

# PAN AMERICAN ACADEMY OF ENGINEERING



## BYLAWS

Effective since December 1, 2008

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### **TITLE I      CREATION, AFFILIATION, AND HEADQUARTERS**

- Article 1.1**      The Pan American Academy of Engineering is a non-profit engineering institution of a technical, scientific, educational, and cultural nature with Pan-American scope.
- Article 1.2**      The Pan American Academy of Engineering is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations described under Section 501(c)(3) of the Internal Revenue Code of the United States of America, or the corresponding section of any future federal tax code.
- Article 2.**      The International Board of UPADI unanimously resolved to create the Academy at its August 1995 meeting in Asunción, Paraguay, and the first version of these Bylaws was approved by the International Board of UPADI at its August 1996 meeting in San José, Costa Rica. The Academy was formally established on August 24, 2000, with the induction of the first 30 Founding Full Members and the signing of the Founding Charter at the Solemn Ceremony held in Panama City.
- Article 3.**      The legal headquarters of the Academy shall be located where determined in a Plenary Session based on a proposal from the Board of Directors.
- Article 4.**      Upon establishing the Academy, UPADI delegated to it the authority and right to carry out the qualification and election of its members as prescribed by these Bylaws.

## **TITLE II      OBJECTIVES AND PURPOSES**

**Article 5.**      The objectives and purposes of the Academy are:

- 5.1**      To recognize within the American continent the outstanding contributions made by distinguished engineering figures in any of their specialties or fields of activity, conferring upon them the status of: Full Member, Associate Member, Honorary Member, or Emeritus Member.
- 5.2**      To establish and maintain a high-level international forum conducive to the presentation, study, and discussion of advances in engineering and technological knowledge, and to disseminate the achievements and outcomes of engineers' work for the benefit of humanity; to timely identify and analyze any issue related to the profession that aids scientific and technological progress in engineering as part of the socioeconomic and cultural development of nations.
- 5.3**      To establish cooperative and exchange relationships with other engineering, technology, or science Academies or Associations of Academies—whether national, regional, or international—aimed at achieving greater effectiveness in shared objectives.
- 5.4**      To collaborate and interact with Professional Associations, Higher Education Institutions, Universities, Research and Development Centers, and the Productive Sector with proposals that assist in improving the initial and continuing education of engineers as well as their postgraduate training; and likewise encourage the training and professional development of faculty to exercise skills that enable them to foster professional character, creativity, and innovation in future engineers.
- 5.5**      To raise awareness among engineers regarding the need to maintain a continuous process of professional advancement and high ethical standards, permanently motivated toward the pursuit of excellence in the practice of engineering as a means of contributing more effectively to the progress and well-being of society.
- 5.6**      To organize, promote, or sponsor on its own or in agreement with UPADI, or with other engineering organizations or technical, scientific, and educational institutions, Conferences, Seminars, Forums, Congresses, or other types of meetings at the international, regional, or national levels dedicated to analyzing topics requiring concrete and updated solutions that contribute to the advancement of engineering and its representative institutions throughout the Continent.
- 5.7**      To strive to have the Academy and its working bodies coordinate similar activities with the Technical Committees of National Academies and related organizations, maintaining mutual exchange and collaboration

### **TITLE III      POWERS**

**Article 6.**      The Academy has the power to:

- 6.1**      Elect its Full, Associate, Honorary, and Emeritus Members.
- 6.2**      Hold periodic plenary sessions to resolve internal institutional matters and to receive communications on engineering and other topics within the scientific and technological realm.
- 6.3**      Produce publications, publish reports, and communicate with its members.
- 6.4**      Contract services using its own funds or those provided by any other institution for a specific purpose.
- 6.5**      Create Delegations or Chapters in Continental countries, in agreement with the National Engineering Associations and the recognized National Academy of Engineering in that country, when the number of Full Academicians of that country is at least ten (10), and they request it from the Board of Directors, reporting on the economic sustainability of the entity to be created. Establish their purposes, objectives, and powers; regulate their organization and oversee their operations.
- 6.6**      Create permanent divisions, sections, and specialized institutes, or temporary committees and commissions, with the authority to invite individuals who are not members of the Academy to participate in them.
- 6.7**      Enter into cooperation agreements with other Academies or institutions having complementary or related purposes. Join Federations, Councils, and organizations of Engineering, Technology, and Science Academies, whether regional, continental, or international.
- 6.8**      Solicit the necessary funds to support members' publications, sponsor plenary sessions, seminars, forums, and congresses, and carry out other activities related to the Academy's objectives.

