

PAN AMERICAN ACADEMY OF ENGINEERING

BYLAWS

In force as from December 1st, 2008
Amended December 9th, 2011

TITLE I CREATION, LINKS AND LOCATION

Article 1 The Pan American Academy of Engineering is a non-profit engineering Institution, of a technical, scientific, educational and cultural nature, that is established with a Pan American scope, institutionally linked to the Pan American Federation of Engineers Societies (UPADI).

Article 2 The creation of the Academy was unanimously determined by the International Board of Directors of UPADI during the meeting held in Asunción, Paraguay in August 1995 and the first version of these By Laws was approved by the International Board of Directors of UPADI held in August 1996 in San José, Costa Rica. The Academy was formally established on the 24th August, 2000 with the incorporation of the first thirty Founder Members and the signature of the Foundation Charter during the Solemn Ceremony held in the City of Panama.

Article 3 The legal headquarters of the Academy should preferably be in the same country and city than UPADI, unless a Plenary Session resolves to change it on the basis of a proposal of the Board of Directors.

Article 4 UPADI at the time of establishing the Academy has delegated in it the power and right to carry out, with total autonomy of decision, the qualification and election of its Members as prescribed in these By-laws.

TITLE II OBJECTIVES AND PURPOSES

Article 5 The objectives and purposes of the Academy are:

5.1 To acknowledge within the American Continent, the outstanding contributions made by distinguished personalities in engineering towards the progress of the profession in all its fields of activity, awarding the categories of Member, Associate Member or Honorary Member, and Member Emeritus.

5.2 To constitute and maintain an international environment of hierarchy, propitious for the presentation, study and discussion of the progress of knowledge in engineering and technology, and for the diffusion of the achievements and results of the activities of engineers in benefit of humanity. To identify and opportunely analyze all problems related to the profession, that help towards the scientific and technological progress of engineering as part of the economic and socio-cultural development of countries.

- 5.3** To establish links for cooperation and exchange programs with other Academies or Societies of Academies of engineering, technology or sciences, be they national, regional or international tending towards the achievement of higher efficiency in the common objectives.
- 5.4** To cooperate and interact with Professional Societies, Institutions of Higher Education, Universities, Research and Development Centers and the Productive Sector with proposals that help towards the improvement of initial and continuous education of engineers and postgraduate formation; that also stimulates training and perfecting of professors for the exercise of their aptitudes that will allow them to develop the professional personality, creativity and innovation of future engineers.
- 5.5** To create consciousness among engineers of the need to maintain a continuous process of professional excellence and high standards of ethics, motivated permanently towards the search of excellency in the practice of engineering as a way of contributing more effectively towards the progress and welfare of society.
- 5.6** To organize, promote or sponsor by itself or in accordance with UPADI, or with other organizations of engineers and with technical, scientific and educational institutions, Conferences, Seminars, Forums, Congresses or other types of meetings to be held at international, regional or national levels, aimed at the analysis of subjects that require concrete and updated solutions and that contribute towards the progress of engineering and its representative institutions in the Continent.
- 5.7** Endeavor that the Academy and its working groups coordinate their activities of a similar nature with the Technical Committees of UPADI, maintaining with them a mutual exchange and cooperation that will prevent any situation of overlapping or conflicts.

TITLE III POWERS

Article 6 The Academy has the power:

- 6.1** To elect its Members, Associate and Honorary Members and Members Emeriti.
- 6.2** To periodically hold plenary sessions to resolve internal institutional matters and to receive engineering and other broad spectrum technological communications. UPADI shall be informed of these meeting six months before they are held.
- 6.3** To issue publications, to edit reports, and to communicate with its Members.
- 6.4** To contract services using its own funds or those that UPADI may supply or any other Institution for that specific purpose, expressly freeing UPADI from any responsibility for these acts.
- 6.5** To create Delegations or Chapters in the countries of the Continent, in agreement with the National Member Association of UPADI and the National Academy of Engineering acknowledged in that country, when the number of Members in that country is ten (10) as a minimum and they so request the Board of Directors, informing on the economic

sustainability of the entity to be created. Establish their goals, objectives and attributions; create rules for their organization and supervise their operation.

- 6.6** To create permanent divisions, sections, or specialized institutes or temporary committees and commissions, inviting people who are not members of the Academy to attend them.
- 6.7** To enter into agreements for cooperation with other Academies or institutions with similar or complementary objectives. Form part of Federations, Councils and organizations of Engineering, Technology and Science Academies be they regional, continental or international.
- 6.8** To request the necessary funds to support publications of its members, to promote plenary sessions, seminars, forums or congresses and all other activities related to the objectives of the Academy.

TITLE IV. MEMBERS. CONDITIONS

Article 7 The Academy is formed by persons in the following categories: Members, Associate Members, Honorary Members and Emeritus.Members.

The requirement to be elected a Member, in one of the above mentioned categories, is that the person nominated possesses a degree of engineer in any of the specialties recognized for professional practice for the Institutions that regulate such practice in his/her own country or in any other country of the Continent.

The Members shall be individuals of unquestionable honor, professional integrity who have a vocation for service and can demonstrate that:

- 7.1** They are engineers graduated in a renowned university of their country or abroad with an important background in the exercise of their profession.
- 7.2** They have performed or been personally and actively involved in the planning, study, design, project or construction of relevant public and private works, in technological research, in the design of industrial plants, installations, manufacturing processes, prototypes, creation or adaptation of technologies, etc., and that for these tasks they have received the acknowledgement of their colleagues, associated in professional societies, or in private engineering, governmental or social welfare organizations.
- 7.3** They have displayed interest in the transfer of knowledge and experiences acquired in their professional life through teaching in universities or giving independent courses, delivering conferences, speeches or as a rapporteur in technical meetings, forums, seminars or congresses having made specialized publications with this purpose.
- 7.4** They have been acknowledged by the organized engineering in their country, by the National Association Member of UPADI, the National Academy of Engineering and other renowned engineering institutions or specialized chambers. Count on the support of the Charter Members of that country.

7.5 They have formed part of engineering associations and societies, academic organizations, educational and research institutions, studies or engineering firms, public and private companies or have been officers occupying important public positions, demonstrating in all the activities their capacity of leadership to promote and accompany laborious and innovative programs that have influenced the improvement of the engineering profession.

