



Bylaws of the Regional Board of Directors of the Cooperatives of the Americas - Region of the International Cooperative Alliance

PROCEDURE

Powers and duties

1. The Board shall:

Ensure the fulfillment of the mission and vision and the matters of the Cooperatives of the Americas between Regional Assembly meetings. Board members have an obligation to act in good faith, in accordance with the Bylaws and the Articles of Association, and to exhibit the best ethical behavior as members of the Board.

Formulate and approve policies and strategies that lead to regional cooperative development, monitoring performance management to ensure that established objectives and goals are met.

Establish committees and working groups as it deems appropriate, either among its members or with persons outside the Board, and decide on their powers and responsibilities.

The powers and responsibilities of the members of the Board of Directors of the Cooperatives of the Americas are described in Annex 3 and are part of these Bylaws.

Code of Governance

- 1.1 All Board members must sign and abide by the approved Code of Governance.

Induction and training

- 1.2 All Board members agree and are required to participate in the approved induction and training programs.

Composition of the Board

2. The Board will be composed of one full member and one substitute member from each country; one member from each regional member organization; two members from the regional sectoral organizations, one member from the Regional Gender Equality Committee, and one member from the Youth Network of the Cooperatives of the Americas. The Board will have a President, a First Vice President, a Second Vice President and a Secretary.

Only representatives of organizations that pay their annual subscriptions in accordance with the Bylaws of the International Cooperative Alliance will have the right to be elected as members of the Board. If a Board member organization is unable to pay its financial obligation to the ALLIANCE during its term on the Board, its rights as a Board member will be suspended.



Board Meetings

3. Board meetings will be held at least every quarter and at other times as needed.

Meetings may also be called at the request of the President, the Executive Committee, or by decision of one third of the members.

Board meetings can be held entirely or in part by electronic means.

Attendance

4. The President and Board members are required to attend Board meetings.

Regular attendance required

If a Board member fails to attend three consecutive meetings or four alternate meetings within the period for which he was elected, he will be suspended from his duties, provided that he has not been replaced by the substitute delegate, and will automatically be replaced by the substitute.

In the event that the Member and the Substitute lose their rights due to non-attendance, the member organization(s) in the country may appoint the Holder and the Substitute members, subject to ratification by the Board, until the next Regional Assembly.

Substitutes

In the absence of the Member, the Substitute will take part in the meetings of the Board of Directors. The substitutes will only have voting rights in the event that the full member does not attend the Board of Directors' meeting. In this case, the absence of the member will not be counted. Only in the event that both the member and the substitute do not attend the Board meeting will the member be considered absent.

Personnel and other employees of the Cooperatives of the Americas

The Regional Director must attend all meetings of the Board. The Board may require other high-ranking officials from Cooperatives of the Americas to attend meetings. Other than the Regional Director, no other participants may speak at Board meetings, except in specific circumstances and regarding specific agenda items, when appropriate.

Interpreters

Interpreters will be allowed to be present at meetings to assist the respective Board members.

Observers

In exceptional circumstances, attendance during all or part of the meeting will be permitted with the approval of the Board. Up to two observers per country, two from each sectoral organization, thematic committee, and five from the host country. This fact needs to be informed in advance.



Quorum

5. The quorum for meetings of the Board must be at least more than half of its members. If a quorum is not present 30 minutes after the time set for the beginning of the meeting and at least 30% of the Board members are present, the items on the agenda will be addressed and a table with the agreements reached will be drawn up, which will then be sent to the Board members who were not present for their consideration and validation by a qualified majority of two-thirds (2/3) of the Board members. The substitutes will not be counted for quorum purposes if they are not in office. Participation in the Board must be properly documented.

Presidency

6. The President will chair all meetings of the Board and may be replaced in his absence by the First Vice President and Second Vice President, in that order, when necessary. In the absence of the aforementioned, the meeting will be chaired by the member in the corresponding numerical order.

The guidelines on the role of the President are described in Annex 1 and are part of these Bylaws.

Executive Committee

7. The guidelines for the operation of the Executive Committee are described in Annex 2 and are part of these Bylaws.

Order of Debate

8. Members desiring to speak on any subject must indicate their wishes to the President, who calls upon them in the order in which their requests are received.

All speeches must be addressed to the President and directed to the subject under discussion, or to a question of procedure.

Members may speak more than once on any matter under discussion, but may make a second speech only after all those inscribed have had an opportunity of speaking.

Questions of order or personal explanations may be raised at the end of any speech, or translation thereof, but may not interrupt either the speaker or the interpreter, or the President in the act of taking a vote.

Proposers of motions or substantive motions have the right to reply to the discussion before the motions are put to the vote. Not more than one motion, or amendment to it, will be discussed at any one time unless the President decides otherwise.

