**BYLAWS**

**CHAPTER I – GENERAL PROVISIONS**

**Article 1. – Name**

The entity regulated by these bylaws is a non-profit entity called the IEEE COLOMBIA PROFESSIONAL ASSOCIATION (in Spanish ASOCIACIÓN PROFESIONAL IEEE COLOMBIA), which may also operate under the acronym IEEE COLOMBIA.

**Article 2. – Main Office Address**

The entity main office address is Bogota D.C. city, but by decision of the Board of Directors, it may establish commercial establishments or offices in other locations of the country.

**Article 3. – Term of Duration**

The term of duration of the association shall be 50 years from the date of its constitution.

**Article 4. – Purpose**

The purpose of the association is the advancement of theory and practice in fields related to engineering, technology, and computing, mainly. To achieve this, it may provide informal training to its members and the general public, offer courses, hold conferences in areas of interest, and organize technical and cultural events. In general, it may engage in specialized teaching and instruction activities, including the publication and dissemination of technical information. Additionally, the association may fund social projects that align with its objectives.

The association may also collaborate with other organizations to conduct joint activities and meetings. Furthermore, it may invite members of these organizations and the general public to its academic or cultural meetings.

**CHAPTER II – PROVISIONS REGARDING ASSETS**

**Article 5. – Funds**

The assets of the entity consist of contributions made by its members or other individuals, as well as other properties acquired under any title, including donations from national or foreign companies.

The funds of IEEE Colombia shall not be used for purposes other than its proper functioning.

**Article 6. – Expenses**

All expenses of IEEE Colombia must be approved by its chair, with prior approval from the treasurer. For amounts exceeding twenty (20) times the Colombian minimum monthly legal salary (SMMLV, from the Spanish *Salario Mínimo Mensual Legal Vigente*), the approval of the Board of Directors is also required, which can be given through any physical, digital, or electronic means, among others.

**Article 7. – Allocation**

The funds shall be deposited in checking or savings accounts in the name of the association. These accounts are under the full control of the treasurer and the Board of Directors. These funds shall not be commingled with the money of other individuals or institutions.

The assets of the association shall not be used for any purpose other than that expressed in its purpose. The assets and funds of the entity are indivisible; neither the members nor any individual shall derive special advantages from the entity, nor receive any amount as a benefit, profit, or distribution of surpluses. However, it is clarified that "profit" is understood as the economic benefits resulting from an economic activity, which, in the case of the association as a non-profit entity, does not apply, as it does not seek profits. Instead, the surpluses from the fiscal year are reinvested in the entity to fulfill its objectives.

Individuals or legal entities that donate goods to the organization will not have any precedence within it solely due to the donation.

None of the organization's surpluses, nor the valuations, profits, incomes, or benefits obtained, will at any time become part of the members' assets, not even in the event of liquidation. The excess benefits will be applicable, insofar as they are not capitalized, to the organization's purposes, and in the event of liquidation, the provisions of the laws and bylaws will be observed.

**Article 8 - Administration**

The organization and administration of the assets will be the responsibility of the General Assembly, which will delegate their management to the Board of Directors and specifically to the treasurer.

**Article 9 - Fiscal Year**

The association's fiscal year will run from January 1 to December 31 each year.

**CHAPTER III**

**MEMBERS, RIGHTS, DUTIES, AND PROHIBITIONS**

**Article 10 – Members**

The association will be composed of graduate engineers, technologists, students, professionals from other disciplines, and individuals whose economic activities are aligned with the association's activities and objectives. These individuals will be categorized according to their training, experience, and professional competence as follows: Affiliate, Student (S), Associate (A), Graduate Student Member (GSM), Member (M), Senior Member (SM), Fellow (F), and Life Member (LM). Both joining and leaving the association will be at the member's express will. Members of the Association are those who are registered in the membership book and fulfill the duties established in these bylaws.

