

**INTERNATIONAL CENTER FOR ENVIRONMENTAL AND SUSTAINABLE
DEVELOPMENT STUDIES (CIEMADeS)**

CIEMADeS

BYLAWS

ARTICLE ONE: NAME OF THE ORGANIZATION

With the name of “INTERNATIONAL CENTER FOR ENVIRONMENTAL AND SUSTAINABLE DEVELOPMENT STUDIES” (**CIEMADeS**), in conformity with laws of the countries to which the member entities belong and the applicable international laws, a non-governmental organization of international character is constituted , referred to herein as “**The Organization**”.

ARTICLE TWO: ORGANISMS AND HEADQUARTERS OF THE ORGANIZACION

The Organization will consist of the following organisms, whose functions are described further on in these Bylaws:

- A. General Assembly;
- B. Board of Directors
- C. Office of the Executive Director and
- D. Directive Councils of countries.

ARTICLE THREE: PURPOSES OF THE ORGANIZATION

The mission of **CIEMADeS** is to serve as a leader in initiative for the preservation and rehabilitation of the environment and to contribute to sustainable development in the Caribbean Basin. The Organization aspires to promote and facilitate the feasibility of cooperation and strategic alliances among its member to maximize their respective actions and make viable projects of regional scope in the following categories:

- (1) Academic programs and training, interdisciplinary as well as for professionals of diverse disciplines.
- (2) Scientific Research.
- (3) Promotion of social and environmental consciousness.
- (4) Exchange of relevant information and services.
- (5) Projects oriented toward the solution of environmental problems.
- (6) Business initiatives that contribute to sustainable development.

As approved on August 12, 2005 by member entities in Santo Domingo, Dominican Republic.

ARTICLE FOUR: NATURE AND COMPOSITION OF THE ORGANIZATION

CIEMADeS is a not-for-profit non-governmental organization of international character that groups educational institutions, non-governmental organizations, governmental organisms, private enterprises, legally constituted entities of any nature and individuals that in their respective fields of activities support the purposes of **The Organization** and are interested in the environment and sustainable development of the Region.

ARTICLE FIVE: REQUIREMENTS FOR MEMBERSHIP

For an entity to be a member of **CIEMADeS** it must fulfill the established requirements in **ARTICLE FOUR**, designate a principal institutional representative and an alternate institutional representative as well as be accepted by the Board of Directors in one of the following categories:

- (1) **Active Members:** entities that participate in the organisms of **CIEMADeS**;
- (2) **Founding Members:** signatory institutions of the November 2004 agreement that created **CIEMADeS**;
- (3) **Associate Members:** members that have signed a Memorandum of Understanding with **CIEMADeS**.

The **Individual Members** are persons that in their individual capacity adhere to the purposes of **CIEMADeS** and participate in its activities.

The Board of Directors can add as a requirement to maintain status as a member the payment of annual membership dues.

ARTICLE SIX: GENERAL ASSEMBLY

The **General Assembly** will be held annually and all members of **The Organization** may participate.

The **General Assembly** is the maximum authority of **The Organization** and will be presided over by the President of **CIEMADeS** and will have the following functions:

- (1) Receive and approve the annual report of **The Organization** presented by the President;
- (2) Approve the Work Plan for the following year presented by the President;
- (3) Elect the members of the Board of Directors;
- (4) Approve and modify the present Bylaws;
- (5) Agree on and approve the affiliation or fusion with other organizations;
- (6) Approve the annual budget of income, expenses and investments;
- (7) Any other function that is established by applicable law or these Bylaws.

As approved on August 12, 2005 by member entities in Santo Domingo, Dominican Republic.

ARTICLE SEVEN: FRECUENCY AND PLACE OF MEETINGS OF THE GENERAL ASSEMBLY

The **General Assembly** will hold its regular meeting once a year, during the second semester of the year and extraordinary meeting when convened by a fourth of the members or the Board of Directors. The place or country in which the meeting will be held will be indicated in the convocation. The meetings will be convened by the President with at least thirty calendar days of anticipation, with the exception that the urgency of the meeting requires a shorter period of time.

ARTICLE EIGHT: VOTES AND DECISIONS OF THE GENERAL ASSEMBLY

The participation of a member in the **General Assembly** is subject to being to date with their annual membership dues in the eventuality that such dues have been established. The active and founding members have the right to voice and vote in all deliberations. The associate members and individual members will only have the right to voice.

The representation of a member in the **General Assembly**, including the right to exercise a vote in said meeting, will be exercised by the principal institutional representative. In the case of absence of the principal institutional representative, representation will be exercised by the alternate institutional representative.

All the resolutions of the **General Assembly** must be approved by a simple majority of the members with the right to vote represented at the meeting, with the exception of specific cases that are established in these Bylaws. The decisions that are adopted will require the obligatory compliance of its members.

