

**ASSOCIATION OF FORMER PAHO/WHO STAFF MEMBERS**  
**2021 BYLAWS<sup>1</sup>**

**NAME, DURATION, VISION, MISSION, AND STRUCTURE**

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

ARTICLE 2. Members of the Association will enjoy the maximum level of fellowship and well-being.

ARTICLE 3. The mission of the Association shall be to:

- a) advocate on behalf of AFSM members in important matters such as health insurance and pension,
- b) 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) monitor PAHO/WHO activities and policies in order to represent the collective or individual interests of the members and other former staff;
- d) liaise with other international former staff associations 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 member: an individual who worked for PAHO and/or WHO, who requests membership and pays dues or has been exempted from payment of dues by the Board of Directors (hereinafter called the Board),
- b) honorary member: so named by the Board;
- c) associate member: a person so designated by a full member.

ARTICLE 6. Membership under 5.a) or 5.c) above will take effect upon receipt of a completed application form and the respective dues.

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

- a) Full members shall have the following rights, to:
  - i. attend the General Meeting and any special meetings that may be called;
  - ii. vote on all matters considered at the General Meeting, at special meetings, or by referendums;
  - iii. elect and be elected to the Board;
  - iv. participate in and coordinate committees;
  - v. submit projects or initiatives related to the purposes of the Association and to participate in their execution;
  - vi. receive communications issued by the Board;
  - vii. be represented by the Board;
  - viii. designate an Associate Member and/or a Support Person.

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<sup>1</sup> Approved 8 December 2011, revised and updated 29 July 2015. Modified by referendum 26 September 2021

- b) Associate members shall have the following rights, to:
  - i. identify, if needed, a Support Person,
  - ii. be represented by the Board on relevant matters such as health insurance and pension,
  - iii. participate in all AFSM activities except voting,
  - iv. vote on topics requiring membership decisions upon death of the full member,
  - v. serve on committees.

ARTICLE 8. The Board will establish the value and frequency of dues.

ARTICLE 9. Membership shall be terminated upon:

- a) the member's submission of a letter to the Board requesting withdrawal from the Association,
- b) notification of the death of the full or associate member.

ARTICLE 10. Membership shall be reinstated when the member applies to rejoin the Association and pays his/her membership dues.

## **ORGANIZATION AND ADMINISTRATION**

ARTICLE 11. The Association shall be managed, and its affairs administered, by the Board in accordance with decisions made 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 - or associate member upon the death of the full member - 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 49 (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 or associate member upon death of the full member 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 - or associate member upon death of the full member - 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, virtually, or 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 convened, shall be held physically or virtually in the venue indicated by the President, or the Vice-President, or the Board, and with the participation of at least 5 members of the Board and a total of at least fifteen members.

ARTICLE 20. 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 21. 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 in relevant matters such as health insurance and pension;
- 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 22. 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 23. 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 24. The powers and functions of the Board shall be to:

- a) manage and administer the affairs of the Association in compliance with its vision and its mission, and with the provisions of these Bylaws;
- b) convene, in due and timely fashion, the General Meeting and Board-initiated special meetings of the Association;
- c) submit annual activity and financial reports for consideration by the General Meeting;
- d) set the amount of dues and special assessments to be paid by members;

- e) 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; accept—or reject, where justified—applicants for membership;
- f) terminate or reinstate membership where justified;
- g) manage the Emergency Fund (see the Appendix);
- h) 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);
- i) establish committees as needed to effectively conduct the Association’s business;
- j) 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 25. Members of the Board are expected to attend meetings, participate in activities, and support the goals of the Association. Non-justified absence at more than three consecutive 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 26. 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 27. All regular meetings of the Board shall be held physically or virtually in the venue indicated by the President, or the Vice-President, or the Board, and with the participation of at least five members of the Board.

ARTICLE 28. 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 29. 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 30. 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 director to the position for the time remaining.

ARTICLE 31. No member of the Board, acting as such, may sponsor, support, or promote commercial activities of any type.

ARTICLE 32. 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 33. 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 34. 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 35. 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 36. 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 37. 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) perform any functions or tasks which the President may assign.

## **ASSETS**

ARTICLE 38. 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 39. 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 40. 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 41. A Chapter is a group of 5 or more members residing in a given geographical location that submits a signed request to be incorporated and recognized by the Board.

### **Purposes:**

ARTICLE 42. The purposes of the chapter must be consistent with those of AFSM, and activities must reflect the objectives of the Association.

### **Membership:**

ARTICLE 43. 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 44. Chapter bylaws must be approved by the Board. Any subsequent changes must also be approved by the Board.

### **Organizational Structure:**

ARTICLE 45. Chapters may define their own governance structure. An annual work plan and report on activities will be submitted to the Board every year by 15 November and will be presented at the AFSM General Meeting.

### **Representation:**

ARTICLE 46. 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 47. 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 48. 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 49. 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– or associate member upon death of the full member, 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 50. Proposed amendments to these Bylaws may be submitted by the Board or by petition of at least 25 full members – or associate member upon death of the full member. 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 – or associate member upon death of the full member.

## **APPENDIX 1**

### **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.