**Article 11 - Rights**

Members have the right to:

1. Participate in the activities of the organization according to the conditions established for them.
2. Promote programs and projects to achieve the organization's objectives with the express authorization of the Board of Directors.
3. Elect and be elected as a member of the Board of Directors or work committees when applicable.
4. Represent the organization, with prior authorization from the Board of Directors or General Assembly, at any event or institutional representation, whether temporary or permanent.
5. Receive credit for the work done as a member of the organization.
6. Oversee the economic and administrative management of the Board of Directors, examine the books or documents, and request reports from the chair or any member of the Board of Directors.
7. Voluntarily withdraw from the organization according to the provisions of these bylaws.
8. Propose amendments to the bylaws.

**Article 12 - Duties of Members**

Members have the duty to:

1. Commit to renewing their membership to remain part of the association.
2. Fulfill the duties assigned by legal, statutory, and regulatory provisions, as well as the agreements and resolutions of the Board of Directors.
3. Comply with the bylaws, regulations, resolutions, commissions, or tasks assigned by the General Assembly, the Board of Directors, or internal work committees.
4. Safeguard the good image of the organization.
5. Abide by the decisions made by the General Assembly.
6. Uphold the principles and foundations of the organization.
7. Act with ethics and loyalty in their relations with the organization and the community according to the guidelines established in the IEEE International Code of Ethics.
8. Ensure the proper management of the organization's assets and resources.
9. Responsibly represent the organization in any event they attend on behalf of the organization and submit a report within the timeframe established by the Board of Directors for that purpose.

**Article 13 - Prohibitions**

Members of the organization are prohibited from:

1. Intervening in matters that compromise the respect owed to the autonomy of the organization's members or their associates, their good name or prestige, or that of the organization.
2. Discriminating against individuals or legal entities, as a member of the organization, based on political or religious creed, gender, race, nationality or geographic origin, class, or economic capacity.
3. Using the organization's name and other assets for purposes other than institutional objectives, for personal gain, or in contravention of statutory or regulatory provisions.
4. Preventing the attendance or participation of active members in assemblies, board meetings, committees, or disrupting their normal development.
5. Using the headquarters or locations for unauthorized meetings or for purposes other than those expressly authorized by the organization's administrative, management, and control bodies.

**Paragraph:** These behaviors are considered serious offenses and will result in relevant sanctions as established in the IEEE International Code of Ethics, Conflict of Interest Code, and general guidelines.

**Article 14 - Sanctions**

Sanctions will be imposed by IEEE International and include:

* **Reprimands**. These will be imposed according to the regulations provided for this purpose.
* **Revocation**. This will strip the member of the rights and privileges of their assigned grade.
* **Temporary Suspension of Membership.** The IEEE International Board of Directors may temporarily suspend any member's rights.
* **Expulsion**. This will be imposed by the IEEE International Board of Directors.
* **Other Sanctions**. The organization may also impose other sanctions it deems appropriate, provided they have been previously established by the General Assembly.

**Article 15 - Withdrawal of Members**

Membership will automatically be lost due to:

1. The member's death.
2. Express resignation in writing addressed to the association's Board of Directors.
3. Failure to renew annual membership within the established deadline.

**CHAPTER IV**

**STRUCTURE AND FUNCTIONS OF THE ADMINISTRATIVE, MANAGEMENT, AND OVERSIGHT BODIES**

**Article 16. Administrative, Management, and Oversight Bodies**

* General Assembly of Members
* Delegates Assembly
* Board of Directors
* Chair(Legal Representative)
* Organizational units, according to the regulations approved in assembly meetings and in accordance with the rules and operational manuals of IEEE International

**Article 17. Administration**

The Association will be administered by the General Assembly of Members, the Delegates Assembly, the Board of Directors, and the legal representative (chair).