ARTICLE NINE: COMPOSITION OF THE BOARD OF DIRECTORS

The Board of Directors will consist of the following directors:

- President;
- President Elect;
- Secretary;
- Vice President of Finances;
- Vice President of Education;
- Vice President of Research;
- Vice President of Membership
- Vice President of Governmental Entities Relations
- Vice President of Non-governmental Entities Relations; and,

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- Coordinators-Presidents of the Directive Councils in the countries that have at least one entity member of the Organization.

The number of Directors can be increased by the Board of Directors by adding a Coordinator-President of a Directive Council each time that at least one active member of a new participating country.

The Board of Directors will name an Executive Director that will be an ex-officio member of the Board and will occupy the position for a period of up to three years according to the dispositions of the Board of Directors.

ARTICLE TEN: ELECTIONS

At the regular **General Assembly** the annual elections will be held to fill the positions of President Elect and any other vacant position on the Board of Directors.

At the **General Assembly** a Committee of Nominations will be appointed with at least three members among which will be included the past President(s) and the President Elect if they are present. The additional members of the committee that could be necessary to constitute the Committee will be those who receive the most votes of those present that are nominated.

After having closed the nominations, a secret ballot will be held for each of the positions. The Committee will tally the votes and announce the results to the **General Assembly**.

ARTICLE ELEVEN: PERIOD OF INCUMBENCY OF THE DIRECTORS

The Directors will be elected for a period of two years with the exception of the President, the President Elect and the first time that the Coordinators-Presidents of country are elected.

When a new Coordinator-President for a Directive Council of a country is added the period of incumbency will end with that of the other directors in the following regular **General Assembly** or in the following according to the determination of the Board of Directors, before the corresponding election, procuring that each year the same amount of Directors are renewed.

The vacant positions that occur en any position of the Board of Directors, be it for resignation or for any other reason, will be filled by the Board of Directors for the remaining period until the next General Assembly.

As approved on August 12, 2005 by member entities in Santo Domingo, Dominican Republic.

ARTICLE TWELVE: FUNCTIONS OF THE BOARD OF DIRECTORES

The Board of Directors is the maximum executive body of **The Organization** and will have the following functions:

- (1) Orient the Executive Director in the management of **The Organization**;
- (2) Designate at least one headquarters for the placement of the Executive Director;
- (3) Promote relations with other entities interested in the environment and sustainable development;
- (4) Promote the existence and purposes of The Organization in the media;
- (5) Create committees that it considers necessary;
- (6) Supervise the compliance with agreements and resolutions of the **General Assembly**.
- (7) Present reports to the **General Assembly**;
- (8) Recommend to the **General Assembly** the annual budget;
- (9) Safeguard the interests of **The Organization**;
- (10) Approve the incorporation of new members;
- (11) Recommends to the **General Assembly** the separation of members;
- (12) Promotes agreements, of which it approves the conditions, with other entities and associate members;
- (13) Can establish annual and special membership dues;
- (14) Designates the Executive Director;
- (15) Can designate a Coordinator-President of a country each time that at least one active member is established in a new country which is carried out in the next **General Assembly**.
- (16) Carries out any other function established by these Bylaws, the **General Assembly** or applicable law.

ARTICLE THIRTEEN: FREQUENCY AND PLACE OF MEETINGS OF THE BOARD OF DIRECTORS

The Board of Directors will be required to meet regularly at least once per semester and under extraordinary circumstances when convened by the President or at least three of the Directors. The place in which the reunion will be held will be indicated in the convocation in charge of the Executive Director.

ARTICLE FOURTEEN: QUORUM, VOTE AND DECISIONS OF THE BOARD OF DIRECTORS

In all meetings of the Board of Directors quorum will be established with the presence of half of the total members plus one. Each director will have the right to one vote. All the resolutions of the Board of Directors must be

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approved by the affirmative vote of a simple majority of the members present at the meeting, with the exception of specific cases that are stated in these Bylaws. The decisions that are adopted by the Board of Directors will be of obligatory compliance for all the members.

ARTICLE FIFTEEN: LEGAL REPRESENTATION

The legal representative of **The Organization** will be the President; and, in absence of the President, the President Elect, the Secretary or the Vice President of Finances, in this order.

ARTICLE SIXTEEN: FUNCTIONS OF THE DIRECTORS

- **President**

Presides over the Board of Directors and the **General Assembly**. Represents **The Organization** and directs the relations with other public and private, for profit or not-for-profit, national and international organizations, as well as the press and media. Promotes the purposes of **The Organization** and carries out the functions that are established in **ARTICLE FIFTEEN** of these Bylaws and any others assigned by the Board of Directors and the **General Assembly**.

- **President Elect**

Assists the President when requested and in the case of absence represents and replaces the President if necessary. Promotes the purposes of **The Organization** and carries out any other functions as assigned by the Board of Directors and the President.

