

# ASSOCIATION OF FORMER PAHO/WHO STAFF MEMBERS

## BYLAWS<sup>1</sup>

### NAME, DURATION, VISION, MISSION, AND STRUCTURE

ARTICLE 1. The Association of Former PAHO/WHO Staff Members, hereinafter called “the Association,” is established for an indefinite period of time and shall be governed by these Bylaws.

ARTICLE 2. The vision of the Association shall be to promote the fellowship and well-being of former PAHO/WHO staff.

ARTICLE 3. The mission of the Association shall be:

- a) to advocate on behalf of AFSM members in important matters such as health insurance and pensions;
- b) to promote the skills and abilities of its members by providing them with information on matters of special interest and organizing cultural, educational, and social activities;
- c) to monitor PAHO/WHO activities and policies in order to represent the collective or individual interests of the members and other former staff;
- d) to liaise with other international former staff associations in order to share information and opportunities.

ARTICLE 4. The structure of the Association shall consist of:

- a) headquarters located in the city of Washington, District of Columbia, United States of America, which shall be its legal domicile;
- b) chapters and focal points in other locations in the Region of the Americas.

### MEMBERSHIP AND DUES

ARTICLE 5. Categories of membership are:

- a) full: former employees of PAHO and/or WHO, who have worked or are retired in the Region of the Americas and who pay dues or have been exempted from payment of dues by the Board of Directors (hereinafter called the Board);
- b) honorary: so named by the Board;
- c) associate: the widow or widower of a former employee who succeeds to his/her membership or who pays dues.

ARTICLE 6. Membership under 5.a) or 5.c) above will take effect upon receipt of a completed application form and dues, or letter to the Board establishing intent to succeed spouse.

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<sup>1</sup> Bylaws approved on December 8, 2011 - Revised and updated in July 2015

ARTICLE 7. Rights accorded to the various membership categories are:

- a) full members shall have the following rights
  - i. to attend the General Meeting and any special meetings that may be called;
  - ii. to vote on all matters considered at the General Meeting, at special meetings, or by referendums;
  - iii. to elect and be elected to the Board;
  - iv. to participate in committees;
  - v. to submit projects or initiatives related to the purposes of the Association and to participate in their execution;
  - vi. to receive communications issued by the Board;
  - vii. to be represented by the Board;
- b) associate members shall have all the rights of a) above, except the right to be elected to the Board.

ARTICLE 8. Options for payment of dues are:

- a) ten-year membership, through payment of the appropriate dues at the time of registration and subsequently every tenth year;
- b) lifetime membership, through payment of the appropriate dues.

ARTICLE 9. Membership shall be terminated:

- a) upon the member's submission of a letter of withdrawal to the Board;
- b) for nonpayment of membership dues during two consecutive years;
- c) by resolution of the Board specifying the reason(s) for which the member is no longer eligible for membership in the Association and providing evidence that the member's affiliation is injurious to or not in the best interests of the Association;
- d) upon notification of the death of the member.

ARTICLE 10. Membership shall be reinstated when:

- a) the member applies to rejoin the Association and pays his/her membership dues;
- b) the Board reverses the decision made in Article 9 c).

## ORGANIZATION AND ADMINISTRATION

ARTICLE 11. The Association shall be managed and its affairs administered by the Board in accordance with decisions taken at the annual General Meeting and by the Board.

## MEETINGS

ARTICLE 12. The General Meeting is the highest authority within the Association; one regular meeting shall be held annually in late November or early December, and special meetings may also be called.

The General Meeting or any special meeting shall be conducted by a chairperson, elected from among the full members of the Association present at the meeting.

ARTICLE 13. The General Meeting shall be responsible for:

- a) setting the general guidelines for the activities of the Association;
- b) examining, discussing, and approving activity reports and the annual financial report;
- c) electing the members of the Board;
- d) appointing an auditor to review and certify the Association's accounts and approving the auditor's report;
- e) dealing with any special matters brought before it.

#### QUORUM

ARTICLE 14. The presence of 15 full members shall constitute a quorum, and any decisions adopted by a majority of those members shall be binding on all members.

#### VOTING

ARTICLE 15. Each full member of the Association shall be entitled to vote once on each issue presented in the General Meeting, in special meetings, or by referendum.

ARTICLE 16. Except as stipulated in Article 50 (Dissolution of the Association), a motion at a meeting shall carry with the affirmative vote of a majority of the members present and voting. A referendum shall carry with the affirmative vote of a majority of full members received by the established deadline.

ARTICLE 17. "Majority" shall be understood to mean any number of votes that constitutes more than half the total number of valid votes cast. "Members present and voting" shall be understood to mean those full members who cast a valid vote for or against a motion or, in an election, a valid vote for a person.

ARTICLE 18. A member who is entitled to vote may do so in person, by means of an original signed proxy granted to another member and specific to the event, or by any other means established by the Board with a view to facilitate member participation.