**GENERAL ASSEMBLY OF MEMBERS**

**Article 18 - Types of Meetings**

The General Assembly will have two types of meetings: ordinary and extraordinary. Ordinary meetings will be held once within the first three months of the year and may review the administrative, economic, and financial situation of the entity, elect administrators, legal representatives, and other statutory positions, study and analyze the accounts and financial statements, and make decisions related to the entity's objectives.

Extraordinary meetings will be held as needed due to unforeseen or urgent requirements of the entity and can be held at any time of the year.

**Article 19. Composition of the General Assembly**

The General Assembly is composed of all active members of the association with grades Graduate Student Member (GSM), Member (M), Senior Member (SM), Fellow (F), and Life Member (LM). It will be the highest authority, and its decisions are mandatory as long as they are made in accordance with these bylaws.

**Article 20. Functions of the General Assembly**

* Oversee the proper functioning of the entity.
* Approve financial statements.
* Elect the chair of the association.
* Determine if the regulations of the Board of Directors are required.
* Delegate to the Board of Directors the review and approval of the budget.
* Approve statutory amendments.
* Authorize the disposal of the entity's assets.
* Approve the dissolution and final liquidation accounts of the association.
* Adopt IEEE International regulations, delegating their dissemination and incorporation into the Association to the Board of Directors.
* Other functions as provided by law.

**Article 21. Composition of the Delegates Assembly**

The Delegates Assembly is composed of members elected to the operational committee by the General Assembly.

**Article 22. Functions of the Delegates Assembly**

* Approve financial statements.
* Delegate to the Board of Directors the review and approval of the budget.
* Adopt IEEE International regulations, delegating their dissemination and incorporation into the Association to the Board of Directors.

Provided that these functions have not been previously exercised by the General Assembly.

**Article 23. Quorum**

The General Assembly may deliberate when a number of members present or represented is at least half plus one of the total members, except for legal and statutory exceptions.

**Article 24. Majority**

Decisions of the General Assembly will be made by a number of members representing at least half plus one of the members present at the meeting.

When the General Assembly meets in the manner specified in these bylaws and decisions are made with the number of votes required, they will be binding on all members, including those absent or dissenting, as long as they are general and comply with the laws and bylaws.

Votes for decision-making or elections, regardless of the meeting format, may be conducted electronically or through platforms provided by IEEE International.

**Article 25. Meeting Notices**

Notices for ordinary and extraordinary meetings will be issued by the chair, or in their absence, by the substitute or the Board of Directors. Also, when requested in writing by the past chair or by an active member supported by at least ten (10) other active members.

All notices will be sent by email with at least fifteen (15) calendar days' notice. The calculation of the notice period will not include the day of the notice or the day of the meeting. The notice may include the date for a second call if quorum is not achieved in the first.

Notices for extraordinary meetings will specify the issues to be discussed and decided.

The General Assembly may address issues not indicated in the notice if proposed by any member, provided that the decision to deliberate on the unmentioned issue is unanimously approved. The General Assembly may validly meet on any day and at any place without prior notice if all members are present.

**Article 26. Non-Presential Meetings**

The General Assembly may hold ordinary and extraordinary meetings non-presentially with simultaneous and successive communications.

Decisions made in non-presential meetings will also be valid if members express their votes in writing. If members cast their votes in separate documents, these must be received within one month from the first communication received.

The legal representative will inform members of the decision within five business days following the receipt of the documents expressing the vote.

Minutes of non-presential meetings will be signed by the legal representative and the association's secretary. In the absence of the secretary, a member may sign the minutes.

**Article 27. Subsequent Meeting**

If at the scheduled time for the meeting, the necessary quorum is not achieved, a one-hour wait will be observed from the scheduled meeting time. Once the waiting hour has passed, the meeting will commence with any number of members representing at least 10% of the total members.

**Article 28. Second Call Meeting**

If the Assembly is called and does not meet due to the lack of quorum as specified for the subsequent meeting, as outlined in the previous article, a new meeting will be called that will validly session and decide with any number of members present.