Article 8 Members are those persons that live in a country of the Americas who have met the requirements of Article 7, who have been proposed as such by three Members from three different countries or by the UPADI National Member Association of his/her country after a selection process. A description of the candidate's qualifications shall be submitted with the nomination. The maximum number of Members of the Academy will be 350 (three hundred and fifty) of which a maximum of 50 (fifty) Academicians shall be from one same country. The Board of Directors will analyze and propose parameters on the basis of which the Plenary Ordinary Session will establish an equilibrated distribution of Members per country. Each Candidate to Member shall prove his or her citizenship in an American country. The Members must take part in governing the Academy and in the selection of new Members in all categories.

Article 9 Associate Members are persons living in countries of other Continents who, having complied with the requirements of Article 7 of these By-laws, represent the Academy in their place of residence in any country of the world and to that end carry out activities required from them by the authorities of the institution. They do not take part in the governance of the Academy or in the selection of new Members. Each shall be proposed by two Members or by the Engineering Organization in his/her country that is Member of WFEO/World Federation of Engineers Organizations or also by the National Academy of Engineering of his/her country.

Article 10 Exceptionally the Academy may appoint Honorary Members, without the intervention of the Nominating Committee, persons of renowned prestige, proposed by five (5) Members from different countries. The proposal will be evaluated by the Board of Directors and approved in an Ordinary Plenary Session. This category can be used to distinguish Members who have occupied this category during five years or more rendering outstanding services to the Academy and who for justifiable reasons, are not in conditions to continue as Members.

Article 11 The category of Member Emeritus is reserved exclusively for those Members who have rendered services to the Academy in relevant positions for at least five successive years and have distinguished the international academic professional community by their leadership and vocation towards service. The appointment of Member Emeriti will be decided by the Plenary Ordinary Session on the basis of a proposal supported by (3) three Members from different countries.

Article 12 The number of Honorary or Emeriti Members of a certain country shall not be accountable for the maximum number of Members established in Article 8.

TITLE V DUTIES AND RIGHTS OF THE MEMBERS

Article 13 The Members have the following duties and rights:

Obligations

- 13.1** Personally attend the Ceremony of Incorporation at which he or she shall receive the Diploma and Medallion that accredits the attributes of a Member.
- 13.2** Vote to elect new Members and Associate Members.
- 13.3** Present a Paper of which he is author prior to his incorporation in the Academy. The title and a summary of the Paper shall be read at the Ceremony of Incorporation together with an extract of the Curriculum Vitae. The complete Paper shall be included in the Academy Web Site.
- 13.4** Participate in the activities of the Academy be it with their presence at the biennial meetings, or forming part of Committees and Task Groups, or as a Speaker at Conferences sponsored by the Academy or be part of working teleconferences coordinated by an authority of the Academy.
- 13.5** Form part of the Delegations or Chapters, divisions, sections, specialized institutes, commissions and committees created by the Academy.
- 13.6** Inform the Academy through its President or Secretary of any discovery, research or event in which he or she participated or has knowledge of
- 13.7** Pay the Initial Incorporation Fee and the membership dues established by the Plenary Session, during the first quarter of the year.
- 13.8** Keep his/her Curriculum Vitae updated and registered in the Academy and inform on any change of postal address, e-mail or telephone number.

Rights

- 13.9** To be elected member of the Board of Directors. Can be re-elected for two additional periods for the same position or another position. Two years must elapse before being elected again in any position.
- 13.10** Attend the Plenary Sessions with voice and vote.
- 13.11** Voice written opinion on the subjects included in the Agenda of the Plenary Sessions.
- 13.12** Receive information, documentation and publications of the Academy.
- 13.13** Represent the Academy in his/her place of residence or in any other place should the Board of Directors request him/her to do so.
- 13.14** Propose to the Board of Directors declarations, recommendations, manifestos or the adoption of policies.
- 13.15** Submit reports, give conferences and public presentations in the Academy on the occasion of the Plenary Sessions, with previous agreement with the Secretary on the manner and opportunity to do so.

Article 14 Associate Members have the following obligations and rights:

Obligations

- 14.1** Inform the Academy through its President or Secretary of any discovery, research or event in which he or she participated or has knowledge of
- 14.2** Pay the Initial Incorporation Fee and the membership dues established by the Plenary Session, during the first quarter of the year.
- 14.3** Keep his/her Curriculum Vitae updated and registered in the Academy and inform on any change of postal address, e-mail or telephone number.

Rights

- 14.4** Receive the Diploma and the Medallion that accredits his/her condition as Associate Member. If he or she should not be able to participate in the Ceremony of Incorporation the Diploma shall be sent by mail and the Medallion may be received in any Ceremony of Incorporation if he or she confirm his/her participation to the Secretary sixty (60) days before.
- 14.5** Participate in the Plenary Sessions with voice.
- 14.6** Receive information, documentation and publications of the Academy.
- 14.7** Represent the Academy in his/her home country and in any other place should the President so request.
- 14.8** Submit reports, give conferences and public presentations in the Academy on the occasion of the Plenary Sessions, with previous agreement with the Secretary on the manner and opportunity to do so.
- 14.9** Submit papers at Forums, Congresses, Seminars and Symposiums of the Academy.
- 14.10** Participate with voice in meetings of divisions, sections, specialized institutions, commissions and committees created by the Academy.
- 14.11** Propose to the Board of Directors, declarations, recommendations, manifestos or the adoption of Policies..

Article 15 Honorary Members shall have all the rights corresponding to the Members, except for the right to vote and to form part of the Board of Directors or of the Delegations or Chapters of the Academy. They are not obliged to take part in the Sessions nor to pay fees or contributions of any kind.

Article 16 Emeriti Members shall have all the rights of the Members,. They may form part of the Board of Directors and of the Delegations or Chapters, The payment of membership fees, shall not be demanded from the Emeriti Members who do not hold positions in the Board of Directors_

TITLE VI NOMINATION, ELECTION AND TERMINATION OF THE CATEGORY OF MEMBER.