### **TITLE IV      MEMBERSHIP. REQUIREMENTS.**

**Article 7.**      The Academy comprises the following categories of Members: Full, Associate, Honorary, Emeritus, and Life. The requirement to be elected Member in any category is that the nominee holds a university degree in engineering in any specialty, recognized for professional practice by the regulating bodies in their country or any other country on the Continent; or is a professor in engineering schools of recognized universities; or enjoys academic prestige in related disciplines that have impacted the practice and profession of engineering, holding recognition from National Academy(ies) of Engineering, Sciences, Invention, or Health. Members must be individuals of irreproachable reputation, professional integrity, a vocation for service, and able to demonstrate:

- 7.1 Being graduate engineers from a recognized national or foreign university, or professors, academics, scientists, or inventors, as previously qualified, with a significant track record in professional practice.
- 7.2 Having personally and actively carried out or participated in the planning, study, design, drafting, or construction of significant public and private works; industrial plant design; facilities; manufacturing processes; prototypes; or the creation or adaptation of technologies, etc., having earned the recognition of their peers organized in professional associations, private engineering organizations, government entities, or public interest bodies for these achievements.
- 7.3 Having demonstrated dedication to the transfer of knowledge and experience acquired throughout their professional career through university teaching, free courses, lectures, or participation as rapporteurs in technical meetings, forums, seminars, or congresses, producing specialized publications for such purposes.
- 7.4 Holding recognition from organized engineering in their country through National Association(s), the National Academy of Engineering, National Academy of Sciences, National Academy of Invention, and other recognized prestigious engineering institutions or specialized chambers. Having the endorsement of the Full Academicians of that country.
- 7.5 Having belonged to engineering associations and societies, academic organizations, educational and research institutions, engineering firms/consultancies, or public and private enterprises, or having served as public officials holding significant positions, demonstrating leadership capacity in all activities to promote and execute complex and innovative programs that have influenced the improvement of the engineering profession.

**Article 8.** Full Members are individuals residing in a country of the Americas who, having fulfilled the requirements of Article 7, have been nominated as such by three Full Academicians from three countries or by the National Academy or National Association of their country, following a selection process. A description of the candidate's qualifications must be submitted with the nomination. The maximum number of Full Academicians shall be 350, of which a maximum of 50 Academicians may be from the same country. The Board of Directors shall analyze and propose the parameters upon which the Ordinary Plenary Session will establish a balanced distribution of Full Members by country. Every Candidate for Full Member must prove citizenship in a country of the American continent. Full Academicians must take part in the governance of the Academy and in the election of new Members across all categories.

**Article 9.** Associate Members are individuals residing in countries on other Continents who, having fulfilled the requirements of Article 7 of these Bylaws, represent the Academy in their place of residence anywhere in the world and carry out activities requested by the institution's authorities for this purpose. They do not participate in the governance of the Academy or in the selection of new Members. Each candidate must be proposed by two Full Academicians, by the Engineering

Organization of their country that is a Member of the WFEO (World Federation of Engineering Organizations), or by the National Academy of Engineering of their country.

**Article 10.** As an exception, the Academy may appoint Honorary Members without the intervention of the Election Committee; such appointments must be individuals of recognized prestige, proposed by five (5) Full Members from different countries. The proposal will be evaluated by the Board of Directors and approved in an Ordinary Plenary Session. Full Members who have rendered outstanding services to the Academy for five (5) years or more and, for justifiable reasons, are unable to continue as Full Members may also be distinguished in this category.

**Article 11.** The category of Emeritus Member is reserved exclusively for Full Members who have served the Academy in relevant positions for at least five (5) consecutive years and have distinguished themselves in the international community through leadership and dedication to service. The Ordinary Plenary Session shall resolve the appointment of Emeritus Academician based on a proposal supported by three (3) Full Members from different countries.

**Article 12.** The number of Honorary or Emeritus Members from a given country shall not count toward the maximum number of Members established under Article 8.

## **TITLE V        RIGHTS AND OBLIGATIONS OF MEMBERS**

**Article 13.** Full Academicians have the following obligations and rights:

- 13.1** Attend the Induction Ceremony in person to receive the Diploma and Medal accrediting their status as a Full Member.
- 13.2** Vote to elect new Full and Associate Members.
- 13.3** Submit a work of their authorship before their Induction into the Academy. The title and an abstract of the work shall be read at the Induction Ceremony alongside an excerpt of their Curriculum Vitae. The complete paper will be posted on the Academy's Website.
- 13.4** Participate in the Academy's activities, whether by attending biennial meetings, serving on Committees and Working Groups, speaking at Academy-sponsored conferences, or joining working teleconferences coordinated by Academy leadership.
- 13.5** Join 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 they participate or have knowledge of.
- 13.7** Pay the Initial Induction Fee and the membership dues established by the Plenary Session during the first quarter of the year.

- 13.8** Keep their registered curriculum vitae up to date with the Academy and notify the Academy of any changes to postal address, email, and phone number.
- 13.9** Be elected as a member of the Board of Directors. May be re-elected for two additional terms for the same or another position. Two years must elapse before being elected again to any position.
- 13.10** Attend Plenary Sessions with voice and vote.
- 13.11** Submit written opinions on items included in the Agenda of Plenary Sessions.
- 13.12** Receive information, documentation, and publications from the Academy.
- 13.13** Represent the Academy in their place of residence or elsewhere if requested by the Board of Directors.
- 13.14** Propose declarations, recommendations, manifestos, or policy adoptions to the Board of Directors.
- 13.15** Submit reports, give lectures, and deliver public presentations at the Academy during Plenary Sessions, having previously arranged the format and timing with the Secretary.