As a general rule, speakers are asked by the President to adhere to specific time limitations.



Discussions on any question may be closed by a motion, 'That the question be now put'. Such a motion may only be proposed by a representative who has not already spoken on the subject under discussion. If the closure is seconded, the President puts the question of closure to the vote. The proposer of the original motion has the right to reply before the vote is taken.

Dilatory motions — i.e., 'That the discussion be adjourned' or 'That the matter be dropped' — are formally moved and seconded and put to the vote without discussion.

No motion is put to the vote unless it has been presented in accordance with the Bylaws and has been seconded.

Right to Speak

9. Only Board members and the Regional Director will have the right to speak at Board meetings. Observers or employees of Cooperatives of the Americas may speak, with the specific permission of the President, on specific topics.

Global Board members from the region will be permanent guests at Board meetings with the right to speak, but not to vote.

Decisions

10. The matters in the Board will be decided by consensus or by majority vote, with each member having one vote. The result of all decisions and follow-up actions will be fully recorded in the minutes of the meeting. Each meeting should primarily deal with unfinished business from the previous meeting.

The Board will make its decisions in the meetings, which can be in person or on-line. In case of in-person meetings, and if there is no clear consensus, the president should put the matter to a vote and those present should indicate their position by a show of hands. A secret ballot is allowed if requested and approved by a majority of the Board members present.

In certain cases, the Board may consider it necessary, either as a matter of urgency or because the matter could not be discussed at an ordinary or extraordinary meeting, to apply voting by "Written Procedure" for decision making. In this case, the following conditions must be met:

- a) The Regional Board will send in writing to all Board members the question on which the decision is to be made and the deadline by which they must respond. The decision to be evaluated must be clear, complete, explicit, and contain all the necessary material for each board member to take a position.
- b) Inquiries and their follow-up will be forwarded to the official mailing addresses that each member shall indicate to the Alliance as being for common and safe use. It is the responsibility of each board member to report on the status of their mailing addresses.
- c) The mail system will confirm delivery, but it will be the responsibility of each board member to read and respond to the messages.
- d) Advisors must respond to the consultation by expressing their agreement, refusal or



abstention.

- e) Unless otherwise stated in the call for votes, after the seven calendar days of the decision deadline, those who have not responded will be considered null and void.
- f) Voting by “Written Procedure” is subject to all other voting rules in effect.
- g) To determine whether a decision is approved or rejected, the total number of valid votes must be taken into account.
- h) If one third of the members express their opposition to the matter being dealt with virtually, and regardless of any votes cast, the matter will be dealt with at an in-person meeting.

To change this procedure requires an affirmative vote of at least two-thirds of the Board members present or valid.

Voting

- 11. Each Board member will be entitled to one vote. In the event of a tie vote on any matter, the President of the meeting will have a second or casting vote.

Agenda of the Meeting

- 12. Only the items previously stipulated on the Agenda will be discussed.

Board members may suggest items for inclusion on the agenda of the next Board meeting by sending a written note to the Regional Director at least fifteen days before the scheduled meeting date.

Urgent Matters

- 13. Urgent matters may be considered by the President, or by the Executive Committee for inclusion in the agenda.

Statement of Interest

- 14. Board members will not participate in the discussion or determination of matters in which they have a direct interest. Such interest will include themselves as individuals, close relationships and associations, and their organizations.

If in doubt, the Board member must openly declare the possibility of an interest, whether direct or indirect, in any matter discussed during the Board meeting before discussion of the item begins.

The President will decide whether the existence of any indirect interest will prevent the member from participating in the discussion or determination of the item.



When in the opinion of the President, in consultation with the members of the Executive Committee, there is a potential conflict of interest between the interest of the member and that of the Board, the member shall withdraw from the meeting while the item is under discussion.

Confidentiality

15. Board members will be responsible for maintaining the confidentiality of Board matters at all times, including confidential documents and discussions related to the Board meeting, which shall be defined by the President and the Regional Director.

Board members will be asked to sign a confidentiality agreement.

General provisions

16. The Regional Director will be responsible for organizing all Board meetings.

Meetings will be held at a location convenient and acceptable to the Board. Meetings may rotate in different locations as decided by the Board.

As far as possible, the location and date of Board meetings will be scheduled annually by the Board itself. In case of force majeure that prevents the meeting from taking place at the scheduled location, the Executive Committee, along with the Regional Director, may reschedule or change the location of the event.

The official language of the Board is Spanish.

Seating arrangement

Only full Board members, the Regional Director, and special guests will be seated at the main Board table. Other assistants, including senior officials, substitutes and, as far as possible, interpreters, will be seated behind the Board members.