Article 17 Nominations to occupy the categories of Member or Associate Members shall be made in the following manner:

- 17.1** The President of the Institution or whomever is authorized, Member of UPADI for a certain country, which submits a nomination of an individual for the position of Member as established in Article 8 of these By laws, shall sign the nomination document on behalf of his or her Association. The signature shall certify the institutional nature of the proposal and that it is the result of a process of selection as established in Article 8. The proposed person as Member must also count with the support of the Members of that country.
- 17.2** The nomination of a Member, when performed by three Members from different countries, shall be signed by his/her nominators. The same requirement will be in force when two Members nominate an Associate Member.
- 17.3** The nominations may be sent by e-mail, stating with absolute clarity the identity of the signatories, simultaneously to the President and the Secretary of the Academy complying with the dates for presentation established by the Board of Directors. The nominations submitted after the due date shall not be included in the Selection Process for that year but will be considered in the following Process.
- 17.4** The nomination of a person and his/her merits shall be submitted following the lineaments established by the Academy for the presentation of personal information, background and professional and academic experiences, ordered and summarized in a Data Form which will be provided by the Academy. A full Curriculum Vitae of the nominee may accompany the presentation together with the other documents such as letters supporting the proposal from engineering institutions, organizations or firms in which the nominee is working or has worked.
- 17.5** The presentation must clearly define the member category in which the nominee is proposed. The nomination and the Data Form must be submitted in two languages, English and either Spanish or Portuguese. The full curriculum vitae and the supporting letters may be submitted in only one of these three languages.

Article 18 The Selection Process of a Candidate to fill the categories of Member or Associate Member described in Title IV shall be as follows:

- 18.1** The President and the Secretary of the Academy will review all the nominations received on time to verify if they comply with the requirements established in these By Laws. Those nominations that do not comply with these requirements will be returned to the proponents but the President may grant a term of up to ten (10) days for the responsible persons to complete the missing information or background of a proposal. The Secretariat will organize the proposals by country and will reproduce them to be sent by electronic mail to each of the members of the Election Committee with one hundred and twenty (120) days anticipation to the date foreseen for the Incorporation Ceremony. He will also send the complete list of existing Members in all categories, ordered by country.
- 18.2** The members of the Election Committee shall analyze all the nominations and inform within ten (10) days on their justified opinion as regards acceptance or rejection of each of the nominees for the proposed category. In their decision the members of the Election Committee will bear in mind the balanced distribution between countries

as established by the Plenary Ordinary Session on the basis of parameters proposed by the Board of Directors.

- 18.3** The Secretariat of the Academy will send by electronic mail or another expeditious manner the name of the nominees accepted by the Election Committee to each of the Members with an anticipation of no less than ninety (90) days to the date foreseen for the Incorporation Ceremony. The Members must analyze the qualifications of the nominees and vote, within ten (10) days for the acceptance or rejection of a proposal, justifying their decision in the case of rejection. No Member may excuse him/herself from voting, unless he or she submits justified reasons. The vote is secret and the Secretariat will take the necessary measures to maintain its confidentiality, both regarding the vote of the Members as well as the decision of the Election Committee.
- 18.4** All the terms established in these paragraphs, may be modified by the Board of Directors when there are reasons that justify it.
- 18.5** The Secretariat of the Academy will register all the answers received in time and if there are two thirds of favorable votes, the nominee will be considered elected as Candidate to Member.
- 18.6** The Candidates will receive the communication from the President of the Academy informing on their election as a Candidate to Member or Associate Member and they must answer if they accept to form part of the Academy in the category for which they were elected. Together with their acceptance, they must send to the Treasurer the Initial Incorporation Fee established by the Plenary Ordinary Session.
- 18.7** The President of the Academy shall also notify the persons or Institutions that nominated each of the nominees, whether they have been elected or not as Candidates.
- 18.8** The Plenary Ordinary Session shall analyze and emit its opinion regarding each Selection Process.
- 18.9** The Candidates to Members shall receive their Diploma and the official Medallion that accredits them as Academicians in a Solemn Ceremony of Incorporation held when the Academy meets at a Plenary Ordinary Session or when the annual meetings of the Board of Directors are held. Previous to his/her incorporation every Candidate must submit an original Paper with experiences in their professional and academic life, or with the proposal of initiatives, innovations or recommendations of a technical, professional or educational nature. This Paper may be replaced by a spoken and written presentation on a subject included in the Themes of the Forums or technical meetings organized by the Academy on the occasion of the Ceremony of Incorporation. The title and an abstract of the Paper shall be read at the Ceremony and the complete Paper will be included in the Web Site of the Academy.
- 18.10** If a Candidate to Member, for justified reasons, should not be able to attend the Ceremony of Incorporation, together with the letter of acceptance of his/her nomination he or she should justify his/her absence. The incorporation of any Candidate to Member may only be performed within the four (4) years following the Plenary Ordinary Session that approved the Process of Selection.

- 18.11** The Candidates to Associate Members shall be invited by the President to attend the Ceremony of Incorporation in which they may personally receive the Diploma and Medallion that accredits them as Academicians, but they are exempt from the obligation of attending. In this case their names and their merits shall be mentioned during the Ceremony. The Diploma shall be mailed to them and the Medallion can be received personally at any Ceremony of Incorporation provided they confirm sixty (60) days beforehand their participation to the Secretary.
- 18.12** The list of the Candidates to the different categories shall be sent by the President to all Members and Associate Members and to the Institutions that proposed them, inviting the authorities of these to participate in the Ceremony of Incorporation.

Article 19 The condition of Member or Associate Member and its respective rights will expire in the following cases:

- 19.1** Due to resignation.
- 19.2** Due to lack of payment of two (2) successive years of the membership fees established by the Ordinary Plenary Session. A delay of one (1) year in payment of these, will mean that the Members will lose their right to vote.
- 19.3** Due to public or private actions contrary to decorum that could affect the good name of the Academy. This should be resolved by two thirds of the Members present at the Session discussing this situation.
- 19.4** The persons who lose their condition as Members, in any category either by resignation or separation, may not continue to consider themselves Academicians.
- 19.5** All voluntary resignations must be considered during the first Plenary Session following the date of resignation of a Member. When the Member is in a position to be separated due to non-compliance with the obligation established in 19.2 the decision shall be taken by the Board of Directors by e-mail and the President will inform the persons or Institutions that nominated him/her of this decision.

