



**ASSOCIATION OF RETIREES OF THE ORGANIZATION OF  
AMERICAN STATES (AROAS)**

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**BY-LAWS**

**ASSOCIATION OF RETIREES OF THE ORGANIZATION  
OF AMERICAN STATES (AROAS)**

**(Approved by the First Annual Assembly held on June 20, 1980,  
Amended in the II, VII, XI, XII, XXI, XXVIII, XXIX, XXX, XXXI, XXXII and XXXIV Annual Assemblies)**

Article I  
Nature and Purposes

1. On May 17, 1979, the Association of Retirees of the Organization of American States (hereinafter referred to as AROAS) was created at the Headquarters of the General Secretariat of the Organization of American States (hereinafter referred to as OAS) in Washington, D.C.
2. The purposes of AROAS are to:
  - (a) Promote and protect the rights and interests of its retirees.
  - (b) Provide its members with organic and representational links to the OAS, the OAS Staff Association, the retiree associations of other international organizations, and the OAS Credit Union.
  - (c) Foster frequent interaction among its members.

Article II  
Membership

1. Membership in AROAS will be open to: all the staff of the General Secretariat of the OAS and of the inter-American organizations and other specialized inter-American entities linked to the OAS who after five years of service have left: voluntarily for reasons of age, incapacity, elimination of post or termination of contract; ex-staff members with five or more years of consecutive service; as well as the spouses of the deceased staff specified above.
2. Membership in AROAS will be subject to the approval of the Board of Directors. Likewise, the Board of Directors can revoke the membership of a member for conduct contrary to the purposes of AROAS.
3. Members will pay the quotas established by the Board of Directors and approved by the Annual Assembly.

4. Resignation from AROAS will be submitted in writing to the Board of Directors.

5. In the event that a member lets lapse or resigns his membership in AROAS, he/she may reapply for membership and rejoin AROAS upon payment of the dues for that year and for the previous year.

Article III  
Organs

The organs of AROAS are:

- (a) The Assembly and,
- (b) The Board of Directors.

Article IV  
The Assembly

1. The Assembly is the supreme organ of AROAS.

2. An Annual Assembly, and, as necessary, Extraordinary Assemblies, shall be held. They will be open to attendance by all AROAS members, and will be held at the time and place set by the Board of Directors.

3. The announcement of the celebration of an Annual Assembly will be sent by postal and/or electronic mail to all AROAS members at least five weeks in advance. It will be accompanied by an Agenda and, in election years, by the Report of the Nominating Committee, including the slate and resumes of candidates for the Board of Directors, the paper ballots, e-ballots and the necessary instructions. The announcement of an Extraordinary Assembly will be sent by postal and/or electronic mail to all AROAS members at least three weeks in advance and will be accompanied by the Agenda and any other relevant documentation.

4. The Annual Assembly will:

- (a) Review the activities of the foregoing period, including the reports of the President, of the representatives of the Permanent Committees, as well as the Treasurer's Financial Report.
- (b) Approve a program of future activities.
- (c) Elect the Board of Directors every two years, and,

(d) Consider new business if required.

5. One fifth of the members that live in the metropolitan area of AROAS headquarters or a minimum of twenty members will constitute a quorum for the Annual Assembly. In the absence of a quorum, the President will propose the date for the next meeting and, in this case, the members present will constitute a quorum.

6. The Annual Assembly will adopt its decisions by a majority of the voting members, except in the cases specified in Articles X and XI.

7. Extraordinary Assemblies can be convoked by the Board of Directors or by the written petition of a minimum of twenty members. The announcement of such assemblies will be sent to all the members with sufficient advance notice as determined by the Board of Directors. The quorum rule will be the same as that for the Annual Assembly, except in the cases specified in Articles X and XI.

Article V  
The Board of Directors

1. The Board of Directors is responsible for the executive functioning of AROAS.

2. The Board of Directors will be composed of seven regular members, all duly elected for two years by the Annual Assembly, and who can be re-elected, i.e.: a President, Vice-President, Recording Secretary, Secretary for Correspondence and Administration, Secretary in Charge of all AROAS Social Events, Treasurer, and one Director at Large. The Board of Directors will cover vacancies that occur during the period remaining in a term of office, taking into consideration the voting results of the last Annual Assembly.

3. The functions of the members of the Board of Directors will be the following:

(a) President

- i. Will represent AROAS, will preside over all the meetings of AROAS and its Board of Directors, and will execute all tasks generated there from in accord with AROAS' purposes and By-Laws.
- ii. Will present to the Annual Assembly a report on AROAS' activities.

(b) Vice-President

- i. Will replace the President in his/her absence and
- ii. Will be available to carry out the tasks that the President assigns to him/her.

(c) Recording Secretary

- i. Will prepare and communicate the announcements of all meetings.

