



**ORGANIZATION OF WOMEN OF THE AMERICAS**  
**ORGANIZACIÓN DE MUJERES DE LAS AMÉRICAS**

c/o Organization of American States - Office of Protocol  
17<sup>th</sup> St./Constitution Avenue N.W. - Washington, D.C. 20006-44995  
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EIN: Applied for  
Form 1023

February 18, 2003

TO WHOM IT MAY CONCERN:

I, Carmen Seoane, Treasurer of the Organization of Women of the Americas, do hereby certify that the attached copy of BYLAWS OF THE ORGANIZATION OF WOMEN OF THE AMERICAS is a complete and accurate copy of the original.

Carmen Seoane  
Treasurer

**BYLAWS**  
**OF THE**  
**ORGANIZATION OF WOMEN OF THE AMERICAS**

**ARTICLE I: NAME**

**Section 1.01.** The name of the corporation is the "Organization of Women of the Americas," (hereinafter referred to herein as the "Corporation" or the "ORGANIZATION").

**ARTICLE II: PURPOSES**

**Section 2.01.** The Corporation is organized exclusively for charitable purposes and is operated under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law). In so doing, the activities and objects to be carried on and promoted by the Corporation are:

1. To sensitize members of the public, the diplomatic community, and public and private institutions and entities in the United States of America and elsewhere, regarding the needs and problems of women and children in the various nations of the Western Hemisphere, and to attempt to contribute to the solution of these needs and problems;
2. To provide and disseminate information regarding the social and cultural realities facing women and children in the Western Hemisphere;
3. To strengthen the relationships between members of the Ibero-american and Caribbean communities through the presentation and celebration of social and cultural events;
4. To solicit and provide funds, services, contributions, and in-kind contributions for all of the above-mentioned purposes.
5. To organize, promote, and present academic, cultural, and other activities and events, which help achieve the objectives, set forth in paragraphs 1 through 4, above.

**Section 2.02.** The Corporation is irrevocably dedicated to, and operated exclusively for, the nonprofit purposes set forth in this Article II, above; and no part

of the income, assets, or net earnings of the Corporation shall inure to the benefit of, or be distributed to, its members or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth above.

**Section 2.03.** No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise trying to influence legislation, and the Corporation shall not participate in, or intervene (including the publication or distribution of statements), in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Bylaws, this Corporation shall not carry on any other activities not permitted to be carried on:

(a) By a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code, or

(b) By a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding provision of any future federal tax code.

### **ARTICLE III: SEAL, LOGO, AND CORPORATE NAME**

**Section 3.01. The Corporate Seal.** The corporate seal of the Corporation shall consist of the logo that is attached hereto as Attachment A. This logo and all future logos of the Corporation shall be circular in form and shall have inscribed thereon the name of the Organization of Women of the Americas, the year of its organization, and the words "Corporate Seal, District of Columbia." The Corporation, by resolution of the Board of Directors, may alter said seal at its pleasure. Said seal may be used by causing it, or facsimile thereof, to be impressed on or reproduced or otherwise affixed to any document or paper requiring its affixation, after due authorization from the Board of Directors.

**Section 3.02. Prohibition on the Use of the Corporate Logo and Name.** No member or group of members of the ORGANIZATION and no other person, institution, or entity, may use the name or logo of the ORGANIZATION without the express written approval of the ORGANIZATION's Board of Directors.

### **ARTICLE IV: HEADQUARTERS**

**Section 4.01.** The principal office of the Corporation shall be located at the Organization of American States' Office of Protocol, 17<sup>th</sup> Street and Constitution Avenue, N.W., Washington, D.C. 20006 or at such other place as the Board of Directors shall from time to time designate. The Corporation may maintain additional offices at such other places as the Board of Directors designates.

## ARTICLE V: MEMBERSHIP

**Section 5.01. General Provisions.** The Corporation shall have no capital stock and no stockholders.

**Section 5.02. Eligibility.** Admission to Membership in the ORGANIZATION shall be open to:

a) All those women who occupy any of the following posts as a representative of their government:

(i) An Ambassador who is a Permanent Representative to the Organization of American States ("OAS");

(ii) An Ambassador who is a Permanent Observer to the Organization of American States ("OAS");

(iii) An Alternate to an Ambassador who is a Permanent Representative or a Permanent Observer to the OAS; or a person from the embassy or mission who is appointed by that Ambassador.

b) The wives of Ambassadors who are Permanent Representatives to the Organization of American States.

c) The wives of Ambassadors who are Permanent Observers to the Organization of American States.

d) The wives of the Alternate Permanent Representatives and of the Alternate Permanent Observers to the Organization of the American States;

e) The wife of the Secretary General of the OAS and the wife of the Assistant Secretary General of the OAS;

f) Other women and men who share and support the ORGANIZATION'S purposes; and

g) All those women who have participated formerly as Permanent members of the ORGANIZATION pursuant to Subparagraphs a), b), c), d), or e) above, and who wish to continue as an associate member of the ORGANIZATION.

**Section 5.02.01.** Membership is not transferable and does not entitle a member to any property rights over any of the assets of the ORGANIZATION.

**Section 5.03. Classes of Membership.** The ORGANIZATION shall have the following classes of membership:

**a) PERMANENT MEMBERS** shall be all those persons included in Sections 5.02.a), 5.02.b), 5.02.c), 5.02.d), and 5.02.e), above, and in Section 6.01, below, who are current in the payment of their annual dues. All such members shall be expected to participate in the Meetings and activities of the ORGANIZATION. They shall have the right to take part in discussions and to vote in the meetings of the members of the ORGANIZATION. In addition, all Permanent members who are current in the payment of their dues shall have the right to be nominated for and, upon receiving the most votes of the Permanent members voting, to be elected as an Officer or Director under Section 7.02.08, below. In addition, all Permanent members included in Sections 5.02.a)(i) or 5.02.b), above, who are current in the payment of their annual dues, shall have the right to be nominated for and, upon receiving the most votes of the Permanent members voting, to be elected as President or First Vice-President. All permanent members who are current in the payment of their dues shall have the right to participate in and chair committees and task forces of the ORGANIZATION when so appointed by the President or the Board of Directors.