**BOARD OF DIRECTORS**

**Article 29. Board of Directors**

The Board of Directors is a permanent governing body. The elected chair by the Assembly of Members will choose the other members of the Board of Directors.

**Article 30. Composition of the Board of Directors**

The Board of Directors is composed of the chair, the immediate past chair, the vice chair, the secretary, and the treasurer, along with their respective personal substitutes, elected for a term of two years.

**Article 31. Functions of the Board of Directors**

* Appoint and remove officials whose election is not the responsibility of the General Assembly.
* Create positions deemed necessary for the proper functioning of the association.
* Delegate functions to the legal representative or any official as deemed appropriate.
* Authorize the legal representative to buy, sell, or encumber assets and to enter into contracts exceeding the value of twenty (20) current minimum legal salaries.
* Present necessary reports to the General Assembly.
* Review the association's books, documents, and cash when deemed necessary.
* Make decisions that do not fall under the authority of another body of the association.

**Article 32. Meetings of the Board of Directors**

The Board of Directors will meet ordinarily at least once (1) a month and may meet extraordinarily when requested in writing by two of its members, the legal representative, or the immediate past chai. Notices for ordinary and extraordinary meetings will be made by the chair of the Board of Directors with a minimum of five (5) calendar days' notice, via email or phone call.

Quorum will be achieved when more than half of the total members of the Board of Directors are present. Decisions will be made by a majority vote of the members present. Meetings may be held in person or virtually, with the meeting medium noted in the minutes.

**Article 33. Non-Presential Meetings**

The Board of Directors may hold ordinary and extraordinary meetings non-presentially. Such meetings can be conducted with simultaneous and successive communications.

Decisions of the Board of Directors will also be valid if members express their votes in writing via any electronic, digital, or other suitable medium as determined by the board. If members cast their votes in separate documents, these must be received within one month from the first communication received.

The legal representative will inform board members of the decision within five business days following receipt of the documents expressing the vote.

Minutes of non-presential meetings will be signed by the legal representative and the association's secretary. In the absence of the secretary, a member of the board of directors may sign the minutes.

**CHAPTER V**

**FUNCTIONS OF THE CHAIR, VICE CHAIR, SECRETARY, AND TREASURER**

**Article 34. Chair**

The chair is the legal representative of the association and will be elected by the General Assembly for a term of two (2) years, which may be extended.

**Article 35. Functions of the Chair**

* Act as the legal representative of the entity.
* Oversee the proper functioning of the association.
* Participate in relevant meetings.
* Ensure compliance with the law, bylaws, internal regulations, Assembly agreements, Board of Directors resolutions, the entity’s principles, and IEEE International regulations and guidelines.
* Review management reports from the various organs of the association and attend IEEE International assemblies as the primary delegate.

Paragraph: Actions of the legal representative of the entity, as long as they do not exceed the limits entrusted to them, are considered actions of the entity; actions exceeding these limits only bind the legal representative personally.

**Article 36. Functions of the Immediate Past Chair**

The functions of the Immediate Past Chairt are:

* Ensure compliance with these bylaws as well as IEEE International regulations adopted by the assembly and the Board of Directors.
* Guide and advise the Board of Directors and the assembly regarding decisions affecting the association.

The role of the Immediate Past Chair will be occupied by the chair from the immediately preceding term. If this individual is unable to fulfill this role, the previous past chair will be designated.

**Article 37. Functions of the Vice Chair**

* Replace the chair as the alternate legal representative in their temporary or permanent absences.
* Oversee the execution of the association’s various activities.
* Ensure compliance with internal regulations, bylaws, and the law.
* Follow instructions given by the General Assembly and the Board of Directors.

**Article 38. Functions of the Secretary**

* Attend meetings of the General Assembly and the Board of Directors, draft the corresponding minutes, sign them together with the chair, and make them available to members.
* Keep records of all meetings and activities carried out by the association.
* Maintain a book to record sanctions.
* Keep reports on the management of officials' activities.
* Notify, communicate, and publish, according to the procedure to be followed in each case, agreements, resolutions, schedules, bulletins, and generally disseminate the activities of the entity.