Article 20 Re-incorporation into the Academy of any person who has lost his/her condition as Member due to lack of payment of fees can take place at any time within two years following the decision to cancel his/her membership, by means of a request submitted to the Board of Directors accompanied by the payment of all outstanding fees plus a re-incorporation fee equivalent to thirty percent (30%) of the amount of the outstanding dues and the payment of the membership fee for the ongoing year.

Article 21 A Member will be qualified as Inactive when one of the following conditions applies:

- a) For Members, Associate Members and Emeritus Members holding positions at the Board of Directors, lack of payment for two (2) successive years of annual membership dues;
- b) By voluntary resignation as Member of the Academy, upon request to become Inactive;
- c) Upon death.

- 21.1.** Inactive Members not having resigned their membership of the Academy will continue being considered Academicians.
- 21.2.** The number of Inactive Members of a certain country shall not be accountable for the maximum number of Members established in Article 8.
- 21.3.** Re-incorporation of an Inactive Member to his/her previous condition as member, can take place at any time, but only once, within two years following the passing into the Inactive Member condition by means of a request to be submitted to the Board of Directors accompanied by the payment of all outstanding fees plus a re-incorporation fee equivalent to thirty percent (30%) of the amount of the outstanding dues and the payment of the membership fee for the ongoing year.
- 21.4.** Requests for re--incorporation will only become effective if there is a vacancy in the total number of members allotted by the Plenary Ordinary Session for his/her country in accordance with Article 8.

Article 22 Inactive Members may attend without voice or vote the Plenary Sessions; participate in forums, conferences, seminars and congresses organized by the Academy and submit technical papers. They will not enjoy the remaining rights nor will they be subject to compliance with the obligations assigned to their category by these By-laws being exempt of the obligation of paying the annual membership fee.

- 22.1** The transfer of a Member to the Inactive condition means that the position he occupied is now vacant and allows the Academy to incorporate another Member from the same country in the same category.

TITLE VII WORKING, INFORMATION AND CONTROL INSTRUMENTS

Article 23 The Academy adopts as working and information instruments:

- 23.1** A Biennial Action Plan prepared by the Board of Directors or by whom the Board should appoint, that will be analyzed, debated and put in force at the Plenary Ordinary Session.
- 23.2** A Strategic Five-year Plan the first version of which shall be prepared by the Board of Directors or by whom the Board should appoint and that once approved by the Plenary Ordinary Session, shall be updated by it, biennially. In this document, the activities of the Action Plan will be considered as short term strategies.
- 23.3** The Biennial Report of Activities of the Academy, prepared by the Secretary to be considered at the Plenary Ordinary Session.
- 23.4** The Annual Report of Activities prepared by the President to be submitted to the Board of Directors of the Academy and the Board of UPADI.
- 23.5** The Directory of the Academy that shall contain the complete list of the Members in their different categories with a photograph and Curriculum Vitae. The Directory shall be published and updated periodically, at the time established by the Board of Directors and will be diffused by means of a printed version or by the electronic means adopted by the Academy.

- 23.6** For information and diffusion of the activities of the Academy a suitable web-site in Internet shall be used, or another electronic medium whilst also in printed form according to the Action Plan or as established by the Board of Directors.

Article 24 The control instruments, that will support the economic, financial and patrimonial situation of the Academy, are the following:

- 24.1** The Biennial Budget, prepared by the Treasurer of the Academy to be considered at the Plenary Ordinary Session. To prepare the budget, the Treasurer shall make a reasonable estimate of foreseeable expenses using the information to be provided by those members of the Board of Directors in charge of tasks and by the Presidents or Coordinators of the different working groups of the Academy.

- 24.2** The Annual Financial Statement prepared by the Treasurer as at December 31 of each year and duly certified by a Charter Accountant from the country of the Headquarters of the Academy. The Financial Statement should illustrate the patrimonial situation on the basis of Active and Passive funds existing at the end of the period; the evolution of the patrimony; the situation of income and expenses and the origin and application of the funds used during the period.

The Financial Statement shall be sent by E-mail by the Treasurer to the Board of Directors thirty (30) days before its annual meetings.

The Financial Statements of the two periods previous to the Plenary Ordinary Session shall be sent by the Treasurer by E-mail to all the Members and to the members of the Auditing Committee, to be analyzed, reviewed and approved, with an anticipation of thirty (30) days to the date of the Plenary Ordinary Session, in order that they are considered at that meeting.

- 24.3** Situation of Income and Expenditures, prepared by the Treasurer on the month previous to the annual meeting of the Board of Directors on the basis of the income from the membership fees and other concepts and the report on expenses provided by the members of the Board of Directors responsible for the working groups. This document shall be used by the Board of Directors to analyze the execution situation of the Biennial Budget in force and to adopt the pertinent decisions.

TITLE VIII MEETINGS OF THE ACADEMY

Article 25 The Academy shall hold Plenary Sessions, which shall be either Ordinary or Extraordinary. Except in cases in which an internal or confidential matter, or a matter affecting a Member personally is to be discussed, all Plenary Sessions of the Academy shall be public.

Article 26 The Plenary Ordinary Sessions are meetings of the Members of the Academy with the main object of focalizing the public activity of the Institution in engineering matters, that help towards the progress of the countries of America, analyzing, discussing and establishing policies related with science, technology, education and professional practice. At each Plenary Session a Rapporteur shall be elected among the participating Members, who shall prepare a summary of the discussions with the conclusions and recommendations that are approved.

This summary shall be included in a publication of the Academy and diffused by means of the Web Site on Internet or another electronic media.

Article 27 The Academy shall meet every two years in a Plenary Ordinary Session, preferably coinciding with the UPADI Convention, unless unforeseeable force majeure reasons or the convenience of the Members should so recommend or if the UPADI Convention should change its biennial schedule of meetings. The decision shall be taken by the Board of Directors.

When the Plenary Ordinary Session takes place in the same city where the UPADI Convention is held, the Academy's authorities shall be responsible for the organization of this Session, in close cooperation with the Organizing Committee of the host country and with UPADI, trying to avoid within possibilities overlapping meetings of the Academy with those of UPADI..