**b) ASSOCIATE MEMBERS** shall be all those persons included in Sections 5.02.f) and 5.02.g), above, who are current in the payment of their annual dues. They may participate with voice but not vote in the meetings of the ORGANIZATION. They shall not have the right to serve on the Board of Directors or to hold any office in the ORGANIZATION. However, they shall have the right to participate in and chair committees and task forces of the Organization when so appointed by the President or the Board of Directors.

**Section 5.04. Duration of Permanent Membership Period.** When a Permanent Member ceases to qualify for membership in the ORGANIZATION under any of Sections 5.02.a), 5.02.b), 5.02.c), 5.02.d), or 5.02.e), above, or Sections 6.01 or 6.02, below, she shall immediately and automatically be transferred to the status of Associate Member.

**Section 5.05. Membership Dues.** Annual dues shall be set by the Board of Directors, payable on or before October 1<sup>st</sup> of each year. All members shall pay dues. Payment of dues shall be an essential requirement for participation in elections and all meetings.

**Section 5.06. Resignation of Membership.** Any member may resign at any time by delivering or mailing a written resignation to the President or the Recording Secretary. Such resignation is effective upon its receipt by the Corporation.

**Section 5.07. Powers.** The powers of the members shall not extend beyond those expressly provided in these Bylaws.

## **ARTICLE VI: HONORARY CHAIRPERSON OF THE ORGANIZATION**

**Section 6.01.** The ORGANIZATION shall have a honorary Chairperson (hereinafter referred to as the "Honorary Chair"). In the event that the Secretary General of the OAS has a wife, she shall be the Honorary Chair. However, in the event that the Secretary General does not have a wife and the Assistant Secretary of the OAS has a wife, the wife of the Assistant Secretary General shall be the Honorary Chair.

**Section 6.02.** In the event that neither the Secretary General nor the Assistant Secretary General has a wife, the ORGANIZATION'S Board of Directors may appoint an Honorary Chair who shall, during the term of her appointment, be a Permanent Member of the ORGANIZATION.

**Section 6.03.** The Honorary Chair shall have such duties and responsibilities as the ORGANIZATION's Board of Directors may, from time to time, assign to her. All such duties and responsibilities may be withdrawn or modified at any time by decision of a simple majority of the Board of Directors taken at a Board of Directors meeting.

## **ARTICLE VII: BOARD OF DIRECTORS AND OFFICERS**

**Section 7.01. General Powers.** The business and affairs of the Corporation shall be managed by its Board of Directors ("Board") which shall consist of the Officers listed in this Section 7.01 and such other Directors and/or officers who are added from to time by the Permanent Members. The Board may exercise all powers of the Corporation and perform all lawful acts and things which are not by law, the Articles of Incorporation, or these Bylaws, directed or required to be exercised or performed by or are conferred upon or reserved to the Permanent members. The Board shall set membership fees and dues, set membership standards, fill vacancies as provided herein, enter into contracts and have such other powers as necessary to operate the Corporation, and shall also have the power to dissolve the Corporation as set forth in Article XV. The Board shall have the following members:

- a) President;
- b) First Vice-President;
- c) Second Vice-President;
- d) Recording Secretary;
- e) Corresponding Secretary;
- f) Treasurer; and
- g) Deputy Treasurer.

**Section 7.02. Number, Election and Tenure.**

**Section 7.02.01. The First Board of Directors.** The First Board shall be composed of the Officers listed in Section 7.01, above.

**Section 7.02.02. Increasing the number of Directors.** The number of Directors may be increased by up to eight (8) more Directors (for a total of 15 members on the Board) by a vote of the Permanent members of the ORGANIZATION at any of the following:

- (i) the Annual Meeting;
- (ii) the Semi-Annual October Elections meeting under Section 7.02.04; or
- (iii) at any regularly scheduled meeting or at any special membership meeting called for that purpose.

**Section 7.02.03 Term of Office of the First Board of Directors.** The first Board, which consists solely of the Officers listed in Section 7.01, above, shall be elected by the Permanent members at the meeting of the ORGANIZATION at which these Bylaws are adopted by the Permanent membership. All of these Officers shall immediately assume their elected positions and shall serve until the first Annual Meeting of the ORGANIZATION occurring after their election (i.e., until the Annual Meeting in January 2003).

**Section 7.02.04. Subsequent Election of Officers and Directors after Election of the First Board of Directors under These Bylaws.** Beginning in October, 2002, and thereafter in each October occurring two years later, the Officers and any other members of the Board shall be elected by the Permanent members for two year terms, which shall begin during the next Annual Meeting of the ORGANIZATION.

**Section 7.02.05. Creation of Additional Director Positions.** In the event that the Permanent members of the ORGANIZATION create one or more additional Director position(s) and such position(s) is(are) filled by a vote of the Permanent members other than at the Bi-Annual October Elections meeting under Section 7.02.04, above, the term of such Director(s) shall be until the Annual meeting after the next Semi-Annual October Elections Meeting under Sections 7.02.04; 8.02.b, and 9.01.d.

**Section 7.02.06. Manner of Election of Officers and Directors.** The Officers and any other Directors, except as otherwise provided in these Bylaws, shall be elected by the Permanent members at the ORGANIZATION's Semi-Annual October Elections meeting under Sections 7.02.04; 8.02.b, and 9.01.d.

**Section 7.02.07. Requirements for Election to President and First Vice-President Positions.** In order for a person to be considered for and to be elected as President or First Vice-President, the person must be a Permanent member under Section 5.02.a)(i) or Section 502.b), above, and must be current in the payment of the ORGANIZATION's annual dues.