**Article 14.** Associate Academicians have the following obligations and rights:

- 14.1** Inform the Academy, through its President or Secretary, of any discovery, research, or event in which they participate or have knowledge of.
- 14.2** Pay the Initial Induction Fee and membership dues established by the Plenary Session during the first quarter of the year.
- 14.3** Keep their registered curriculum vitae up to date with the Academy and notify any changes to postal address, email, and telephone number.
- 14.4** Receive the Diploma and Medal accrediting their status as an Associate Member. If unable to attend the Induction Ceremony, the Diploma will be sent by post and the Medal may be received at any subsequent Induction Ceremony, provided they notify the Secretary of their attendance sixty (60) days in advance.
- 14.5** Attend Plenary Sessions with voice.
- 14.6** Receive information, documentation, and publications from the Academy.
- 14.7** Represent the Academy in their place of residence or elsewhere if requested by the President.
- 14.8** Submit reports, give lectures, and deliver public presentations at the Academy during Plenary Sessions, having previously arranged the format and timing with the Secretary.

**14.9** Present papers at Academy Forums, Congresses, Seminars, and Symposia.

**14.10** Participate with voice in meetings of divisions, sections, specialized institutes, commissions, and committees created by the Academy.

**14.11** Propose declarations, recommendations, manifestos, or policy adoptions to the Board of Directors.

**Article 15.** Honorary Academicians will enjoy all rights corresponding to Full Academicians, except the right to vote and to serve on the Board of Directors or Academy Delegations/Chapters. They are not required to participate in Sessions or pay membership dues or contributions of any kind.

**Article 16.** Emeritus Academicians will enjoy all the rights of Full Academicians. They may serve on the Board of Directors and join Delegations or Chapters. Payment of membership dues shall not be required of Emeritus Academicians who do not hold positions on the Board of Directors.

## **TITLE VI      NOMINATION, ELECTION, AND TERMINATION OF MEMBERSHIP**

**Article 17.** Nominations to participate in the Selection Process for Full or Associate Member categories must be carried out as follows:

**17.1** The President of the Institution or authorized representative of the National Academy or Association of a given country submitting the nomination of an individual for Full Member, in accordance with Article 8, shall sign the nomination document on behalf of the Institution. The signature will certify the proposal's institutional nature and that it resulted from a selection process as established in Article 8. Every person proposed as Full Member must also have the endorsement of the Full Academicians of that country.

**17.2** The nomination of a Full Member made by three Full Academicians from different countries must be signed by its nominators. The same requirement applies when two Full Academicians nominate an Associate Member.

**17.3** Nominations may be made by email, clearly establishing the identity of the signers. They shall be sent simultaneously to the Presidency and Secretariat of the Academy within the deadlines set by the Board of Directors. Late nominations will not be included in that year's Selection Process but may be considered in the subsequent Process.

**17.4** A candidate's nomination and merits must be submitted following the guidelines established by the Academy for personal, professional, and academic background data, summarized and organized in a Data Form provided by the Academy. A complete Curriculum Vitae may accompany the submission along with supporting documents such as endorsement

letters from engineering institutions, organizations, or companies where the nominee works or has worked.

- 17.5** The submission must clearly state the membership category for which the candidate is nominated. The nomination and Data Form must be submitted in two languages: English and either Spanish or Portuguese. The complete CV and letters of support may be submitted in only one of these three languages.

**Article 18.** The Selection Process of a Candidate for Full or Associate Member status will proceed as follows:

- 18.1** The President and Secretary of the Academy will review all nominations received on time to verify compliance with these Bylaws. Nominations not meeting the requirements will be returned, though the President may grant up to ten (10) days to supply missing data and background information. The Secretariat will organize proposals by country and distribute them via email to each member of the Election Committee ninety (90) days before the date scheduled for the Induction Ceremony. A complete roster of existing Members across all categories, ordered by country, will also be sent.
- 18.2** Members of the Election Committee will review the nominations and issue their reasoned opinion within ten (10) days regarding the acceptance or rejection of each nominee for the proposed category. In their evaluation, Election Committee members will consider the balanced distribution among countries established by the Ordinary Plenary Session based on parameters proposed by the Board of Directors.
- 18.3** The Secretary of the Academy will send by email or other expedited means the names of the nominees approved by the Election Committee to each of the Full Members, no less than seventy-five (75) days before the scheduled date of the Induction Ceremony. The Full Members shall review the qualifications of the nominees and vote within ten (10) days of receiving the ballot from the Election Committee to accept or reject a proposal. In case of rejection, a justification shall be required. No Full Member may abstain from voting without justified reasons. The vote is secret, and the Secretariat shall take appropriate measures to ensure the confidentiality of both the Full Members' votes and the decision of the Election Committee.
- 18.4** All deadlines noted in these paragraphs may be modified by the Board of Directors when justified.
- 18.5** The Secretariat will record all timely responses, and if two-thirds of the votes are favorable, the nominee will be deemed elected as a Member Candidate.
- 18.6** Candidates will receive a notification from the President informing them of their election as a Candidate for Full or Associate Member. They must reply stating whether they accept membership in the category for which they were elected. Along with their acceptance, they must send the Initial

Induction Fee established by the Ordinary Plenary Session to the Treasurer.