- ii. Will record the votes and prepare the minutes of all the meetings, which should be presented to the President for his/her approval before they are distributed to the Board Members.
- (d) Secretary for Correspondence and Administration
- i. Will be responsible for the administrative work, including general correspondence, members registry and AROAS archives, and the preparation of death announcements.
  - ii. Will prepare the correspondence directed to AROAS members, to OAS authorities, to organizations with similar purposes and to outside organizations.
- (e) Secretary for Social Events
- i. Will organize and carry out all social events of the Association, such as luncheons, picnics and other social meetings.
  - ii. Will prepare flyers to inform details of each event and raise the funds to cover all events.
- (f) Treasurer
- i. Will be responsible for the accounting of funds received and disbursed by AROAS.
  - ii. Will establish bank accounts and other investment instruments, as authorized by the Board of Directors.
  - iii. Will prepare and present regular and special reports periodically to the Board of Directors and the President on AROAS' financial status, in accord with their requirements.
  - iv. Will prepare the financial report to be presented to the Annual Assembly of AROAS.
- (g) Director At Large
- i. Will be available to carry out assigned missions as necessary, and
  - ii. Will be dedicated principally to the promotion of AROAS.

4. Regular meetings of the Board of Directors will be held once a month, unless decided otherwise by the Board.

5. Regular meetings of the Board of Directors will be open to all AROAS members.
6. The Board of Directors will make decisions by majority vote of its members. The Board will have a quorum when there are four members present. In exceptional cases, consultations will be made by e-mail and any decision taken will be approved in the next meeting of the Board of Directors.

Article VI  
Committees

1. The Board of Directors will establish permanent or ad-hoc committees as necessary, to study specific topics, formulate action proposals and provide services.
2. The President will name the chairs of the committees and will be an ex-officio member of each committee.
3. Each committee chair will be responsible: for the organization and execution of the activities of the respective committee in cooperation with the Board of Directors and, for the presentation of reports including an annual report.
4. Committee chairs attending the meetings of the Board of Directors will have voice but no vote.

Article VII  
Dues

1. AROAS will be financed by:
  - (a) Member dues in the amount periodically proposed by the Board of Directors and submitted to and approved by the Annual Assembly, and by,
  - (b) Donations and contributions accepted by the Board of Directors.
2. Annual quotas will be paid within the first three months of every calendar year.

Article VIII  
Emergency Fund

There will be an Emergency Fund to meet emergencies of AROAS' members that require financial assistance. It will be sustained with a portion of the annual quotas of AROAS members and with donations from members and from other persons and institutions. It will be administered by a person designated by the Board of Directors.

Artículo IX  
Elections

1. In election years, the Board of Directors will designate a Nominating Committee four months before the date set for the Annual Assembly and a Teller Committee one month before the Assembly. Each committee will be composed by three members.
2. The Nominating Committee will announce the list of candidates for the Board of Directors at least five weeks before the Annual Assembly in which they will be elected. In case that the election is not via e-voting, additional candidates may be presented at the Assembly with the signature of at least twenty members.

Article X  
Amendments to the By-Laws

Upon the request of the Board of Directors or a minimum of twenty members, the By-Laws may be amended by Annual or Extraordinary Assemblies with a vote of at least two-thirds of the members present. Proxy voters will also be considered as present.

Article XI  
Dissolution of AROAS

1. At the request of the Board of Directors or by the written petition of at least a half plus one of the members of AROAS, the dissolution of AROAS may be decided upon at an Annual or Extraordinary Assembly convoked for this purpose by a vote of two-thirds of the members present having the right to vote. Proxy voters will also be considered as present.
2. In the event of the dissolution of AROAS, the Board of Directors shall decide on the disposition of its assets.

Article XII  
Rules of Procedure

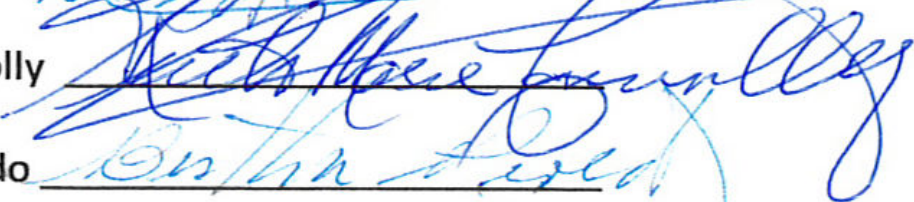
Parliamentary procedures for all meetings of the Annual and Extraordinary Assemblies, the Board of Directors, and the Committees will be applied in accord with the "Robert's Rules of Order," in those cases not provided for by these By-Laws.

By-Laws approved on June 26, 2013  
XXXIV AROAS Annual Assembly

The signatures of the Members of the Working Group who prepared and/or reviewed the approved amendments, are the following:

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Hugo Benito 

Ruth M. Connolly 

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