**Section 7.02.08. Requirements for Election to Other Officer and to Director Positions.** In order for a person to be considered for and to be elected as an Officer other than President or First Vice-President or as a Director, the person must be a Permanent member who is current in the payment of the ORGANIZATION's annual dues.

**Section 7.02.09. Requirement to be a Permanent Member.** All Directors and Officers must at all times be Permanent members of the Corporation.

**Section 7.02.10. The Situation where an Officer or Director Ceases to Be a Permanent Member of the ORGANIZATION.** Whenever an Officer or Director ceases to be a Permanent Member of the ORGANIZATION, a vacancy shall immediately and automatically occur, and that vacancy shall be filled as provided in these Bylaws.

**Section 7.03. Vacancies.** A Director vacancy or a vacancy in the position of the President or of any other officer may be filled by a majority vote of the remaining Directors. The term of the Permanent member elected to fill such a vacancy shall run to the Annual Meeting held after the next Semi-Annual October Elections Meeting under Sections 7.02.04; 8.02.b, and 9.01.d.

**Section 7.03.01.** If there are no Directors in office, or if the total number of Directors, including Officers, shall fall below three (3), any Permanent or Associate member may call a special meeting of the Permanent members in accordance with the provisions of the Articles of Incorporation or these Bylaws, at which meeting the vacancy(cies) shall be filled by a majority vote of the Permanent members present for that purpose.

**Section 7.04. Attendance.** It is expected that all Officers and any other Board members shall attend all meetings of the Board. In the event that an officer or other Board member is unable to attend, she may appoint a representative who shall have the right of voice but not of vote at such meetings.

**Section 7.05. Resignation.** Any Director or Officer may resign at any time by giving written notice to the Board, the President, or the Recording Secretary. Unless otherwise specified in such written notice, the resignation shall be effective upon delivery to the Board or the designated officer.

**Section 7.07. Reelection.** Directors and Officers may be reelected, and must meet the requirements for election as set forth in these Bylaws.



**Section 7.08. Employment.** No Officer or other member of the Board, while serving in that capacity, shall be eligible for paid employment by the Corporation.

**Section 7.09. Duties and Authority of the Officers:**

**A. PRESIDENT.** The President shall have the following duties and authority:

(1) The President shall be the principal executive officer of the Corporation, and shall be assisted by the other officers and members of the Board of Directors. The President shall have general charge of the business, affairs and property of the Corporation and general supervision over its employees and agents. If appropriate, the President will, with the approval of the Board, appoint an Executive Director to conduct the regular business of the Corporation. The President or the Recording Secretary shall sign all legal papers and perform all legal duties authorized by the Board. The President shall perform all duties incident to the office of President and shall see that all resolutions of the Board are carried into effect.

(2) The President shall be an Ex-Officio member of all committees and shall be authorized to conduct Board-authorized transactions in the absence, inability or disability of the Recording Secretary or the Treasurer.

(3) The President shall arrange for the maintenance and storage of all official records, documents, and correspondence of the Corporation. The President shall perform such other duties as may be prescribed in these Bylaws or assigned by the Board, and shall coordinate the work of the Corporation's officers and committees. The President shall, in consultation with the Board, appoint all committee chairs and may also appoint an administrative assistant. The President shall use her discretion in determining the activities that will further the purposes of the Corporation. The President shall supervise the affairs of the Corporation, subject to review by the Board, which may by a majority vote overrule the President's decision(s). The President ordinarily shall preside at all membership and Board meetings.

(4) The President shall share signature authority for the ORGANIZATION'S bank accounts with the Treasurer, and may delegate such authority to one or more of the Vice-Presidents.

(5) The President shall sign the ORGANIZATION's outgoing correspondence, which shall be countersigned by the Corresponding Secretary.

(6) The President shall set the agenda for meetings, in conjunction with the Recording Secretary.

(7) Prior to March 1 of each year, the President shall present an annual report on the ORGANIZATION's activities and plans, which has been approved by the Board of Directors, to the OAS Secretary General and to the OAS Permanent Council.

(8) The President shall report on the operations of the Corporation at the regular meetings of the Board and at all General Membership meetings and shall submit an annual report of the operations of the Corporation to the membership and to the Board at the Annual Meeting of the Corporation.

**B. FIRST and SECOND VICE PRESIDENT.** The First and Second Vice Presidents shall have the following duties and authority:

(1) The First Vice-President shall, in the absence of the President or in the event of the President's disability, perform the duties and exercise the powers of the President.

(2) Where both the President and First Vice-President are absent and/or disabled, the Second Vice-President shall perform the duties and exercise the powers of the President.

(3) One of the Vice-Presidents shall be appointed by the President to serve as the ORGANIZATION's liaison officer or representative for receiving and providing information and processing requests between the ORGANIZATION and the General Secretariat of the OAS.

(4) Both Vice-Presidents shall generally assist the President and perform such other duties as from time to time may be assigned by the President or the Board.

**C. RECORDING SECRETARY.** The Recording Secretary shall have the following duties and authority:

(1) The Recording Secretary shall keep true, sufficient and accurate minutes of all meetings of the Board of Directors and of all membership meetings, shall attest such records by her signature; shall maintain the official records of the Corporation; shall be custodian of the Minutes Book and other documents and papers of the Corporation; shall send copies of the minutes of all meetings to the Board; and shall also see that the books, reports, statements, and all other documents required by law are kept and filed.

(2) The Recording Secretary shall maintain a membership roster with accurate records of all members' names, addresses and telephone numbers for distribution to the Board of Directors, shall maintain and update donor lists, and shall supervise mass mailings.

(3) The Recording Secretary shall, as necessary, affix her signature with that of the President or other officer to all deeds, contracts, and other instruments executed on behalf of the Corporation; and shall draft correspondence as directed by the Board of Directors. The Recording Secretary shall perform such other duties as may be assigned to him from time to time by the President or the Board.

(4) The Recording Secretary shall act as the Corresponding Secretary in that Secretary's temporary absence.

(5) The Recording Secretary shall perform such other duties as from time to time may be assigned by the President or the Board.