- 18.7** The President will also notify the individuals or Institutions that nominated each candidate, whether or not they were elected.
- 18.8** The Ordinary Plenary Session will review and issue its opinion regarding each Selection Process.
- 18.9** Candidates for Full Member will receive the official Diploma and Medal accrediting them as Academicians in person during a Solemn Induction Ceremony held when the Academy meets in an Ordinary Plenary Session or during annual Board of Directors meetings. Before Induction, every Candidate must submit an original Paper that presents experiences from their professional and academic life, including technical, professional, or educational proposals, initiatives, innovations, or recommendations. This Paper may be replaced by an oral and written presentation on an issue included in the Agenda of Forums or technical sessions organized by the Academy during the Induction Ceremony. The title and abstract will be read at the Ceremony, and the full Paper will be included in a Special Section of the Academy's Website.
- 18.10** If a Candidate for Full Member cannot attend the Induction Ceremony for substantiated reasons, they must explain their absence in their letter of acceptance. The induction of any Candidate for Full Member may only occur within four (4) years following the Ordinary Plenary Session that approved the Selection Process.
- 18.11** The President will invite candidates for Associate Member to attend the Induction Ceremony to receive their Diploma and Medal in person, but they are exempt from mandatory attendance. In such cases, their names and achievements will be mentioned during the Ceremony. The Diploma will be sent by mail, and the Medal may be received in person at any subsequent Induction Ceremony, provided attendance is confirmed to the Secretary sixty (60) days in advance.
- 18.12** The list of Candidates in the different categories will be sent by the President to all Full and Associate Members and nominating Institutions, inviting their authorities to attend the Induction Ceremony.

**Article 19.** Full or Associate Member status and associated rights will expire in the following cases:

- 19.1** Resignation.
- 19.2** Failure to pay membership dues established by the Ordinary Plenary Session for two (2) consecutive years. A one (1) year delinquency in dues will result in the loss of voting rights for Full Members.

- 19.3** Public or private conduct contrary to decorum that may damage the Academy's good name. This must be resolved by a two-thirds majority of Full Members present at the Plenary Session reviewing the matter.
- 19.4** Individuals who lose their Member status in any category through resignation or expulsion may no longer claim status as Academicians.
- 19.5** All voluntary resignations must be reviewed during the first Plenary Session following the date of resignation. When a Member is subject to expulsion for non-compliance under 19.2, the Board of Directors will decide by email, and the President will notify the nominating individuals or Institutions.

**Article 20.** Reinstatement to the Academy. Any person who lost Member status due to non-payment of dues may apply at any time in the years following the cancellation decision, via an application submitted to the Board of Directors accompanied by payment of all outstanding dues, a reinstatement fee equal to thirty percent (30%) of the overdue balance, and payment of the current year's membership fee.

**Article 21.** Members in any of the following situations will be transferred to Inactive status:

- i. For Full Members, Associate Members, and Emeritus Members serving on the Board of Directors: failure to pay annual membership dues for two (2) consecutive years.
- ii. Voluntary resignation from membership in the Academy via a request to be
- iii. Death. transferred to the Inactive category.

**21.1** Inactive Members who have not resigned their membership in the Academy will continue to be considered Academicians.

**21.2** The number of Inactive Members from a country shall not count toward the country limits established in Article 8.

**21.3** Reinstatement of an Inactive Member to active status may occur at any time via an application submitted to the Board of Directors accompanied by payment of all outstanding dues, a reinstatement fee equal to thirty percent (30%) of the overdue balance, and payment of the current year's dues.

**21.4** Reinstatement requests may only be granted if vacancies exist within the total number of members allocated to the applicant's country by the Ordinary Plenary Session pursuant to Article 8.

**21.5** A Member who, due to precarious health preventing them from working and meeting dues obligations, may request with supporting medical documentation that the Board of Directors allow them to retain Member status and be exempt from dues while such condition persists. The Board of Directors will evaluate each case on its merits to determine whether to approve exempt status.

**21.6** Academicians who have been members of the Academy for no less than ten years and are in good standing with their obligations may become Life

Members upon reaching eighty (80) years of age and will be exempt from recurring dues.

- Article 22.** Inactive Members may attend Plenary Sessions without voice or vote; participate in forums, conferences, seminars, and congresses organized by the Academy; and present technical papers. They will not enjoy other rights nor be subject to the obligations assigned to their category under these Bylaws, remaining exempt from annual dues under 22.1. Transfer of a Member to Inactive status renders their allocated seat vacant, allowing the Academy to induct another Member from the same country in that category.