#### CONVOCATION

ARTICLE 19. Both the General Meeting and any special meetings that may be called, shall usually be held in the Washington, D.C. metropolitan area, at the place indicated by the person(s) calling the meeting.

ARTICLE 20. Special meetings may be called by the President of the Association, by the Board, or by 15 or more full members.

ARTICLE 21. Written notice of each General Meeting or special meeting shall be sent to members at least 45 days prior to the date of the meeting and shall specify the place, date, time, and purpose of the meeting. Convocation of special meetings shall bear the signatures

of those calling the meeting.

## BOARD OF DIRECTORS AND OFFICERS

ARTICLE 22. The Association shall be managed by a board of directors consisting of nine members elected by the General Meeting. The responsibilities of the individual members of the Board are to:

- a) Represent AFSM members both collectively and individually;
- b) Attend Board meetings;
- c) Serve as officers of the Association when elected by the Board;
- d) Carry out functions assigned by the President or the Board.

ARTICLE 23. The members of the Board shall serve three-year terms that begin on the first of January following their election; three directors shall be elected each year by the General Meeting. When a vacancy occurs on the Board, the Board shall appoint a full member to fill the vacancy until the next General Meeting, at which time a new director shall be elected for the balance of the vacant term.

ARTICLE 24. Officers of the Association, to be elected by the Board for a one-year term beginning January 1, shall be: a president, vice-president, secretary, treasurer, and membership officer.

ARTICLE 25. The powers and functions of the Board shall be:

- a) to manage and administer the affairs of the Association in compliance with its vision and its mission, and with the provisions of these Bylaws;
- b) to convene, in due and timely fashion, the General Meeting and Board-initiated special meetings of the Association;
- c) to submit annual activity and financial reports for consideration by the General Meeting;
- d) to set the amount of dues and special assessments to be paid by members;
- e) to exempt from payment of membership dues any member or applicant for membership who petitions for and is granted such an exemption, following a study of the circumstances of each case;
- f) to accept—or reject, where justified—applicants for membership;
- g) to terminate or reinstate membership where justified;
- h) to manage the Emergency Fund (see the Appendix);
- i) to designate a principal and an alternate former staff representative to the Regional Surveillance Committee of the WHO Staff Health Insurance (at least one of whom shall be a member of the Board);
- j) to establish committees as needed to effectively conduct the Association's business;
- k) to facilitate and approve the creation, in the Region of the Americas, of chapters of AFSM members or to designate focal points with interests and aims consonant with the purposes of the Association.

ARTICLE 26. Members of the Board are expected to attend meetings, participate in activities, and support the goals of the Association. Absence at more than three consecutive non-justified regular meetings of the Board may initiate a review by the Board of that member's

continuation in his/her position on the Board.

ARTICLE 27. Five members of the Board shall constitute a quorum, and any action taken by a majority of the Directors at a meeting which has a quorum shall be binding. A majority of Board members may also authorize certain actions by such methods as telephone or e-mail polling without holding an actual meeting.

ARTICLE 28. All regular meetings of the Board shall be held in the Washington, D.C., metropolitan area, at the place indicated.

ARTICLE 29. Special meetings of the Board may be called by the President or by three Board members. Official notice of a special meeting, specifying matters to be discussed, must be sent to all Board members at least five days prior to the date of the meeting.

ARTICLE 30. Members of the Board shall not be entitled to any compensation, but they may claim reimbursement for expenditures incurred in connection with the work or activities of the Association, provided those expenditures have been approved by the Board.

ARTICLE 31. Any member of the Board may be divested of his/her functions and appointment to the Board terminated if a majority of the Board believes it to be in the best interests of the Association. Should an officer position become vacant before its term ends, the Board shall appoint another member to the position for the time remaining.

ARTICLE 32. No member of the Board, acting as such, may sponsor, support, or promote commercial activities of any type.

ARTICLE 33. The Board may name as "Emeritus Board Member" any former long-serving Board member who has made an exceptional contribution to the Association and the Board. An Emeritus Board Member shall have all the rights of an elected Board member except the right to vote or be elected to office.

ARTICLE 34. The President of the Association shall:

- a) Chair the Board;
- b) Legally represent the Association;
- c) Be a member ex officio of all committees created by the Board;
- d) Sign and monitor all instruments and contracts approved by the Board;
- e) Delegate authority to other members of the Board;
- f) Ensure that the Board's decisions are carried out and resolve matters that are urgent or cannot be postponed, reporting to the Board on those actions at its next meeting;
- g) Take reasonable measures that he/she deems necessary to ensure that the Association runs smoothly.

ARTICLE 35. The Vice-President shall:

- a) Serve as president in the event that the President is absent or unable to fulfill his/her duties;
- b) Assist the President in managing the Association and carry out any functions or tasks which the President may assign.

ARTICLE 36. The Secretary shall:

- a) prepare and maintain the records of the Association, which shall include an account of all voting and proceedings at all meetings;
- b) perform any functions or tasks which the President may assign.