**D. CORRESPONDING SECRETARY.** The Corresponding Secretary shall have the following duties and authority:

(1) The Corresponding Secretary shall receive and answer all mail of the ORGANIZATION.

(2) The Corresponding Secretary shall countersign with the President all of the ORGANIZATION's outgoing correspondence.

(3) The Corresponding Secretary shall give, or cause to be given, timely notice of the Annual and all regular and special meetings to, as applicable, the membership of the Corporation and to the Board.

(4) The Corresponding Secretary shall act as the Recording Secretary in that Secretary's temporary absence.

(5) The Corresponding Secretary shall perform such other duties as from time to time may be assigned by the President or the Board.

**E. TREASURER.** The Treasurer shall have the following duties and authority:

(1) The Treasurer shall have custody of the corporate funds and other valuable effects of the Corporation and shall be responsible for the receipt of all monies paid to the Corporation.

(2) The Treasurer shall maintain true and accurate accounts of all monies, assets and other property of the Corporation; shall maintain accurate accounts of receipts and disbursements in books belonging to the Corporation; shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board; and shall render to the Board of Directors and to the membership of the Corporation periodic statements of income and expenses or other financial information that may be required. The books and accounts of the Corporation shall always be open for inspection by the Board of Directors, by its auditors, and by the members of the Corporation.

(3) The Treasurer shall open bank accounts for the Corporation jointly with the President and with such other Officers or Directors as decided by the Board.

(4) The Treasurer shall be responsible for preparing the proposed annual budget. The Treasurer shall make payments as necessary, which shall be duly

supported by receipts or vouchers, in accordance with the membership's approved budget as provided in Section 12.01, below.

(5) The Treasurer shall submit a quarterly financial statement of income and expenditures to the Board and shall present to the membership, at the Annual Meeting, a report showing the whole amount of real and personal property owned by the Corporation, where located and where and how invested, the amount and nature of the property acquired during the calendar year immediately preceding the date of the report, and the manner of the acquisition thereof; the amount applied, appropriate or expanded during the year immediately preceding such date and the purposes and objects for which such applications, appropriations or expenditures have been made. Such report shall be filed with the records of the Corporation and an abstract thereof entered in the minutes of the proceedings of the Annual Meeting.

(6) The Treasurer shall deal with the United States Internal Revenue Service ("IRS") and other governmental authorities on behalf of the Corporation, and shall perform such other duties as from time to time may be assigned by the President or the Board.

**F. DEPUTY TREASURER.** The Deputy Treasurer shall have the following duties and authority:

(1) The Deputy Treasurer shall assist the Treasurer in the performance of the Treasurer's duties, and act as Treasurer in the Treasurer's temporary absence.

(2) The Deputy Treasurer shall perform such other duties as from time to time may be assigned by the President, the Treasurer, or the Board

## **ARTICLE VIII: COMMITTEES**

### **Section 8.01. The Executive Committee.**

**(a) Composition.** The Board, by resolution adopted by a majority of the Board, may appoint an Executive Committee consisting of at least the President of the Board, the Treasurer, and the Recording Secretary. Each member of the Executive Committee shall continue to be a member thereof until expiration of her term as an Officer, or termination of her status as a Permanent member of the ORGANIZATION or earlier resignation, whichever occurs first.

**(b) Powers.** Where the Board appoints an Executive Committee, with the exception of: (i) the filling of Director and Officer vacancies; (ii) the election and removal of officers and Directors; (iii) the amendment of the Corporation's Articles of Incorporation and/or these Bylaws; and (iv) the dissolution of the Corporation; the Executive Committee shall have and may exercise all the rights, powers and authority of the Board; provided however, that any actions of the Executive Committee must be reported to and approved by the Board.

**(c) Procedure at Meetings.** The Executive Committee shall fix its own rules of procedure and shall meet at such times and at such places as may be provided by such rules or as the members of the Executive Committee shall provide. The Executive Committee shall keep regular minutes of its meetings and promptly deliver such minutes to the Board. The President of the Board shall preside at the meetings of the Executive Committee, and the Recording Secretary shall act as Secretary of the Executive Committee.

**(d) Quorum.** A majority plus one of the Executive Committee shall constitute a quorum for the transaction of business, and the affirmative vote of a majority of the members of the entire Committee shall be required for any action of the Executive Committee.

**Section 8.02. Other Committees.** The Board of Directors shall determine the various classes of committees and task forces to be established to carry on the elections and activities of the Organization. The President, with approval of the Board, shall appoint Permanent and/or Associate Members for the following Committees:

- Amendments' Committee,
- Nominating Committee;
- Fundraising Projects and Events Committee;
- Any other Committee or Task Force intended to carry on the activities of the ORGANIZATION.

**a) Amendments Committee.** A Committee shall be established, as necessary, to deal with the amendment of the Articles of Incorporation, these Bylaws, and any Cooperative Agreements to which the ORGANIZATION is a party. A draft of each proposed amendment shall be mailed to all Members of the ORGANIZATION in accordance with Section 14.01 or Section 14.02 , as applicable, of these Bylaws.

**b) Nominating Committee.** In the month of September of every other year beginning in September 2002, the President, with approval from the Board of Directors, shall appoint a Nominating Committee composed of three members. The Committee shall choose its own Chairperson and shall prepare a proposed slate of Officers and Directors for consideration at the Elections Meeting held in October of that year in accordance with Sections 7.02.04 and 9.01.d. The Committee shall publish its recommended slate of the candidates in a notice which shall be mailed to the ORGANIZATION's membership at least fifteen (15) days prior to the October Elections Meeting. In the event the Committee wishes to propose one of its own members as a candidate for office, an alternate member of the Committee shall be selected by the Board of Directors to replace the proposed

candidate on the Committee. The candidates proposed by the Committee shall be voted upon at the Semi-Annual Elections Meeting in the month of October in accordance with Sections 7.02.04 and 9.01.d. Nominations for additional candidates shall be accepted from any member present at the Elections Meeting. Those elected shall take office in January at the next Annual Meeting.