The Secretariat shall notify each Member with an anticipation of sixty (60) days the date and place where the Plenary Ordinary Session shall be held including the Agenda of subjects to be discussed there.

Article 28 The Plenary Ordinary Session quorum shall be reached if at least ten (10) Members are present. The resolutions shall be approved by the vote of the majority of the Academicians present at the Sessions, except in the following cases that will require two thirds of the votes:

28.1 Modifications to these By-laws.

28.2 Establish the maximum number of Members per country.

28.3 Removal of a member of the Board of Directors.

28.4 To analyze and give advice to UPADI on the dissolution of the Academy.

Article 29 The Plenary Ordinary Session has the following powers:

29.1 To consider the process of proposal, election and acceptance of Members and Associate Members and the appointment of Honorary and Emeriti Academicians.

29.2 Decide on the voluntary resignation to membership of any Member and his/her separation in the case foreseen in Article 19.3.

29.3 To appoint the members of the Board of Directors indicating their respective positions according to what is established in paragraphs 33.1 and 33.2. To also elect the members of the Election Committee and a member of the Auditing Committee, except in cases where the number of Members present is lower than ten (10).

29.4 Approve Internal Rules for the operation of the Academy and modify them at the proposal of the President.

29.5 Establish at the proposal of the Board of Directors, the maximum number of Members of one same country, according to Article 8.

29.6 To consider and approve the Biennial Action Plan and when it so corresponds, the Strategic Plan of the Academy. Consider the Biennial Report of Activities of the Academy prepared by the Secretary and

receive the Annual Reports of the President submitted to the Board of Directors.

- 29.7** Consider and approve the Biennial Budget and the Annual Financial Statements for the periods ended on December 31 for the two years previous to the Session, duly certified by a Charter Accountant and approved by the Auditing Committee.
- 29.8** To establish the annual membership fee to be paid by the Members and the charges when they are paid after the date established in Article 13.7. Establish the initial incorporation fees for new Members. The Plenary Session may establish a life membership subscription, thus entitling a Member to Life Membership without paying any more annual fees. Life membership subscriptions shall not be retroactive.
- 29.9** To study and voice opinion on matters submitted to their consideration by the Board of UPADI, its Consulting or Technical Councils, Associations and Engineers Societies, as well as other related organizations and institutions.
- 29.10** To create and dissolve, at the proposal of the Board of Directors, the Delegations or Chapters as described in paragraph 6.5 of Article 6.
- 29.11** To create and dissolve, at the proposal of the Board of Directors, divisions, sections and specialized institutions of a permanent nature, as described in paragraph 6.6 of Article 6. Establish their rules, policies, plans and strategies.
- 29.12** To institute prizes, distinctions and awards, obtain their financial support, appoint the juries and define the norms and conditions for their granting.
- 29.13** To decide on the creation of paid jobs and contracting of services.
- 29.14** To accept, on the proposal of the Board of Directors, legacies, subsidies, contributions and donations of money, articles, goods or properties and to decide on their disposal.
- 29.15.** To decide on the legal incorporation or registration of the Academy in the place esteemed most convenient to be considered as a Public Welfare institution, exempt of tax dues, and to adopt the necessary legal procedures for its organization and for all those others that contribute towards its maintenance by means of donations, legacies or contributions of any nature.
- 29.16** To consider and decide on any other subject included in the Summons.

Article 30 The Academy may hold Plenary Extraordinary Sessions, provided the following conditions are met:

- 30.1** That the Board of Directors in a vote required by the President and made by E-mail considers that the reason for the Summons is sufficiently urgent and the decision cannot await the following Plenary Ordinary Session.
- 30.2** That thirty percent (30%) of the Members request a Plenary Extraordinary Session.

30.3 That the President of the Academy, or the person that replaces him, submits the matters of the Agenda to the vote of all the Members by E-mail, and receives from them, within the term of ten (10) days the votes supporting a specific decision.

30.4 That the President of the Academy, or the person that replaces him, fails in the attempt to submit the matters of the Agenda to the vote of all the Members by E-mail, not having received from them, within the term of ten (10) days fifty per cent (50%) of the votes supporting a specific decision.

Article 31. The Plenary Extraordinary Session will have quorum with the presence of ten (10) Members.

Article 32 The President, or in his absence one of the Vice-Presidents shall chair all Plenary Sessions of the Academy. The President or presiding Vice-President shall have a double vote in the event of a tie vote.

TITLE IX BOARD OF DIRECTORS

Article 33 The Board of Directors is the Executive Authority of the Academy, composed and elected in the following manner:

33.1 The Board of Directors shall consist of a President, a First Vice President, a Second Vice President, the last President, the President Elect, one Secretary, one Treasurer, two Members Directors and two Alternate Members whose functions shall last two years. With the exception of those holding the positions of last President and President Elect, all other members of the Board of Directors and may be reelected for only two additional periods. If it should be necessary to reinforce the work of the Secretary and the Treasurer, the Board of Directors may appoint a Charter Member to cover the functions of Assistant Secretary and Assistant Treasurer.. All the members of the Board of Directors will have a right to vote, except for the Assistant Members appointed who will only have voice, if they participate in the meetings of the Board. All the members of the Board of Directors must be Members or Emeritus Members of the Academy. They shall be appointed at a Plenary Ordinary Session by the vote of the majority of the Members present.

33.2 The Board of Directors shall be renewed by halves at the biennial Plenary Sessions, in the following manner: at the first Plenary Session following the coming into force of this modality, and for two years shall be elected: President Elect, First Vice President, Secretary, a Member Director and an Alternate Member. For one year and to start his functions immediately, and also for two years to commence their functions a year later, shall be chosen: the Second Vice President, the Treasurer, a Member Director and an Alternate Member. After this first renewal, all the functions of the Board of Directors will last two years, with the possibility of re-election for only two additional periods. Two years must elapse before a Member can be elected in the same or another position.

33.3 In case the President Elect is unable to assume office as President, this function will be taken over by the First Vice President whose mandate is to start at the same time than that of the President unable to assume office. This substitution will be temporary until such President Elect is

able to assume office. In case of impediment of the first Vice-President, the Second Vice President starting his/her mandate in the following year shall assume office in accordance with Article 41.