ARTICLE 37. The Treasurer shall:

- a) ensure timely collection of any income due, or that may come due, to the Association, in particular, the membership dues;
- b) expedite punctual reimbursement of AFSM authorized expenses upon presentation of the necessary documentation and make payments on other incurred and justified debt;
- c) keep a current, accurate, and complete record of the Association's income, expenditures, and accounts;
- d) promptly deposit all funds collected and maintain any other stocks or securities that may accrue to the Association through donations, grants, or bequests, in accordance with the instructions of the Board;
- e) cooperate with the Membership Officer to keep current the roster of members;
- f) perform any functions or tasks which the President may assign.

ARTICLE 38. The Membership Officer shall:

- a) maintain and keep current the roster of members, in collaboration with the Treasurer;
- b) communicate with those about to become former staff and the PAHO human resources office to promote Association membership and recruitment of new members;
- c) notify members when membership is up for renewal;
- d) perform any functions or tasks which the President may assign.

#### ASSETS

ARTICLE 39. The assets of the Association shall consist of:

- a) all property which the Association currently possesses or which it may acquire in the future;
- b) regular membership dues and special assessments;
- c) contributions or grants;
- d) donations, bequests, or legacies;
- e) the Emergency Fund.

#### RECORDS

ARTICLE 40. The Board shall maintain records of its proceedings, accounts, and other activities, and such records shall be open to inspection by any member or his/her legal representative.

#### FISCAL YEAR

ARTICLE 41. The fiscal year of the Association shall commence on the first day of October

and end on the last day of September of the following year.

## CHAPTERS

ARTICLE 42. Chapters may be created upon petition to and approval by the Board. The petition must be signed by at least five members residing in the geographic location seeking to establish a chapter.

### *Purposes*

ARTICLE 43. The purposes of the chapter must be consistent with those of AFSM, and activities must reflect the objectives of the Association.

### *Membership*

ARTICLE 44. Membership is with AFSM. Chapters may set additional conditions for membership as long as they are consistent with the objectives of the Association and its mandates. Former staff must hold active membership in AFSM in order to become a member of a chapter.

### *Bylaws*

ARTICLE 45. Chapter bylaws must be approved by the Board. Any subsequent changes must also be approved by the Board.

### *Organizational Structure*

ARTICLE 46. Chapters may define their own governance structure. An annual work plan and report on activities will be submitted to the Board.

### *Representation*

ARTICLE 47. Chapter officers may be asked to represent AFSM on different occasions; however, neither on these occasions nor in other circumstances may they act independently or commit AFSM in policy matters without specific authorization from the Board.

### *Finances*

ARTICLE 48. Upon submission of a chapter's yearly work plan and activities report, the Board may provide financial support. A chapter may levy additional dues on its members. An annual financial report will be submitted to the Board at the time of the close of its fiscal year. Chapters may not, without written authorization, incur expenses on behalf of AFSM.

### *Dissolution of a Chapter*

ARTICLE 49. The Board may recommend to the General Meeting the dissolution or suspension of a chapter which does not conform to the AFSM Bylaws or has ceased to be active. A chapter may also initiate a request for dissolution.

## DISSOLUTION OF THE ASSOCIATION

ARTICLE 50. The dissolution of the Association may be proposed by the Board or by written petition of at least 25 full members. Any proposal to dissolve the Association shall be submitted to a vote by written ballot of full members of the Association who are current in the payment of their dues; members shall be given 30 days' advance notice of the deadline for receipt of their votes at the headquarters of the Association in Washington, D.C.

Dissolution of the Association shall require an affirmative vote of at least two-thirds of the full members casting a valid vote by the deadline established by the Board.

In the event that the Association is dissolved, the Board shall determine the disposition of its assets.

## AMENDMENTS TO THE BYLAWS

ARTICLE 51. Proposed amendments to these Bylaws may be submitted by the Board or by petition of at least 25 full members. Members shall be given 45 days' advance notice of the deadline for receipt of their written votes at the headquarters of the Association in Washington, D.C. These Bylaws may be amended by the affirmative vote of the majority of full members voting.

Appendix follows: *Emergency Fund regulations*



## APPENDIX

### EMERGENCY FUND

#### *Purpose*

The purpose of the Emergency Fund is to provide aid, on a one-time basis, to an eligible member confronting an emergency. The Fund aims to alleviate somewhat the financial hardship due to a proven emergency, as may be determined by the AFSM Board of Directors. It is not a source for supplementing a pension which a member might consider inadequate.

Aid will be provided by means of a grant in an amount to be determined by the Board.

#### *Process*

A request for aid should be submitted in writing to the Board. The request should provide documentation to substantiate both the need for assistance and the amount requested. Consideration by the Board will be held in closed session, and the annual report of the President of the Association shall mention only the number of cases and amount of aid, without identification of the recipient.

#### *Funding*

The fund was established with an initial transfer from the regular budget of the Association in the amount of \$5,000. This amount will be maintained through replenishment by means of voluntary contributions and/or an annual allocation from the regular budget of the Association.