**c) Fundraising Projects and Events Committee.** The Committee, which shall consist of at least three members, shall be responsible: (i) for screening proposed projects or events (hereinafter "fundraiser") in support of the ORGANIZATION's objectives; and (ii) for making recommendations to the Board regarding whether the proposed fundraiser should be held.

- All proposed fundraisers (including the proposed recipient(s) of funds raised as a result of the fundraiser) must be proposed and/or supported by at least one Permanent member from an OAS Member or Observer State: (i) who must agree to be in charge of the implementation of the fundraiser if it is eventually approved by the Board; and (ii) who must also agree to be responsible for delivering the funds raised by the fundraiser to the recipient(s) approved by the Board.

**d) Additional Committees and Task Forces.** With the approval of the Board, the President may appoint other committees and task forces, such as, for example, a budget committee, and the President shall designate their chairpersons, with such functions and duties as the Board shall prescribe.

**Section 8.03. Quorum for Committees Other than the Executive Committee.** Once a committee is appointed, a quorum shall consist of one-third (1/3) of its members; provided, however, that the quorum must consist of at least two persons.

**Section 8.04. Vacancies.** The Board shall have the power to fill vacancies in any committee or task force.

## **ARTICLE IX: MEETINGS**

**Section 9.01. General Membership Meetings.**

**a. Place of Meetings.** Meetings of the members of the Corporation may be held within or outside the District of Columbia.

**b. Regular Meetings.** Regular meetings of the members of the ORGANIZATION shall be held quarterly at a time, date, and location designated by the President in the notice of the meeting.

**c. Annual Meeting.** The Annual Meeting of the members of the Corporation shall be held in January of each year at a time, date, and location specified by the Board of Directors in the notice for the meeting. At that meeting, the

President shall submit an annual report to the membership on the ORGANIZATION's activities in the past year and on its projected and/or proposed activities for the coming year.

**d. The Semi-Annual October Elections Meeting.** In October of every other year, beginning in October 2002, the Officers and Directors of the ORGANIZATION shall be elected by the Permanent members as provided in Sections 7.02.04 and 8.02.b, above.

**e. Special Meetings.** Special meetings of the members of the Corporation shall be called by the President or by a majority of the Board of Directors present and voting at a Board of Directors Meeting; or by a written petition signed by at least twenty per cent (20%) of the Permanent members

**f. Quorum.** Ten Permanent members or 10% of the total Permanent members, whichever is less, shall constitute a quorum.

**g. Voting and Proxies.** All matters shall be decided by the vote of a majority of the voting Permanent members present at the meeting, at which a quorum exists. Proxies may not be used or otherwise considered at any meeting of the members of the Corporation.

#### **Section 9.02. Board of Directors' Meetings.**

**a. Annual Meeting.** The Annual Meeting of the Board shall be held immediately after the Annual Meeting of the members of the ORGANIZATION, and no notice shall be necessary to the officers and directors in order to constitute the meeting legally, provided a quorum shall be present.

**b. Regular Meetings.** Regular meetings of the Board of Directors shall be held on the first Wednesday of each month at a time and location designated by the President in the notice of the meeting. For good cause, the President may cancel or reschedule any such meeting.

**c. Special Meetings.** Special meetings of the Board shall be held at any time upon the call of the President or of any two Directors, as the case may be, by written notice served personally upon or mailed to the usual address of each Director at least five (5) days prior to the meeting.

#### **d. Quorum, Adjournments.**

(1) At all Board meetings, a majority, as applicable, of the Board of Directors, plus one, shall constitute a quorum for the transaction of business.

(2) In the absence of any provision to the contrary contained in the statutes of the District of Columbia, the Corporation's Articles of Incorporation, or

these Bylaws, the actions, by resolution approved by a majority of those present at a Board meeting at which a quorum is present, shall be the acts of the Corporation.

(3) If a quorum is not present at any Board meeting, those present may adjourn the meeting until a quorum shall be present.

**Section 9.03. General Provisions Applicable to Board of Directors' Meetings and to Committee Meetings.**

a. **Action by Consent.** Any action required or permitted to be taken at any meeting of the Board or of a Committee, as applicable, may be taken without a meeting if a written consent to such action is signed by all members and such written consent is filed with the minutes of the proceedings, as applicable, of the Board or of the Committee.

b. **Meetings by Telephone.** The Board or any Committee may meet by means of conference telephone or similar communications equipment through which, as applicable, all Directors or committee members participating in the meeting can speak to and hear each other at the same time. Participation by such means shall constitute presence at such meeting.

c. **Proxies.** Proxies may not be used or otherwise considered at Board or Committee Meetings.

d. **Place of Meetings.** All Board and Committee meetings shall be held either at the headquarters of the Corporation in Washington, D.C. or at such other place as the Board or the applicable Committee shall from time to time order or direct.

**ARTICLE X: NOTICE**

**Section 10.01. Form and Delivery.** Whenever, under the provisions of law, the Articles of Incorporation, or these Bylaws, notice is required to be given to any Officer, Director, or member, such notice may be given in writing, by mail, addressed to such Officer, Director or member, at the Officer's, member's, or Director's address as it appears on the records of the corporation. Such notice shall be deemed to be given at the time it is deposited in the United States mail. Notice may also be given personally, or by telephone, facsimile, e-mail, or telegram.

**Section 10.02. Waiver.** Whenever any notice is required to be given under the provisions of any statute or of the Articles of Incorporation or of these Bylaws, a waiver thereof in writing signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.



In addition, any member who attends a meeting of the members without protesting at the commencement of the meeting the lack of notice thereof to him, or any officer or director who attends a meeting of the Board, or any member of a committee who attends a meeting of the Board, or any member of a committee who attends a committee meeting, without protesting at the commencement of the meeting, such lack of notice, shall be conclusively deemed to have waived notice of such meeting.