Documents

17. The agenda and all accompanying documents should be sent out at least two weeks before the meeting, although precautions should be taken for urgent matters.

Sending can be done with prior approval by electronic means.

Annex 1 - Guidelines for chairing meetings of the Board of Directors of Cooperatives of the Americas

The role of the President will be to conduct the meeting in an orderly fashion. The President's decision on any agenda item will be final and not open for discussion.



The President shall prepare an approximate schedule for discussion of each item on the Board's agenda, which shall be adhered to as far as possible, subject only to such changes as the Board may deem necessary to address additional matters of urgency or interest prior to approval of the agenda.

Annex 2 - Guidelines for meetings of the Executive Committee of Cooperatives of the Americas

1. The composition and duties of the Executive Committee are defined in article 10 (a) of the Cooperatives of the Americas' Regulations.
2. In the composition of the Committee, efforts will be made to ensure that all sub-regions of the Americas region are represented: Mercosur, the Andean Community, Central America and the Caribbean, and North America.
3. The nomination of the Committee members is personal, so in case of absence they cannot be replaced by any other person from the Board.
4. If a Committee member fails to attend three consecutive meetings within the period for which he was elected, he will cease to serve on the Executive Committee and the Board will nominate another person from among its full membership.
5. The Regional Director must attend all meetings of the Executive Committee.
6. Observers may not participate in Executive Committee meetings, except in exceptional cases and by decision of the President.
7. In addition to the provisions of Article 10 a) of the Bylaws, the Executive Committee may meet before each meeting of the Board of Directors to discuss the most relevant issues, as well as whenever it is deemed necessary or convenient.

Meetings may also be called at the request of the President or by decision of one third of the members.

Committee meetings can be held entirely or in part by electronic means.

8. The Executive Committee will assume other tasks and responsibilities that may be delegated and/or stipulated by the Board of Directors.
9. The President of the Board will chair all meetings of the Committee and may be replaced in his absence by the First Vice President and Second Vice President, in that order, when necessary. In the absence of the aforementioned, the meeting will be chaired by the member in the corresponding numerical order.
10. The quorum for meetings of the Committee must be at least more than half of its members. If a quorum is not present 30 minutes after the time set for the start of the session before the Board of Directors' meetings, the items will be discussed and presented directly to the Board of Directors.



In the case of a meeting that is not a prior Board meeting and a quorum is not present 30 minutes after the scheduled start time, agenda items may be discussed by the members present, but decisions will not become final until they are ratified by the Committee at its next meeting at which the required quorum is present. Participation in the Committee must be properly documented.

11. Matters in the Committee will be decided by consensus or by majority vote, which will be conducted by a show of hands. A secret ballot is allowed if requested and approved by a majority of the Committee members present.

The result of all decisions and follow-up actions will be fully recorded in the minutes of the meeting. Each meeting should primarily deal with unfinished business from the previous meeting.

12. Each Committee member will be entitled to one vote. In the event of a tie vote on any matter, the President of the meeting will have a second or casting vote.
13. In supplementary form and in matters not covered in this Annex, the provisions of the respective chapters of the Bylaws and Code of Governance of the Board of Directors of Cooperatives of the Americas shall apply.

Annex 3 - Roles and Responsibilities of the Board Members of Cooperatives of the Americas in their respective countries (*)

The members of the Board of Directors of Cooperatives of the Americas have as their duties and responsibilities in their own country:

1. Represent the Cooperatives of the Americas when necessary and as delegated by the President on policy aspects and the Regional Director on operational aspects.
2. Support the definition and implementation of policies and work of the Cooperatives of the Americas
3. Consider requests and proposals from member organizations regarding the actions of the International Cooperative Alliance at the level of the Americas.
4. Facilitate communication with members and other organizations and entities linked to the cooperative movement, as well as strengthen the presence of Cooperatives of the Americas in the country.
5. Hold regular meetings with Alliance members in their country to inform them about the work of Cooperatives of the Americas and to voice the concerns and proposals of members in the country.
6. Immediately disseminate to the members of the Alliance the decisions adopted by the Board of Directors of Cooperatives of the Americas and any other resolutions or documents received.
7. Support the Regional Office in implementing the agreements taken by the Board of Cooperatives of the Americas.



8. Promote the activities of Cooperatives of the Americas among members and the national cooperative movement, and especially promote the participation of cooperatives in the Regional Conferences/Cooperative Summits of the Americas.
9. Support the Regional Office's efforts to attract new members to the Alliance.
10. Promote the integration of member organizations in their countries.
11. Defend the cooperative principles and values.

Amended at the LXVIII Meeting of the Regional Board of Directors of Cooperatives of the Americas in Santiago, Chile, August 2017.