## **TITLE VII INSTRUMENTS OF WORK, INFORMATION, AND OVERSIGHT**

- Article 23.** The Academy adopts the following as working and informational instruments:

- 23.1** A Biennial Action Plan prepared by the Board of Directors or its designees, to be reviewed, debated, and enacted in the Ordinary Plenary Session.
- 23.2** A Five-Year Strategic Plan, the first version of which will be prepared by the Board of Directors or its designees, and once approved by the Ordinary Plenary Session, will be updated biennially by the same. The Action Plan activities will serve as short-term strategies within this document.
- 23.3** The Biennial Activity Report of the Academy, prepared by the Secretary for consideration in the Ordinary Plenary Session.
- 23.4** The Annual Activity Report, prepared by the President to be presented to the Board of Directors.
- 23.5** The Academy Directory, containing the complete roster of Members across all categories along with photographs and CVs. It will be published and updated periodically as determined by the Board of Directors, distributed in print or electronic formats.
- 23.6** A dedicated website or electronic network, supplemented by print materials as planned or ordered by the Board of Directors, will be used to report and publicize Academy activities.

- Article 24.** Oversight instruments supporting the economic, financial, and asset status of the Academy include:

- 24.1** The Biennial Budget, prepared by the Treasurer for consideration in the Ordinary Plenary Session. The Treasurer will make reasonable expense projections based on information from Board members responsible for tasks and from Chairs/Coordinators of the Academy's working bodies.
- 24.2** The Annual Balance Sheet prepared by the Treasurer as of December 31 of each year, certified by a licensed Public Accountant in the Academy's host country. It must show the financial position (assets and liabilities at period close), changes in net assets, statement of revenue and expenses,

and the source and use of funds. It will be emailed by the Treasurer to the Board of Directors thirty (30) days before its annual meetings. Balance Sheets for the two fiscal years preceding the Ordinary Plenary Session will be emailed to all Full Members and the Audit Committee thirty (30) days before the session for review and approval.

- 24.3** A Statement of Income and Expenses, prepared by the Treasurer covering up to the month before each Board meeting based on dues, other revenues, and expense reports. The Board of Directors will use this document to evaluate the execution of the current Biennial Budget and make decisions.

## **TITLE VIII      ACADEMY MEETINGS**

**Article 25.** The Academy will hold Plenary Sessions, which may be Ordinary or Extraordinary. Sessions will be public, except when discussing internal matters, confidential issues, or matters affecting a Member personally.

**Article 26.** Ordinary Plenary Sessions bring together Academy Members to focus public activity on engineering matters that advance the Americas by analyzing, discussing, and setting policies on science, technology, education, and professional practice. A Rapporteur chosen from participating Members will synthesize discussions, conclusions, and approved recommendations, which will be published in print and disseminated online.

**Article 27.** The Academy will meet every two (2) years in a Biennial Ordinary Plenary Session during April. The Board of Directors will determine the exact date and location.

**Article 28.** A quorum for an Ordinary Plenary Session requires the presence of at least ten (10) Full Members. Resolutions will pass by a majority vote of Academicians present, except in the following cases requiring a two-thirds majority:

**28.1** Amendments to these Bylaws.

**28.2** Establishing the maximum number of Full Academicians per country.

**28.3** Removal of a Member of the Board of Directors.

**28.4** Deliberating and advising on the dissolution of the Academy.

**Article 29.** The Ordinary Plenary Session has the power to:

**29.1** Review nominations, elections, and final admissions of Full and Associate Members, as well as appointments of Honorary and Emeritus Academicians.

**29.2** Resolve voluntary resignations of Full or Associate Members, status changes, or expulsions under Article 19.3.

- 29.3** Elect Board of Directors members with designated positions pursuant to paragraphs 33.1 and 33.2. Also elect members of the Election Committee and one member of the Audit Committee, unless fewer than ten (10) Full Members are present.
- 29.4** Approve Internal Regulations for Academy operations and amend them upon proposal by the President.
- 29.5** Set the country quota for Full Academicians upon proposal by the Board of Directors, in accordance with Article 8.
- 29.6** Review and approve the Biennial Action Plan and Strategic Plan; review the Secretary's Biennial Activity Report; and receive the President's Annual Reports.
- 29.7** Review and approve the Biennial Budget and certified Annual Balance Sheets approved by the Audit Committee.
- 29.8** Establish annual membership dues, late fees (Article 13.7), and Initial Induction Fees. Establish life membership fees exempting holders from annual dues (non-retroactive).
- 29.9** Study and issue opinions on matters submitted by National Academies, UPADI bodies, engineering societies, and related institutions.
- 29.10** Create and dissolve Delegations or Chapters upon proposal of the Board of Directors (Article 6.5).
- 29.11** Create and dissolve permanent divisions, sections, and specialized institutes (Article 6.6), and set their regulations, policies, and plans.
- 29.12** Institute awards, distinctions, and honors; secure funding; appoint juries; and define award criteria.
- 29.13** Decide on creating salaried positions and hiring services.
- 29.14** Accept bequests, subsidies, contributions, and donations of funds, goods, or properties, and decide on their sale.
- 29.15** Decide on legal incorporation or registration as a non-profit/tax-exempt public benefit entity and adopt necessary legal structures.
- 29.16** Consider and decide on any other item included in the meeting notice.