## **ARTICLE XI: CORPORATE FINANCES**

**Section 11.01. Management and Control of Finances.** The management and control of the Corporation's finances shall rest with the Board of Directors.

**Section 11.02. Fiscal Year.** The fiscal year of the Corporation shall commence on the first day of January and shall end on the last day of December each year.

**Section 11.03. Deposit of Funds.** All funds of the corporation not otherwise employed shall be deposited in such banks, trust companies, stocks, and mutual funds, as the Board may from time to time determine.

**Section 11.04. Signature on checks and drafts, etc..** All checks, drafts, notes, stocks, bonds, or other evidence of indebtedness issued by the Corporation shall be signed by the Treasurer and the President and/or by such other officer(s) as designated by the Board. Checks must be signed by the Treasurer and the President, or by such other Officers or Board members as designated by the Board.

**Section 11.05. Audit.** The accounts of the corporation shall be audited, pursuant to a schedule established by the Board, by a certified public accountant and such accountant shall submit to the Board a full and detailed statement of the operations and financial condition of the corporation.

**Section 11.06. Maintenance of Financial Records.** All financial records, accounts and books of records related to revenues and expenditures of the Corporation shall be maintained by the Treasurer.

**Section 11.07. Bonding and Other Insurance.** At the discretion of the Board, all officers authorized to receive, deposit, and disburse monies may be bonded at the Corporation's expense. The Board may purchase other insurance as it deems necessary.

## **ARTICLE XII: BUDGET & DISBURSEMENTS**

**Section 12.01. Proposed Budget.** Each year at the Annual Meeting or at such other general membership meeting set by the Board, the Board shall submit to the membership a proposed budget setting forth cash on hand and in banks, anticipated

receipts, actual and anticipated disbursements during the current year, and schedules of proposed fundraising activities. To such extent as the membership shall adopt the proposed budget, such adoption shall constitute full authority for the Treasurer to make disbursements out of the Corporation's funds for such items in the Budget as so adopted; provided, however that in its first year of operation, the Board of Directors alone shall have the authority to adopt a budget and authorize the Treasurer to make disbursements, without submitting a proposed budget to the General Membership.

**Section 12.02. Items Not Included in the Original, Approved Budget.**

Disbursements for items not included in the budget as adopted by the membership, and any disbursements for an item so included but to an amount in excess of that budgeted therefore, shall be made only upon specific approval of the Board of Directors.

**ARTICLE XIII: ACTIVITIES**

**Section 13.01. Compensation.** No part of the earnings of the Corporation shall inure to the benefit of, or be distributed to, its Directors, Officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered by any member, officer, or director to the Corporation and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. No member or director of the Corporation may receive compensation merely by acting as a member, officer, or director; provided however that directors and officers may, if authorized by the Board, be reimbursed for their hotel, travel, and meal expenses involved in attending Board meetings.

**Section 13.02. Contracts with Members, Directors and Officers.** No member, director, or officer of the Corporation shall be financially interested, directly or indirectly, in any contract of the Corporation relating to the Corporation's operations, nor in any contract for furnishing services or supplies to the Corporation, unless: (a) the fact of such interest has been disclosed or made known in writing to all members of the Board at least ten (10) days prior to the Board meeting at which such contract is so authorized, and (b) such contract is authorized by a majority of the total number of Board members.

**Section 13.03. Prohibited Activities.** No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise trying to influence legislation, and the Corporation shall not participate in or intervene (including the publication or distribution of statements) in any political campaign on behalf of any candidate for public office.

**Section 13.04. Other Prohibited Activities.** Notwithstanding any other provisions of these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on by:

(a) a corporation exempt from federal income tax under Section 501 (c) 3 of the United States Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or

(b) a corporation, contributions to which are deductible under Section 170 (c) 2 of the United States Internal Revenue Code of 1986 (or any corresponding provision of any future United States Internal Revenue Law).

#### **ARTICLE XIV: AMENDMENTS**

**Section 14.01. Bylaws.** These Bylaws may be amended, modified, repealed, or replaced at any regular or special meeting of the Permanent Members; provided that notice of, and the full text of, such proposed changes shall have been sent to each Permanent and Associate Member in the notice of the meeting at which such action takes place, at least fifteen (15) days prior to that meeting. A simple majority of the Permanent members present is necessary to amend the Bylaws.

**Section 14.02. Articles of Incorporation.** Amendments to the Articles of Incorporation shall be made in the following manner: The Board shall adopt a resolution setting forth the proposed amendment(s) and directing that it be submitted to a meeting of the Permanent members of the Corporation. Written advance notice of at least 30 (thirty) days shall be given to all members, setting forth the proposed amendment(s) and explaining the purpose(s) therefor. Each proposed amendment shall be adopted upon receiving the affirmative vote of at least 2/3 of the voting Permanent members present at such meeting.

#### **ARTICLE XV: DISSOLUTION**

**Section 15.01.** A two-thirds (2/3) vote of the entire Board of Directors shall be necessary for dissolution of the Corporation. Notice of the proposed dissolution must be given in accordance with the notice of amendment rules in section 14.01 of Article XIV.

**Section 15.02.** Upon dissolution of the Corporation, the Board of Directors, after paying or making provisions for the payment of all of the Corporation's liabilities, shall dispose of all the Corporation's assets exclusively for the purposes of the Corporation in such manner, or to such organization or organizations, organized and operated exclusively for charitable, education, or scientific purposes as shall at that time qualify as an exempt organization under section 501 (c) 3 of the United States Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) in such a manner as the Board of Directors shall decide.

**ARTICLE XVI: EFFECTIVE DATE**

**Section 16.01.** These By-laws and all amendments thereto shall become effective immediately following their adoption.

**ADOPTED: May 9, 2002.**

**AMENDED: October 31, 2002**

ARTICLES OF INCORPORATION

of the

ORGANIZATION  
OF  
WOMEN OF THE AMERICAS

To: Department of Consumer and Regulatory Affairs  
Business Regulation Administration, Corporations Division  
614 H Street, N.W., Room 407  
Washington, D.C. 20001

We, the undersigned, all of twenty-one years of age or more, acting as incorporators of a corporation, adopt the following Articles of Incorporation for such corporation, pursuant to the District of Columbia Non-Profit Corporation Act:

Article I. Name.