- 33.4** In cases where, due to absenteeism of Members the number of Members present is less than ten (10), the members of the Board of Directors shall continue in office until an election takes place, at a Plenary Ordinary or Extraordinary Session summoned for this purpose or by means of a vote by e-mail as established in paragraphs 29.3 and 30.1.
- 33.5** All matters related to the management and administration of the Academy that do not require discussion and vote at the Plenary Ordinary Session or at an Extraordinary Session, shall be reached by the Board of Directors by majority.

Article 34 The functions and powers of the Board of Directors of the Academy shall be the following:

- 34.1** Perform all the functions related to the direction and administration of the Academy.
- 34.2** To meet annually when summoned by the President or when requested by one half of its members.
- Meetings by means of satellite television, Internet or any other electronic media in which participants can interact while communicating, or a discussion or vote on the matters of the Agenda made by e-mail, will be acceptable.
- 34.3** To elect, in the case of resignation or acephalia, one or more Vice-Presidents among the Members Directors.
- 34.4** Decide the incorporation of other Members to the Board of Directors to cover the following positions: Assistant Secretary and Assistant Treasurer. Define their functions and responsibilities. The Assistant Secretary must preferably be an Academician living in the same country as the Secretary. Members thus incorporated shall have only the right of voice at the Board Meetings.
- 34.5** Appoint a Member Director to replace the Secretary or Treasurer in the event of their resignation, death or incapacity to carry out their duties.
- 34.6** Consider the re-incorporation to the Academy of any person who has lost their condition as Member due to lack of payment of the membership fees.
- 34.7** Approve per-se or by the request of a Member his/her transfer to the condition of Inactive according to Article 21 and resolve his/her re-incorporation as established in Article 22.
- 34.8** To execute, and supervise compliance with, the decisions taken at the Plenary Sessions and with the contents of these By-laws.
- 34.9** To analyze the proposal submitted by ten (10) or more Members from a country, to create a Delegation or Chapter and send a well based

recommendation to the Plenary Ordinary Session, including its economic sustainability.

- 34.10** To create honorary, temporary committees or commissions giving them precise instructions, coordinating their activities, and supporting and supervising them.
- 34.11** Propose the creation of divisions, sections or specialized institutions to the Plenary Session, in which outstanding professionals that are not Members of the Academy may be incorporated. Establish rules for their organization.
- 34.12** To appoint representatives to national, regional or international meetings related with the engineering profession and related professions, and to meetings of national, regional or international organizations, with no obligation to provide financial support to these delegations.
- 34.13** To propose, at a Plenary Ordinary Session, the creation of salaried positions or functions or contracted services that are indispensable for the activity of the Academy, and the corresponding remunerations. To dispose the expiry of these services with a justified cause, informing the Plenary Ordinary Session. The payment of the retributions for these services must be included in the Annual approved Budget.
- 34.14** To confer special powers and to revoke them at any time, informing the Plenary Ordinary Session. The President is the authorized person to legally represent the Academy on his/her own or by means of local representatives.
- 34.15** To purchase or receive by means of donations assets indispensable for the activity of the Secretariat and of other offices created for the Academy. As far as possible, these expenses should be contemplated in the Budget.
- 34.16** To accept in the name of the Academy, legacies, subsidies and other types of contributions, as well as donations of assets or properties, decide their usufruct and propose their sale to the Plenary Ordinary Session.
- 34.17** Consider a project for a Biennial Plan of Action and when it should so correspond a Five-year Strategic Plan or its modifications in order to submit them to the approval of the Plenary Ordinary Session.
- 34.18** Consider at each meeting the Annual Financial Statements for the period ended on December 31 of the previous year and the Situation of Income and Expenditures prepared by the Treasurer on the month previous to the annual meeting of the Board of Directors..
- 34.19** To consider the Annual Activities Report prepared by the President and send it for information purposes to all the Members of the Academy and to the Board of Directors of UPADI.
- 34.20** To put in order the minutes registered, the accounting ledgers, the documents belonging to the Secretariat and the vouchers for assets and patrimony for which the Board of Directors is totally and absolutely responsible, with the object of delivering them together with an inventory approved by the Auditing Committee, to the new Board of Directors.

- Article 35** The Board of Directors shall meet at least once a year, preferably on the occasion of the International Meeting of the UPADI Board of Directors or a Plenary Session of the Academy. They may also meet when a majority of its members coincide in participating in Congresses, Seminars or Conferences.
- Article 36** The presence of the President, the Secretary and at least one other member, or the President or any three members of the Board, shall constitute a quorum for a meeting of the Board of Directors.
- Article 37** Any or all of the members of the Board of Directors may be dismissed at a Plenary Extraordinary Session summoned to that effect by means of a written request from 30% (thirty percent) of the Members. A two-thirds vote of the Members present at the Session will be required.

TITLE X FUNCTIONS AND DUTIES OF THE AUTHORITES OF THE ACADEMY

Article 38 The duties and responsibilities of the President are:

- 38.1** Preside the Academy and ensure compliance with these By-laws. Represent the Academy before all private or public Institutions or Organizations of any nature and in all types of meetings where matters of interest to the Academy are discussed.
- 38.2** Summon and preside the Plenary Sessions of the Academy and the Sessions of the Board of Directors and take part, should he consider it convenient, in the Sessions of the Advisory Board and in all Commissions or working groups that should be created.
- 38.3** Carry out the Resolutions taken at the Plenary Sessions of the Academy.
- 38.4** Represent the Academy, legally in person or by means of legal representatives.
- 38.5** Organize and coordinate human, financial, technical and material resources necessary for carrying out the activities of the Academy.
- 38.6** Manage, together with the Secretary and/or the Treasurer, the funds and property of the Academy according to the budget forecasts. Authorize payments and all other type of disbursements provided for in the Budget.
- 38.7** Adopt, in agreement with the Secretary, all measures of an administrative nature not provided for in these By-Laws, reporting on these decisions to the Board of Directors.
- 38.8** Together with the Secretary, or the Assistant Secretary, sign the Minutes of all Sessions held by the Academy.
- 38.9** Prepare an Annual Report of Activities of the Academy including the results of his/her mission related to the purposes and objectives established by these By Laws and the decisions and resolutions approved by the Plenary Sessions.
- 38.10** Control and sign all documentation that must be submitted by the Secretary and the Treasurer at the Plenary Sessions of the Academy

and the meetings of the Board of Directors. Ensure that this documentation is available with thirty (30) days anticipation to the corresponding meeting.

