

Section 1. Board Directors

The Board of Director of AIGE-LAC Council will meet as minimum two times in a year, at least one shall be in person. The place of the meeting will be informed in advance by the Board of Directors and will try to alternate the host citiesof the National Council that form AIGE-LAC.

Section 2. Duties

The Directors Board of AIGE-LAC Council will act as a liasion between the Association, Nationals Council, Committees, Division, Chapters and the members of the Association of the Latin America region and the Caribbean in general. The Board will supervise, will control and shall conduct issues of the Council; and will determinate the Polities and the Administratives Procedures inside the limits of the bylaws; shall pursue actively the Association purposes and it shall be carefully in the disbursement of Council Funds. The Directors Board of Council could approve particular norms for the execution of their activities and could name agents or subcontract services, if it consider necessary.

Section 3. Qualifications for Election to Executive Positions

To be elected in executive positions of the Regional Council or in some dependent Council in Latin America or the Caribbean, a member shall meet the following requirements:

- A) Have been an Individual member of the Association and the Council for a minimum of two consecutive years prior to seeking office.
- B) Being a member of good standing from the Associaton and the Council.

To facilitate the formation process of new Councils of IAEM in the Region shall apply as a transitory measure of exeption until the year 2018, minimun time provided in the paragraph "A", previous, could be obviated to allow a major disponibility of applicants to executive's positions. For the case, the interested should ask for this exeption measure, by a formal letter addressed to the President of IAEM-LAC.



Section 4. Meetings

- A) The Board of Directors shall meet at least two times in each fiscal year with an "ordinary character", as requested of the President who will conduct it. At least one of the meetings should be in person. The members of the Board shall be notified according to the Bylaws, Polities and Administrative (APPs) Procedures of the Association and Council.
- B) In addition, the President may call a Special Board meeting when deemed necessary or at the written request of a majority of the Board of Directors. At such special board meetings, only the business that necessitated the meeting shall be acted upon. The members of the Board shall be notified at least ten (10) days in advance of such meetings in order to allow them to arrive on time.
- C) The Board Directors meetings shall be perform in person or by tele-conference, video-conference or any other electronic way that allow each participant listening and being listened for the other members.
- D) The meeting of the Executives Authorities, denominated Authorities Board, will be carried in each opportunity that the Council needs to deal any administrative management.

Section 5. Quorum.

The congregation of a quantity of Directors or Executive Authorities that conform a 50% or more of the members who conform the Board will constitute an enough quorum to session and to resolve, except the matters to deal demanding an especial quorum. In that case, shall be applied the respectives administratives regulations.

Section 6. Removal of Directors

A Director may be suspended or removed from the Board of Directors for good cause upon a two-thirds vote of the Board of Directors. Good cause shall include but is not limited to a violation of the Association's Code of Ethics or absence, unexcused by the President, from meetings of the Board of Directors. Prior to such suspension or removal, the Director is to be provided twenty (20) days written notice of the proposed Board action and an opportunity for a hearing before the Board of Directors.

ARTICLE VI. - COMMITTEES AND COMMISSIONS

Section 1. Committees

- A. The Council Executive Board shall establish Committees to undertake the business of the Council as they deem necessary.
- B. The Council Executive Board may invite any member in good standing of the Council to lead or participate in a Committee.



Section 2. Commissions

The Council Board of Directors will approve the establishment of Commissions when required to deliver Association programmes on a Council basis.

ARTICLE VII. - RIGHTS OF MEMBERS

Section 1. Members in Good Standing:

- A. IAEM members shall be considered to be in “good standing” with the Association if all applicable dues, fees and other amounts are paid in full and current, and so long as the member is and remains a member in good standing of the Association Council for which he or she qualifies for membership geographically under Article III, Section 1. A failure to maintain current good standing with the appropriate Association Council shall be grounds for immediate termination of membership in the Association. Upon termination of membership, the individual is prohibited from reapplying for membership in another Association Council.
- B. Members in good standing are expected to at all times respect and abide by the Bylaws and Code of Professional Conduct of the Association and the Council. Failure to so abide may result in sanctions imposed by the Council and/or the Association, up to and including termination of membership by the Council and IAEM Board of Directors.

ARTICLE VIII. - COUNCILS, REGIONS, DIVISION, CHAPTERS AND PLATFORMS

The organized structure of IAEM shall be comprised of the following subdivisions:

Section 1. Councils

The Councils are legal sub-unit of the Association and are created by the IAEM Board of Directors subject to the provisions of the Administrative Policies and Procedures that the Association establish.