- **Secretary**

Prepares, maintains and distributes the minutes of the meetings of the Board of Directors and the **General Assembly**. Coordinates legal matters and formalizes the minutes and certifications relating to **The Organization**. Promotes the purposes of **The Organization** and carries out any other functions as assigned by the Board of Directors and the President.

- **Vice President of Finances**

Supervises and audits the management of the assets of **The Organization** and presents annual reports of the Treasury to the Board of Directors and the **General Assembly**. Promotes the purposes of **The Organization** and carries out any other functions as assigned by the Board of Directors and the President.

- **Vice President of Education**

Directs the academic and educational initiatives of **The Organization**, as well as presenting an annual report in the corresponding areas of competence before the Board of Directors and the **General Assembly**. Promotes the purposes of **The Organization** and carries out any other functions as assigned by the Board of Directors and the President.

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- **Vice President of Research**

Directs the initiatives of scientific research of **The Organization** and presents an annual report in the corresponding area of competence before the Board of Directors and the **General Assembly**. Promotes the purposes of **The Organization** and carries out any other functions as assigned by the Board of Directors and the President.

- **Vice President of Membership**

Directs the effort to incorporate new members to **The Organization** and presents an annual report in the corresponding area of competence before the Board of Directors and the **General Assembly**. Promotes the purposes of **The Organization** and carries out any other functions as assigned by the Board of Directors and the President.

- **Vice President of Governmental Entities Relations**

Promotes the coordination of efforts with national as well as international governmental entities. Presents an annual report in the corresponding area of competence before the Board of Directors and the **General Assembly**. Promotes the purposes of **The Organization** and carries out any other functions as assigned by the Board of Directors and the President.

- **Vice President of Non-Governmental Entities Relations**

Promotes the coordination of efforts with national as well as international non-governmental entities. Presents an annual report in the corresponding area of competence before the Board of Directors and the **General Assembly**. Promotes the purposes of **The Organization** and carries out any other functions as assigned by the Board of Directors and the President.

- **Coordinator-President of Directive Council**

Coordinates the efforts of **The Organization** in a specific geographic area following the directives of the Board of Directors and the **General Assembly**. Recommends to the Board of Directors the confirmation of the members of the Directive Council in the corresponding territory. Prepares and presents an annual report of the activities of the Directive Council before the Board of Directors and the **General Assembly**. Promotes the purposes of **The Organization** and carries out any other functions as assigned by the Board of Directors and the President.

ARTICLE SEVENTEEN: FUNCTIONS OF THE EXECUTIVE DIRECTOR

In addition to maintaining the **Office of the Executive Director** to provide support to the administration and the activities of **The Organization**, the Executive Director will have the following responsibilities:

- (1) Administers **The Organization** following the instructions of the President;
- (2) With the approval of the Vice President of Finances, prepares and implements the operational budget;
- (3) Coordinates and maintains **CIEMADeS** relations with other entities, the media and individuals as is convenient for **The Organization**;

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- (4) Coordinate the relations between the members and institutional representatives as well as the meetings of the Board of Directors and the **General Assembly**;
- (5) Supervises the preparation of the annual conference and other events that are assigned by the Board of Directors, as well a publications and the Web site of **The Organization**.
- (6) Carries out the necessary activities for the adequate operations of **The Organization** and fulfillment of its objectives
- (7) Carries out any other function that is assigned by the President of **The Organization**.

ARTICLE EIGHTEEN: COMPOSITION OF THE DIRECTIVE COUNCIL OF A COUNTRY

The Directive Council of a country will consist of the following:

- Coordinator-President of the Directive Council of the country;
- Treasurer of the Directive Council of the country;
- Secretary of the Directive Council of the country;
- Coordinator of Education of the country;
- Coordinator of Scientific Activities of the country;
- Coordinator of Membership of the country; and,
- Coordinator of Conferences and Events of the country.

The Coordinator-President of the Directive Council of a country, will recommend to the Board of Directors no later than 30 days after the **General Assembly** the composition of the corresponding Directive Council for its confirmation. All of the members will be selected among the institutional representatives of the member institutions of the country and will occupy the position for one year.

By self initiative or by recommendation of the Coordinator-President, the Board of Director may vary the number of members of the Directive Council of a country attending a number of member organizations in the corresponding territorial area or for any other reason.