Article 39 The duties and responsibilities of the President Elect are:

- 39.1** Participate with voice and vote in the Sessions of the Academy and the Meetings of the Board of Directors.
- 39.2** Represent the President when so requested.
- 39.3** Cooperate with the President in the supervision of the activities of the Academy.
- 39.4** Participate with the President, the last President, the Secretary and the Vice Presidents in the preparation of a preliminary Biennial Plan of Action established in paragraphs 23.1 and 42.5.
- 39.5** Prepare in consultation with the President, Reports, communications and press releases for their publication or diffusion.

Article 40 The duties and responsibilities of the last President are the same as those of the President Elect.

Article 41 The Vice-Presidents, shall replace the President in his functions whenever necessary, exercising all his rights and duties. Should the President resign, be dismissed, die or remain permanently disabled, the First Vice-President and in case of impediment the Second Vice President shall fill the remaining term of office. The Vice-Presidents shall also cooperate with the President in the supervision of the activities of the Academy.

Article 42 The Secretary's duties and responsibilities are:

- 42.1** To attend all the Sessions of the Academy and the meetings of the Board of Directors.
- 42.2** To represent the Academy when the President should expressly request it.
- 42.3** To manage administrative personnel and secretarial services and to perform on time all the activities entrusted to the Secretary or to the Secretariat of the Academy in these By Laws.
- 42.4** To prepare, in agreement with the President, the Agenda for the Plenary Sessions and the meetings of the Board of Directors and to send out the corresponding invitations with thirty (30) days notice.
- 42.5** To prepare, in agreement with the President, the President Elect, the last President and the Vice-Presidents, a preliminary version of the Biennial Plan of Action and send it by electronic mail to all the Members, who must issue their opinion and contribute other ideas and points of view. The Plan of Action, together with the opinions of the Members will be considered by the Board of Directors and a project shall be prepared to be debated and approved by the Plenary Ordinary Session.

- 42.6** To organize and supervise the files and library of the Academy and supervise the exhibition of objects of art and other goods that are part of the patrimony of the Academy.
- 42.7** To supervise the editing of bulletins, pamphlets, books and magazines, and ensure that they are sent to all Members. Organize and update a Site on Internet or another electronic medium to inform and diffuse activities.
- 42.8** To carry an updated roster of all the members and their different categories, including biographical background, addresses, telephones and other pertinent data. The register is confidential and cannot be commercialized.
- 42.9** To act as coordinator in Commissions, Committees and Working Groups.
- 42.10** To organize and exercise the function of Secretary at the Plenary Sessions and the meetings of the Board of Directors, writing the corresponding Minutes and signing them with the President.
- 42.11** To prepare all legal, technical and administrative documentation or information regarding the Plenary Sessions and the Board of Directors' meetings, writing the corresponding Minutes and signing them with the President.
- 42.12** To prepare, consulting with the President or other and other authorities of the Academy, press reports, press releases and resumes of activities for publication or diffusion.
- 42.13** To keep Registers of Minutes updated, having them signed by the responsible authorities.
- 42.14** To exercise other functions required or delegated to him/her by the President.

Article 43 The functions described in the paragraphs of Article 42 may be partially delegated in an Assistant Secretary if it is so decided by the Board of Directors.

Article 44 The duties and responsibilities of the Treasurer are::

- 44.1** To organize and exercise the financial management and accounting of the Academy, keeping under his/her responsibility the obligatory accounting ledgers. The Treasurer may delegate accounting operations in an Assistant Treasurer elected according to paragraphs 33.1 and 34.4 of these By Laws.
- 44.2** To assure that Members comply with their financial obligations to the Academy. He or she shall sign statements of account, and certify invoices and receipts.
- 44.3** To collect membership fees, donations, subsidies and any other contribution and determine, in agreement with the President, disbursement of funds.
- 44.4** To keep under his/her direct care and responsibility the assets of the Academy, its funds, values and possessions.

- 44.5** To prepare the Biennial Budget according to paragraph 24.1 to be considered by the Plenary Ordinary Session. Send it with thirty (30) days anticipation to all the Members.
- 44.6** To prepare and sign the Annual Financial Statements ending on 31st December of each year and send it to the members of the Board of Directors thirty (30) days before the annual meeting. Send to the members of the Auditing Committee by e-mail with an anticipation of 30 days the Annual Financial Statements for the two periods previous to the Plenary Ordinary Session in order that they be considered at this meeting.
- 44.7** To prepare a Report with the Statement of Income and Expenditures up to the month previous to each meeting for the Annual Meeting of the Board of Directors.
- 44.8** To keep the roster of Members updated with the status of their accounts and periodically inform the President and prepare a Report for the Board of Directors and the Plenary Ordinary Session.
- 44.9** To accomplish other functions as required by the President.

Article 45 The duties and responsibilities of the Director Members are:

- 45.1** Attending with a right to vote, the meetings of the Board of Directors.
- 45.2** Exercise the functions or tasks that the Board entrusts them with.
- 45.3** Replace the Secretary or the Treasurer in case of resignation, death or inability to perform the responsibilities of that office, as indicated by the President.

Article 46 It is the duty and responsibility of the Alternate Members, to replace, at the request of the President, a Member Director that is absent temporarily or permanently.

TITLE XI ELECTION COMMITTEE

Article 47 The Election Committee is the body within the Academy that must analyze and decide on the nomination of new Members, as established in Article 18.

- 47.1** The Election Committee shall consist of three members, one of which shall be appointed President and there will also be three alternate members all appointed by vote at the Plenary Ordinary Sessions: They must be Members or Emeriti Academicians. Alternate Members shall replace the members in the manner decided by the President of the Academy in the case that they cannot exercise their function.
- 47.2** The members of the Election Committee shall comply with the time limits established for analyzing nominations and issuing their justified opinions on the eligibility of a person nominated as Member or Associate Member advising on their acceptance or non-acceptance.
- 47.3** A nominated person shall be considered a Candidate if accepted by the Election Committee with the favorable vote of two thirds of its members.