**Article 30.** Extraordinary Plenary Sessions may be held provided that:

- 30.1** The Board of Directors, via an email vote called by the President, deems the matter urgent and unable to await the next Ordinary Plenary Session.
- 30.2** Thirty percent (30%) of Full Members request an Extraordinary Plenary Session.

**30.3** The President (or substitute) submits Agenda items to an email vote of all Full Members and receives votes supporting a specific decision within ten (10) days.

**30.4** An attempt to resolve the Agenda items by email vote fails to reach a fifty percent (50%) majority within ten (10) days.

**Article 31.** An Extraordinary Plenary Session requires a quorum of ten (10) Full Members.

**Article 32.** The President, or in their absence one of the Vice Presidents, will preside over all Plenary Sessions, having a casting vote in the event of a tie.

## **TITLE IX BOARD OF DIRECTORS**

**Article 33.** The Board of Directors is the Executive Authority of the Academy, organized and elected as follows:

**33.1** The Board will consist of a President, First Vice President, Second Vice President, Immediate Past President, President-Elect, Secretary, Treasurer, two Director Members, and two Alternate Members, serving two-year terms with eligibility for re-election for only two additional terms. If necessary, the Board may appoint Full Members as Assistant Secretary and Assistant Treasurer. All Board members hold voting rights, except appointed Assistants, who have only a voice. All Board members must be Full or Emeritus Members and are elected in an Ordinary Plenary Session by a majority vote of Full Members present.

**33.2** Halves at biennial sessions will renew the Board: In the initial staggered election, President-Elect, First Vice President, Secretary, one Director Member, and one Alternate Member will be elected for two years. Second Vice President, Treasurer, one Director Member, and one Alternate Member will be elected for one year (taking office immediately) and simultaneously for a subsequent two-year term. Following this initial transition, all Board terms will be two years, with re-election permitted for only two additional terms. Two years must elapse before re-election to the same or another position.

**33.3** If the President-Elect cannot assume office, the First Vice President serving concurrently will assume the role temporarily until the President-Elect can serve. If the First Vice President is impeded, the Second Vice President assumes the function per Article 41.

**33.4** If fewer than ten (10) Full Members are present, sitting Board members will remain in office until elections can be held in a Plenary Session or via email vote (Articles 29.3 and 30.1).

**33.5** All governance and management matters not requiring a Plenary vote will be decided by the Board by majority vote.

**Article 34.** Functions and powers of the Board of Directors:

- 34.1** Carry out all governance and administrative functions of the Academy.
- 34.2** Meet annually when called by the President or requested by half of its members. Meetings via video conference, Internet, or email discussion/voting are acceptable.
- 34.3** Elect one or more Vice Presidents from among Director Members in case of vacancy.
- 34.4** Appoint Assistant Secretaries and Assistant Treasurers, regulating their duties. The Assistant Secretary should preferably reside in the Secretary's country. Assistants hold voice only.
- 34.5** Appoint a Director Member to fill a vacancy in the Secretary or Treasurer roles.
- 34.6** Consider reinstatement of members dropped for dues delinquency.
- 34.7** Approve transfers to Inactive status (Article 21) and resolve reinstatements (Article 22).
- 34.8** Execute and oversee compliance with Plenary Session decisions.
- 34.9** Evaluate Chapter/Delegation requests from ten (10) or more Full Members and submit recommendations on economic viability to the Plenary.
- 34.10** Create temporary honorary committees/commissions with clear mandates.
- 34.11** Propose specialized divisions, sections, or institutes to the Plenary and regulate them.
- 34.12** Appoint non-funded representatives to national and international engineering events.
- 34.13** Propose salaried positions or service contracts and compensation to the Plenary and terminate them for cause.
- 34.14** Grant and revoke special powers of attorney, informing the Plenary. The President is the legal representative of the Academy.
- 34.15** Acquire goods and equipment for the Secretariat and offices, accounting for costs in the budget.
- 34.16** Accept bequests, grants, and donations on behalf of the Academy and propose sales to the Plenary.
- 34.17** Review draft Biennial Action Plans and Five-Year Strategic Plans for Plenary approval.

**34.18** Review the Annual Balance Sheet and Statement of Income and Expenses.

**34.19** Review the President's Annual Report and circulate it to Members.

**34.20** Maintain registered minutes, accounting books, and asset inventories approved by the Audit Committee for handover to incoming Boards.

**Article 35.** The Board will meet at least once a year, or when a majority of its members attend the same congress or conference.

**Article 36.** A quorum is constituted by the President, Secretary, and at least one other member, or the President and any three Board members.

**Article 37.** Any or all Board members may be removed in an Extraordinary Plenary Session called upon written request of thirty percent (30%) of Full Members, requiring a two-thirds vote of Full Members present.

## **TITLE X DUTIES AND RESPONSIBILITIES OF ACADEMY OFFICERS**

**Article 38.** Duties and responsibilities of the President:

**38.1** Preside over the Academy, enforce Bylaws, and legally represent the Academy before public and private bodies.

**38.2** Convene and preside over Plenary Sessions and Board meetings; participate in Advisory Council or committee sessions as appropriate.