The name of the Corporation is "ORGANIZATION OF WOMEN OF THE AMERICAS".

Article II. Duration.

The period of duration is perpetual.

Article III. Purposes.

The Corporation is organized exclusively for charitable purposes and is operated under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law). In so doing, the activities and objects to be carried on and promoted by the Corporation are:

1. To promote the defense of the rights of women and children in the Americas;
2. To promote awareness of issues and problems adversely affecting women and children in the Americas;
3. To promote the search for solutions of problems which adversely affect women and children in the Americas;

4. To promote self-awareness and personal growth by women in the Americas;

5. To organize, promote, and present academic, cultural, and other activities and events which help achieve the objectives set forth in paragraphs 1 through 4, above;

6. To solicit and provide funds, services, or contributions in-kind for all the above-mentioned purposes;

7. The Corporation is irrevocably dedicated to, and operated exclusively for, nonprofit purposes set forth in Article III, above; and no part of the income, assets, or net earnings of the Corporation shall inure to the benefit of, or be distributed to, its members, trustees, directors, or officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise trying to influence legislation, and the Corporation shall not participate in, or intervene (including the publication or distribution of statements), in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, this Corporation shall not carry on any other activities not permitted to be carried on:

(a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code, or

(b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding provision of any future federal tax code.

#### Article IV. Powers.

The Corporation shall have and exercise all powers necessary or convenient to effect any or all of the purposes and to conduct any and all of the activities for which it is organized.

Article V. Membership.

The Corporation shall have no capital stock and no stockholders. The classes and qualifications of its members shall be as provided in the Bylaws.

Article VI. Board of Directors.

The number of the Directors of the Corporation shall be at least eleven. The Bylaws may provide for more than eleven Directors. The initial Directors shall be as provided for in Article VIII hereof, and future selection shall be as provided in the Bylaws.

Article VII. Registered Office and Agent.

The address, including street and number of its initial registered office, is 1889 F Street, NW, Suite 218, Washington, D.C., 20006, and the name of its initial registered agent at such address is Louis G. Ferrand.

Article VIII. Initial Directors.

The number of Directors constituting the initial Board of Directors is eleven. These persons shall serve as Directors until their successors are elected and qualified as set forth in the Bylaws:

ANA MILENA DE GAVIRIA; 2944 University Terrace, NW,  
Washington DC, 20016;

LOURDES MELGAR; 2440 Massachussetts Av, NW,  
Washington DC;

GLORIA DE GRANILLO; 5913 Lovejoy Court, Springfiel,  
VA, 22152;

GLORIA BLACKMAN; 4850 Linnean Ave, NW, Washington  
DC, 20008;

NORMA MONTANARO; 13713 Loree Lane, Rockville, MD,  
20853;

ROSARIO MEDERO MERCADER; 9001 Cleverwall Dr,  
Bethesda, MD, 20817;

NUNOTTE ZAMA; 2501 Q St, NW, Apt.416, Washington DC,  
20007;

ZITA CHEWNING; 3053 Normanstone Terrace, NW,  
Washington DC, 20008;

HILDA DE PAPARONI; 2712 32nd St, NW, Washington DC,  
20008;

PATRICIA GUILLERMO DE CHEA; 3300 N.Vermont St,  
Arlington, VA, 22207;

MINERVA ESPINAL DEL RISCO; 1669 East Ave, McLean,  
VA, 22101.

#### Article XI. Initial Officers.

These persons shall serve as Officers of the Corporation until their successors are elected and qualified as set forth in the Bylaws:

President: ANA MILENA DE GAVIRIA;

Vice President, Northern Region: LOURDES MELGAR;

Vice President, Central Region: GLORIA DE GRANILLO;

Vice President, Caribbean Region: GLORIA BLACKMAN;

Vice President, Southern Region: NORMA MONTANARO;

Secretary: ROSARIO MEDERO MERCADER;

Assistant Secretary: NUNOTTE ZAMA;

Treasurer: ZITA CHEWNING;

Assistant Treasurer: HILDA DE PAPARONI;

Executive Director: PATRICIA GUILLERMO DE CHEA;

Assistant Executive Director: MINERVA ESPINAL DEL RISCO.

#### Article X. Incorporators.

The following persons are the incorporators of this Corporation. Their names and addresses are:



1. CLAUDIA TABOADA DE ARCURI, 4848 Van Ness St, NW, Washintong DC, 20006;
2. GLORIA BLACKMAN, 4850 Linnean Ave, NW, Washington DC, 20008;
3. BESSIE MURPHY, 6301 Hunting Ridge Lane, McLane, VA, 22101;
4. MARIA TERESA DE CASAP, 5135 Massachussetts Ave, Bethesda, MD, 20816;
5. ANA MILENA DE GAVIRIA, 2944 University Terrace, NW, Washington DC, 20016;
6. XIMENA PACHON DE JARAMILLO, 6245 N.Kensington St, McLean, VA, 22101;
7. MINERVA ESPINAL DEL RISCO, 1669 East Ave, McLean, VA, 22101;
8. GLORIA DE GRANILLO, 5913 Lovejoy Court, Springfiel, VA, 22152;
9. ISABEL VILLAR, 4901 Glenbrook Rd, NW, Washington DC, 20016;
10. MARVA ANTOINE, 1701 New Hampshire Ave, NW, Washington DC, 20009;
11. PATRICIA DE CHEA, 3300 N.Vermont St, Arlington, VA, 22207;
12. NUNOTTE ZAMA, 2501 Q St, NW, Apt.416, Washington DC, 20007;
13. LOURDES MELGAR, 2440 Massachussetts Av, NW, Washington DC,
14. ZITA DE CHEWNING, 3053 Normanstone Terrace, NW, Washington DC, 20008;
15. NORMA DE MONTANARO, 13713 Loree Lane, Rockville, MD, 20853;
16. CECILIA PASTOR DE MARCHAND, 4728 Upton St, NW, Washington DC, 20007;
17. CORNELIA LAYNE, 7917 Cypress Grove Lane, Cabin John, MD, 20818;

18. ROSARIO MEDERO DE MERCADER, 9001 Cleverwall Dr,  
Bethesda, MD, 20817;
19. HILDA RAMIREZ DE PAPANONI, 2712 32nd St, NW,  
Washington DC, 20008;
20. ANA COLOMAR O'BRIEN, 8110 West Point Dr,  
Springfield, VA, 22153.