The Secretary will take the necessary measures to maintain the secrecy of the vote and the confidentiality of the decision.

- 47.4** No member of the Election Committee may excuse him/herself from issuing his/her vote with his/her justified opinion in the case of not accepting a nominee. If he or she should not do so in time, for reasons worthy of consideration, his/her opinion shall be considered favorable.

TITLE XII ADVISORY BOARD

Article 48 The Academy shall have an Advisory Board consisting of all the past presidents that are still Members in any of the categories.

Article 49 The functions of the members of the Advisory Board shall be:

- 49.1** To advise the President of the Board of Directors in writing or in any other expeditious manner, when requested to do so.
- 49.2** To issue opinions on the operation of the Academy and to make this opinion known to the Board of Directors and all the Members.
- 49.3** To take over the government of the Academy in case of resignation of all the members of the Board of Directors until the next election of the authorities.

TITLE XIII AUDITING COMMITTEE

Article 50 The auditing of accounts, supervision of the economic-financial operation and surveillance of the assets shall be in charge of an Auditing Committee consisting of two members. One of them shall be a Member of the Academy elected at the Plenary Ordinary Session and the other shall be a person appointed by the President of UPADI. Their terms of office shall be renewed simultaneously with those of the Board of Directors of the Academy.

Article 51 The duties and powers of the Auditing Committee are the following:

- 51.1** To examine the documents and ledgers of the Academy at least once on the occasion of the Plenary Ordinary Sessions.
- 51.2** To attend with voice but no vote the meetings of the Board of Directors when the Board should consider it convenient and participate with voice in the Plenary Ordinary Sessions.
- 51.3** To supervise the administration of the assets and patrimony, checking the state of funds and the existence of stocks and bonds of all nature.
- 51.4** To verify compliance with the laws of the country in which the Academy establishes its Headquarters, ensuring compliance with its By Laws and Rules, especially as regards the rights of the Members.
- 51.5** Review the Annual Financial Statements of the two previous periods to the Plenary Ordinary Session that the Treasurer shall send by e-mail with thirty (30) days anticipation to the said Session and request the Treasurer for all the clarifications that each member of the Committee considers pertinent. Approve with their signature the Statements that will

be submitted at the Plenary Ordinary Session. If the Auditing Committee cannot issue an only decision, each member may do so independently. The decisions shall be submitted to the consideration of the Plenary Session.

- 51.6** To request the Board of Directors to summon a Plenary Extraordinary Session when considered necessary, informing the Board of UPADI of the reasons that support the request.
- 51.7** To request the President to summon a Plenary Ordinary Session of the Academy when the Board of Directors omits to do so.
- 51.8** Approve the inventory of all the documents of the Secretariat and the Treasury with the vouchers of goods and patrimony of the Academy that according to paragraph 34.20 must be transferred by the outgoing Board of Directors to the new Board elected in accordance with these By-laws.
- 51.9** In the case of dissolution of the Academy, to survey the liquidation of the Academy and the use of its assets.
- 51.10** The Auditing Committee shall take the precaution of exercising its functions in order not to hinder the normal process of management and administration of the Academy.

TITLE XIV ASSETS

Article 52 The assets of the Academy shall consist of:

- 52.1** The membership fees and the initial incorporation fees paid by its Members
- 52.2** The assets and properties that the Academy purchases or receives as donation and the benefits that result from their sale or rent.
- 52.3** Donations, legacies and subsidies it may receive.
- 52.4** Contributions received for payment of services and works performed by special agreements in the country of its Headquarters or with institutions and international organizations.
- 52.5** The surplus funds collected at public meetings, conferences, forums and other activities carried out by the Academy.
- 52.6** Income earned on its investments.

Article 53 The Academy is legally entitled to purchase assets and properties, incur obligations and carry out operations of any kind with public or private Banks or Financial Institutions in the country of its headquarters or in any other country.

TITLE XV MODIFICATION OF THE BY-LAWS

Article 54 These By Laws may be modified by a decision of a Plenary Extraordinary Session summoned to this effect, when:

- 54.1** Requested by thirty percent (30%) of the Members.
- 54.2** At the request of the Board of Directors.

Article 55 Any project of modification must be sent to the Members of all categories of the Academy ninety (90) days prior to the date of the Plenary Extraordinary Session that will consider it, indicating which articles it is proposed to reform and why. The reforms must be approved by two thirds of the Members present at the Session.

Article 56 All matters not contemplated in the present By-laws, or the interpretation of the dispositions established in it, shall be resolved by the unanimous vote of the Members present at the Plenary Ordinary Session, when this matter is included in the Agenda of the Session.

TITLE XVI DISSOLUTION AND LIQUIDATION

Article 57 The Academy may be dissolved when the number of Member Academicians is fewer than twenty (20).

Article 58 In case of dissolution or liquidation, and once all pending obligations and responsibilities have been satisfied, the assets in the possession of the Academy shall, by inventory, become the property of UPADI who may decide which assets will remain as property of the host Institution in the country of the Headquarters.

TITLE XVII OFFICIAL LANGUAGES

Article 59 The official languages of the Academy shall be Spanish, English and Portuguese

TITLE XVIII - TRANSITORY DISPOSITIONS

Article 60 These By Laws shall be in force as from the moment of their approval at a Plenary Extraordinary Session. The decisions to be taken at the following Ordinary Plenary Session will respond to what is established in these By Laws.

Article 61 Any person resident in any country of the Americas that was elected and incorporated in the Academy as a Corresponding Member during the validity of the previous By Laws, will become a Member with all the rights and obligations established in these By Laws. As a testimony of their inclusion in this Category he/she shall receive the corresponding Diploma and Medallion that accredit him/her on the opportunity of any Ceremony of Incorporation. Sixty (60) days before the Ceremony he/she shall confirm their participation to the Secretary.

By Laws approved by the International Board of
UPADI in San José, Costa Rica, 1996
Modified by the Plenary Extraordinary
Session of the Academy – Mexico 2004
Modified by the Plenary Extraordinary Session
of the Academy, Brasilia, Brazil. December 2008
Modified by the Plenary Extraordinary Session
of the Academy, Rio de Janeiro, Brazil. December 2011