**Article 39. Functions of the Treasurer**

* Safeguard the entity’s assets.
* Ensure the proper functioning of the association’s bank accounts.
* Maintain the association’s accounting records.
* Receive contributions from members, donations, and assistance from private entities.
* Prepare the entity’s inventory in conjunction with the secretary.
* Present financial statements annually and have them available for when the General Assembly requests them.
* Generally, under the direction of the Board of Directors, oversee fiscal matters.

**CHAPTER VI**

**NOMINATION AND ELECTION OF OFFICERS**

**Article 40. Nomination Committee**

In the event that the chair decides not to directly appoint the other members of the Board of Directors, a nomination committee may be established. This committee will consist of three (3) members from IEEE Colombia, who will select the candidates and present them to the chair for election.

**Article 41. Functions of the Nomination Committee**

* Determine the profiles of candidates for the Board of Directors positions.
* Verify the legitimacy of the candidates and their willingness to accept the position.
* Obtain the resumes of potential candidates.

**Article 42. Election**

* The committee will aim to select at least two candidates to recommend for each Board of Directors position.
* If fewer than one candidate is presented for each position or slate of candidates, the position will remain occupied by the official from the previous term if they so wish.
* If the previous official does not wish to continue as per the previous point, the new members of the Board of Directors may appoint a temporary official for a period not exceeding six (6) months.
* Nominations of all members must be communicated to the committee no later than one (1) week after the deadline.
* From that date and for up to one week, additional nominations may be received from other members who wish to do so, to be reviewed by the committee.
* One (1) week after receiving the nominations, the candidates will be presented to the chair for election.

**CHAPTER VII**

**COMMERCIAL AGREEMENTS**

**Article 43. Agreements.**To enter into commercial agreements or partnerships with other professional associations, approval from the Board of Directors is required.

**CHAPTER VIII**

**AMENDMENTS TO THE BYLAWS**

**Article 44. Procedure**. The bylaws may be amended by the General Assembly, subject to a favorable opinion on the amendment by IEEE International, in accordance with its guidelines and general policies.

Once the proposed amendment is approved, the General Assembly will be convened for its final approval.

**CHAPTER IX**

**DISSOLUTION AND LIQUIDATION**

**Article 45. Grounds for Dissolution**

* Expiration of the term of existence
* Impossibility of achieving its objectives
* Decision by the members
* Extinction of its assets or destruction of property intended for its maintenance
* Decision by a competent authority

**Article 46. Liquidator**

The General Assembly will appoint a liquidator or liquidators. Until such appointments are made, the legal representative (chair) will act as the liquidator.

**Article 47. Liquidation**

Upon completion of the liquidation work and settlement of liabilities, any remaining assets, if any, will be donated to IEEE International or to a charity or any other non-profit entity determined by the General Assembly that has a similar social purpose.

All current legal provisions that complement or are compatible with and address any gaps in these bylaws shall apply.

**CHAPTER X**

**SUPPLEMENTARY RULES AND CONCORDANCES**

**Article 48. Handling Statutory Gaps**

The preceding bylaws are generated and adapted to the regulations of IEEE International adopted by the General Assembly.

In case of doubt or gaps in these bylaws, they will be resolved in accordance with IEEE International bylaws, general norms of the Civil Code, and applicable concepts from the Mayor's Office of Bogota D.C., Colombia.

In the event of any conflict between a provision of these bylaws and those of IEEE International, the association's bylaws shall prevail. Likewise, the guidelines and regulations approved by IEEE International for this purpose will be mandatory, provided they do not oppose these bylaws, Colombian regulations on Non-Profit Entities (ESAL from Spanish *Entidad Sin Ánimo de Lucro*), the Political Constitution of Colombia, and the law, and are incorporated by the General Assembly.