ARTICLE NINETEEN: FUNCTIONS OF THE DIRECTIVE COUNCIL OF A COUNTRY

The Directive Council is the group that leads the work of CIEMADeS in a country, presided over by the corresponding Coordinator-President, carries out the following functions:

1. Recommends to the Board of Directors the most effective manner to achieve the purposes of CIEMADeS in its areas of competence;

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2. Represents CIEMADeS in its area of competence;
3. Coordinates the activities in which diverse members of CIEMADeS participate;
4. Promote in the mass media, of their area of competence, the existence and purposes of The Organization;
5. Establishes the working sub-committees that are necessary;
6. Carries out activities for the funding of the projects;
7. Promotes the interests of **The Organization**;
8. Recommends to the Board of Directors the incorporation of new members;
9. Promotes and recommends to the Board of Directors agreements with other entities;
10. Complies with the resolutions of the General Assembly and carries out its instructions.

ARTICLE TWENTY: CREATION OF COMMITTEES

The Board of Directors of **The Organization** can establish permanent or temporary committees with the purpose of fulfilling the specific assignments and designate its members that are not necessarily associated with a member institution.

ARTICLE TWENTY ONE: INCORPORATION OF NEW MEMBERS

The affiliation of new members to **The Organization** will be subject to the fulfillment of the requirements established in these Bylaws and that their affiliation is not objected by the majority of the active members in the country to which it belongs.

ARTICLE TWENTY TWO: SEPARATION OF MEMBERS

The members of The Organization can only be removed as members, when their actions are in conflict with the purposes established in these Bylaws or for the non-payment of their annual membership dues.

In order to separate a member from **The Organization** requires the approval by the majority of the **General Assembly** after having a recommendation from the Board of Directors who must have documented any of the previously mentioned causes.

ARTICLE TWENTY THREE: AFFILIATION OF OTHER ORGANIZATIONS

The Organization can form part of any other entity with similar interest that exists in any part of the world.

ARTICLE TWENTY FOUR: DISSOLUTION AND LIQUIDATION

The Organization can be dissolved as when and if it is so determined by a **General Assembly** convened for said purpose with the favorable vote of two thirds of the members.

As approved on August 12, 2005 by member entities in Santo Domingo, Dominican Republic.

ARTICLE TWENTY FIVE: FIDUCIARY-LIQUIDATORS

Upon the dissolution of **The Organization**, the members of the Board of Directors will act as fiduciary-liquidators and, in said capacity will have all the faculties of power of attorney necessary to carry-out all acts of administration and disposition required by the liquidation.

ARTICLE TWENTY SIX: PRODUCT OF THE LIQUIDATION

The product of the liquidation after the payment and cancellation of all obligations will be distributed to charitable works and donations to charitable institutions according to the determinations of the fiduciary-liquidators.

ARTICLE TWENTY SEVEN: INSCRIPTION OF THE LIQUIDATION ACT

Upon completing the liquidation, the Fiduary-Liquidators will make a record of said transactions through a written proceeding that will be registered in the corresponding Public Register and whose inscription will finalize the existence of **The Organization**.

ARTICLE TWENTY EIGHT: MODIFICATION OF THE BYLAWS

These Bylaws by be amended with the majority approval of the members in a **General Assembly** convened specifically for this purpose.

Definiciones*

- **General Assembly:** maximum authority of **CIEMADeS**. Its regular meeting will be held annually with the participation of its members.
 - **Directive Council:** working group that leads the activities of **CIEMADeS** in a country where there is at least one member entity.
 - **Nomination Committee:** Committee elected during a **General Assembly** to direct the election of the new directors. It is composed of past President(s) and by the President Elect if they are present, addition members will be elected until completing a minimum of three members on the Committee.
 - **Director:** Any member of the Board of Directors. Specifically: the President, the President Elect, the Secretary, the Vice President of Finances, the Vice President of Education, the Vice President of Research, the Vice President of membership, the Coordinator-Presidents and the Executive Director.
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- **Board of Directors:** in charge of the administration of **The Organization** that implements the directives of the President, organizes the meetings of the Board of Directors and the **General Assembly**.
- **The Organization:** refers to **CIEMADeS**.
- **Active members:** refers to the member institutions.
- **Associate members:** institutions that share objectives with **CIEMADeS** and have signed a formal agreement of collaboration with **The Organization**.
- **Founding members:** refers to the institutions that signed the agreement of November of 2004 that created **CIEMADeS**.
- **Individual members:** persons that in their individual capacity that are committed to the purposes of **CIEMADeS** and participate in its activities.
- **President:** President of **CIEMADeS** that also serves in this capacity for the Board of Directors and the **General Assembly**.
- **President Elect:** forms part of the Board of Directors assisting the President when so required or requested, and in whose absence, represents and replaces, if necessary.
- **Principal Institutional Representative:** primary contact of a member organization of **CIEMADeS** that acts and votes on behalf of the entity in the General Assembly, whose designation is a requirement for the entity to be a member of **CIEMADeS**.
- **Alternate Institutional Representative:** person that substitutes the Primary Institutional Representative, in their absence, with the same right and responsibilities.
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* Given that some terms change according to gender in the Spanish version, to simplify the writing the masculine gender is used in representation of both genders.