**38.3** Execute Resolutions approved in Plenary Sessions.

**38.4** Represent the Academy legally, personally or through representatives.

**38.5** Organize and coordinate human, financial, and material resources.

**38.6** Administer funds and assets jointly with the Secretary/Treasurer, authorizing budgeted disbursements.

**38.7** Take administrative measures not provided for in the Bylaws in agreement with the Secretary, informing the Board; sign official correspondence.

**38.8** Sign minutes of all Sessions alongside the Secretary or Assistant Secretary.

**38.9** Prepare an Annual Activity Report on the results of their term.

**38.10** Review and sign all documentation submitted to Plenary and Board meetings, ensuring availability thirty (30) days in advance.

**Article 39.** Duties and responsibilities of the President-Elect:

- 39.1** Participate with voice and vote in Sessions and Board Meetings.
- 39.2** Represent the President upon request.
- 39.3** Assist the President in supervising Academy activities.
- 39.4** Collaborate with the leadership team on the draft Biennial Action Plan (Articles 23.1 and 42.5).
- 39.5** Prepare press releases and communications in consultation with the President.

**Article 40.** The Immediate Past President holds the same duties and responsibilities as the President-Elect.

**Article 41.** Vice Presidents will substitute for the President when necessary, assuming all rights and obligations. If the President leaves office permanently, the First Vice President (or Second Vice President if impeded) completes the unexpired term. They will also assist in supervising Academy activities.

**Article 42.** Duties and responsibilities of the Secretary:

- 42.1** Attend all Academy Sessions and Board Meetings.
- 42.2** Represent the Academy when expressly requested by the President.
- 42.3** Direct administrative staff and secretarial services, fulfilling duties punctually.
- 42.4** Prepare meeting Agendas with the President and issue notices thirty (30) days in advance.
- 42.5** Draft the preliminary Biennial Action Plan, circulate it to Full Members for feedback, and prepare the unified draft for Plenary approval.
- 42.6** Manage archives, libraries, and art/heritage assets.
- 42.7** Oversee publications (bulletins, books, magazines) and manage digital communication platforms.
- 42.8** Maintain the confidential Member registry with up-to-date biographical and contact details (commercial use prohibited).
- 42.9** Act as coordinator for commissions, committees, and working groups.
- 42.10** Serve as secretary during Sessions, taking and signing minutes alongside the President.
- 42.11** Prepare legal, technical, and administrative meeting documentation and drafts.

**42.12** Prepare press releases and reports in consultation with the President.

**42.13** Keep Minute Books updated and signed.

**42.14** Perform other tasks delegated by the President.

**Article 43.** Duties described in Article 42 may be partially delegated to an Assistant Secretary by decision of the Board.

**Article 44.** Duties and responsibilities of the Treasurer:

**44.1** Manage financial administration and mandatory accounting books (may delegate tasks to an Assistant Treasurer).

**44.2** Oversee member financial compliance, sign statements, and certify invoices and receipts.

**44.3** Collect dues, donations, and grants; determine disbursements with the President.

**44.4** Safekeep assets, funds, securities, and properties.

**44.5** Prepare the Biennial Budget (Article 24.1) and send it to Full Members thirty (30) days before the Plenary.

**44.6** Prepare and sign the Annual Balance Sheet as of Dec 31; send it to the Board and Audit Committee thirty (30) days before relevant meetings.

**44.7** Prepare a Statement of Income and Expenses before each Board meeting.

**44.8** Maintain member account records and provide reports to leadership.

**44.9** Perform other functions requested by the President.

**Article 45.** Duties of Director Members:

**45.1** Attend Board meetings with voice and vote;

**45.2** Perform assigned tasks;

**45.3** Substitute for the Secretary or Treasurer in case of death, resignation, or incapacity.

**Article 46.** Duties of Alternate Members: Replace absent Director Members upon request of the President.

## **TITLE XI ELECTION COMMITTEE**

**Article 47.** The Election Committee evaluates and decides on Full and Associate Member nominations pursuant to Article 18.

- 47.1** It consists of three full members (one serving as Chair) and three alternate members elected at an Ordinary Plenary Session, all of whom must be Full or Emeritus Academicians. Alternates step in as decided by the President when full members are unable to serve.
- 47.2** Members must meet established deadlines to review nominations and issue reasoned recommendations on eligibility.
- 47.3** A nominee is approved as a Candidate upon receiving two favorable votes. Voting and deliberations are strictly confidential.
- 47.4** Committee members must vote and justify any rejections. An unjustified failure to vote on time is counted as a favorable vote.

## **TITLE XII      ADVISORY COUNCIL**

**Article 48.** The Advisory Council comprises all past Presidents who remain members of the Academy in any category.

**Article 49.** Functions of the Advisory Council:

- 49.1** Advise the President or Board in writing or otherwise upon request.
- 49.2** Issue opinions on Academy operations and share them with leadership and membership.
- 49.3** Assume governance of the Academy if all Board members resign, until the next elections. In this event, one Council member will serve as President.