The AIGE-LAC Council has been established as such; however, building an organization with a character multinational will be supplied with the enough autonomy delegated from the central headquarter "IAEM" for relating with political structures and administrative different, addressing issues related but which extend in a wide geographical area, the one that it is characterized by a great social diversity, culture, economy and policy, making it difficult to find structures really consistent with the Association.

That's why others existences are envisaged such us; National Councils and/or Especial Councils as sub-unit of the Latin America and the Caribbean Council, as basis organisms, which also have the same autonomy in their management to facilitate their interrelation with the administrative structures of government and nongovernmental of each member country.



Section 2. Region

Regions are optional sub-divisions of Councils and are created by Councils in accordance with their respective Bylaws.

For the case of AIGE-LAC, defined as a "Regional Council", only it is contemplated to this level a "Student Region", as a technical sub-division of the AIGE-LAC Council, being compatibles with the respective National Councils. Their objective is articulate the suppliers of this kind of service and who is engaged in activities as teaching as students of Emergency Management or matters related, forming the future professional generation. The student Council will establish the minimum requirements that the student should meet to access this membership, subject to approval of a simple majority of the Board of Directors of IAEM-LAC, in accordance with the Association polity.

Section 3. Division - Chapters - Section - Branch

Regions, and Councils, with the approval of their respective Board Director may create further subdivisions, called Chapters, Sections or Branch, in order to localise and focusing in a best way the activities of their membership, allowing a better administrative structure and desicion. The Student Division are optional subdivisions of students that are authorized by educational institutions. These organizations allow participate simultaneously in the geographical Council as in their corresponding Student Council. The IAEM Student Council shall set the minimum requirements for Student Chapters, subject to the approval of a simple majority of the IAEM Board of Directors or subsidizing of AIGE-LAC, as best suits.

Section 4. Platforms

Platforms correspond to optional subdivision of the National Council, Divisions, Chapters, Sections or Branch, that in the AIGE-LAC organization groups natural individuals or legal, according to specific interest. These interests may be "geographical or technical" and is required only a group of 25 individual to build a new group of interest. Each plataform has the right to assign a representant in the respective Councils where it is part of it. Each associated member may staying simultaneously in up to two platforms, from different type of nature, one a "geographical character", other "technical character", so as to participate in issues that are more of their interest.

The change in the Platforms is allowed, according to the administrative provisions and conditions that establish each Council where they are part of.

Section 5. Meetings

The Regional Councils and Especials, thus all form of administrative subdivision derived from them, must considerate, at least one semestral meeting for effect to improve the conduction of the human group and resolve matters of a comun interest. One of that meeting should be recognized as Annual General Assembly, with a participation of all enrolled active members where it will be orientated to establish their own administrative authorities, determining the ways of representations, define the collective attitudes about issues of interest and resolve about the way of invest the resources available and the future needs.



ARTICLE IX. - OWNERSHIP OF INTELLECTUAL PROPERTY

Section 1. The trademarks and logos of the Association, as well as other intellectual property created by and used by the Association, is the property of the Association and shall not be used by any person or entity without the express written permission of the Association's Chairman of the Board.

Section 2. The Chairman of the Board, after consultation with the IAEM Board of Directors, is authorised to grant authority to persons or entities, including, but not limited to, Councils, Regions and Chapters to use the Association's intellectual property, either through a limited license or other contractual agreement, provided that such license or contractual agreement specify that ownership of the intellectual property is retained by the Association.

Section 3. The Chairman of the Board is authorised to enforce the Association's ownership interests in the Association's intellectual property through all lawful means open to the Association including, but not limited to, enforcement of rights through litigation.

ARTICLE X. - PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rule of Order (Newly Revised) shall govern the proceedings of the Association and the Council in all cases not provided for in these Bylaws or in the Association and Council Administrative Policies and Procedures.

ARTICLE XI. - LANGUAGE

The official languages of AIGE-LAC (IAEM-LAC) shall be Spanish and Portuguese. The English is intensively used in technical documents; the alternative use will be promoted.

ARTICLE XII. - DISCLAIMER OF ENDORSEMENT

No individual member or group of members representing the Association and/or the Council shall have authority to endorse or recommend any product, service, or organisation in the name of the Association or Council, or by elected or appointed title unless so authorised in writing by the IAEM Board of Directors or the Board of IAEM-LAC Council in their respective competences areas.

ARTICLE XIII. - DISSOLUTION

Upon dissolution of the Council, any funds remaining after payment of the Council debts and liabilities as required by law shall be distributed to the Association for use in accordance with the corporative purposes of her, or in defect, to one or two qualified organization, educational



centers or organization with non-profit purposes, with a global character; this subject will be resolved in the same opportunity by the last Directory in exercise.