## **TITLE XIII      AUDIT COMMITTEE**

**Article 50.** Auditing and financial/asset oversight are assigned to a two-member Audit Committee. One member is elected from the Academy membership at an Ordinary Plenary Session; the President appoints the other. Their terms align with the Board of Directors.

**Article 51.** Duties and powers of the Audit Committee:

- 51.1** Examine accounting records at least once before each Ordinary Plenary Session.
- 51.2** Attend Board meetings with voice (when deemed appropriate by the Board) and participate in Ordinary Plenary Sessions with voice.
- 51.3** Oversee asset administration, funds, and securities.
- 51.4** Verify compliance with host-country laws and ensure adherence to Bylaws, especially member rights.

- 51.5** Review the Annual Financial Statements for the two fiscal years before the Ordinary Plenary Session, which the Treasurer will send by email thirty (30) days in advance of that Session, and request from the Treasurer any clarifications that each Committee member deems necessary. Approve with their signature the Financial Statements that will be presented at the Ordinary Plenary Session. If the Audit Committee cannot issue a single report, each member may do so independently. The reports will be submitted for consideration at the Plenary Session.
- 51.6** Request that the Board of Directors hold an Extraordinary Plenary Session whenever it deems necessary.
- 51.7** Request the President to call an Ordinary Plenary Session of the Academy when the Board of Directors fails to do so.
- 51.8** Approve the inventory of all documents from the Secretariat and the Treasury with the receipts of the Academy's assets and property, which, according to paragraph 34.20, must be transferred by the outgoing Board of Directors to the newly elected Board in accordance with these Bylaws.
- 51.9** In the event of the Academy's dissolution, oversee its liquidation and the disposition of its assets.
- 51.10** The Audit Committee will take care to carry out its functions without interfering with the normal management and administration of the Academy.

#### **TITLE XIV ASSETS**

**Article 52.** The Academy's assets consist of:

- 52.1** Membership dues and Initial Induction Fees.
- 52.2** Property and goods purchased or received as donations and proceeds from sales/rentals.
- 52.3** Donations, bequests, and subsidies.
- 52.4** Income from contracted services and special project agreements.
- 52.5** Surplus proceeds from public meetings, conferences, and forums.
- 52.6** Investment income.

**Article 53.** The Academy possesses full legal capacity to purchase property, incur obligations, and execute banking and financial transactions with public or private institutions in any country.

## **TITLE XV      AMENDMENTS TO THESE BYLAWS**

**Article 54.**     An Extraordinary Plenary Session may amend these Bylaws called for that purpose when:

**54.1**     Requested by thirty percent (30%) of Full Members.

**54.2**     Requested by the Board of Directors.

**Article 55.**     Proposed amendments must be distributed to all Member categories forty-five (45) days before the Plenary Session, specifying the articles to be amended and justification. Amendments require approval by two-thirds of Full Members participating in the Session.

**Article 56.**     Any situation not covered in these Bylaws, or disputes regarding interpretation, shall be resolved by a unanimous vote of Full Members present at an Ordinary Plenary Session, provided the matter is on the Agenda.

## **TITLE XV      DISSOLUTION AND LIQUIDATION**

**Article 57.**     The Academy may be dissolved when the number of Full Academicians falls below twenty (20).

**Article 58.**     In the event of dissolution of the organization,

**58.1**     Assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future U.S. federal tax code.

**58.2**     In the event of dissolution or liquidation, and once all outstanding liabilities and commitments are met, the remaining assets and property shall be distributed as provided above.

## **TITLE XVII    OFFICIAL LANGUAGES**

**Article 59.**     The official languages of the Academy are Spanish, English, and Portuguese.

## **TITLE XVIII   TRANSITIONAL PROVISIONS**

**Article 60.**     The validity of these Statutes will begin from the moment they are approved in an Extraordinary Plenary Session. The decisions that need to be made in the following Ordinary Plenary Assembly will comply with what is established in these Statutes.

**Article 61.**     Any person residing in a country in the Americas who was elected and admitted to the Academy as a Corresponding Member under the previous Statutes will become a Full Member with all the rights and obligations established in these Statutes. To mark their inclusion in this category, they will personally receive the corresponding Diploma and Medal certifying their inclusion during an Induction

Ceremony, and they must confirm their attendance with the Secretary at least sixty (60) days before the Ceremony.

Bylaws Approved by the UPADI Board:  
San José, Costa Rica, 1996.

Amended by Extraordinary Plenary Session:  
Mexico City, Mexico, 2004.

Amended by Extraordinary Plenary Session:  
Brasilia, Brazil, December 2008.

Amended by Extraordinary Plenary Session:  
Rio de Janeiro, Brazil, December 2011.

Amended by Ordinary Plenary Session:  
Córdoba, Argentina, November 21, 2024.

Amended by Jubilee Plenary Session:  
Panama City, Panama, September 19, 2025.

Amended by Intermediate Plenary Session:  
San José, Costa Rica, July 27, 2026.