#### Article XI. Bylaws.

Bylaws of the Corporation may be adopted by the Directors at any regular meeting or at any special meeting called for that purpose with at least two weeks' advance notice to the Directors, so long as the Bylaws are not inconsistent with the provisions of these Articles. Bylaws may also be adopted at the annual meeting of the Corporation.

#### Article XII. Amendments.

These Articles may be amended in accordance with the Corporation's Bylaws.

#### Article XIII. Annual Meeting.

The Annual Meeting of the Corporation shall be held in accordance with the Corporation's Bylaws.


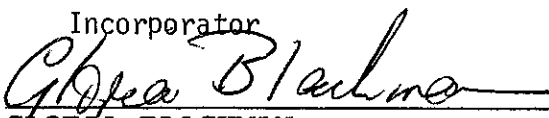

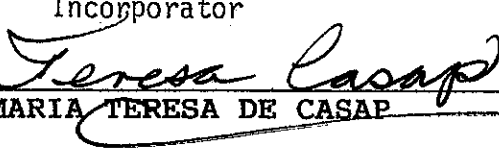
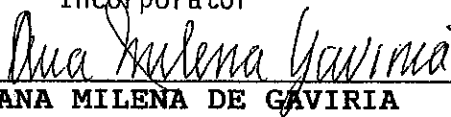
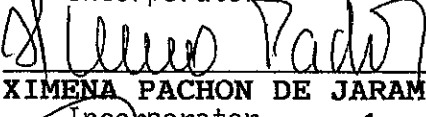



#### Article XIV. Dissolution.

The remaining assets of the Corporation, in the event of dissolution or final liquidation, shall be applied and distributed as follows:

All liabilities and obligations of the Corporation shall be paid, satisfied, and discharged, or provision be made therefor; any assets held on condition they be returned, transferred, or conveyed upon dissolution shall be disposed of in accordance with such requirements; all remaining assets of every nature and description whatsoever, shall be distributed to one or more organizations, corporations, funds or foundations, qualified for exemption from taxes as an exclusively charitable or educational corporation, fund, or foundation or for other purposes which qualify for exemption from taxes under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future tax Code, in such manner as the Board of Directors shall decide.

ORGANIZATION OF WOMEN OF THE AMERICAS



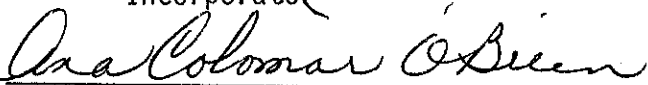
GIVEN UNDER OUR HANDS THIS 2<sup>nd</sup> DAY OF February, 1998

- | NAME  | ADDRESS  |
|---|--|
| 1. <u></u><br>CLAUDIA TABOADA DE <del>ALCURI</del>                 | 4848 Van Ness St.<br>Washington D.C. 20016         |
| Incorporator<br>2. <u></u><br>GLORIA BLACKMAN                      | 4850 Linnean Ave. N.W.<br>Washington D.C. 20008    |
| Incorporator<br>3. <u></u><br>BESSIE MURPHY                        | 6301 Hunting Ridge Lane<br>McLane, Va. 22101       |
| Incorporator<br>4. <u></u><br>MARIA TERESA DE CASAP               | 5135 Massachusetts Ave.<br>Bethesda, Md. 20816     |
| Incorporator<br>5. <u></u><br>ANA MILENA DE GAVIRIA              | 2944 University<br>Terrace Washington 20016        |
| Incorporator<br>6. <u></u><br>XIMENA PACHON DE JARAMILLO         | 6245 N. Kesington St.<br>McLean, Va. 22101         |
| Incorporator<br>7. <u></u><br>MINERVA ESPINAL DEL RISCO          | 1669 East Ave.<br>McLean, Va. 22101                |
| Incorporator<br>8. <u></u><br>GLORIA DE GRANILLO<br>Incorporator | 5913 Lovejoy Court<br>Springfield, Va. 22152       |
| 9. <u></u><br>ISABEL VILLAR<br>Incorporator                      | 4901 Glenbrook Rd., N.W.<br>Washington, D.C. 20016 |

ORGANIZATION OF WOMEN OF THE AMERICAS

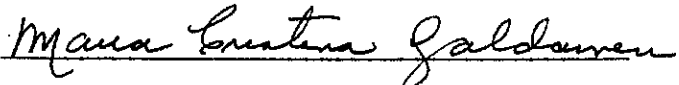
NAME	ADDRESS
10. <u><i>Marva Antoine</i></u> MARVA ANTOINE	1701 New Hampshire Ave. N.W. Washington, D.C. 20009
Incorporator	
11. <u><i>Patricia De Chea</i></u> PATRICIA DE CHEA	3,300 N. Vermont St. Arlington, Va. 22207
Incorporator	
12. <u><i>Nunotte Zama</i></u> NUNOTTE ZAMA	2501 Q St. N.W. Apt. 416 Washington, D.C. 20007
Incorporator	
13. <u><i>Loures Melgar</i></u> LOURDES MELGAR	2440 Massachusetts Ave. N.W. N.W. Washington D.C.
Incorporator	
14. <u><i>Zita de Cheuning</i></u> ZITA DE CHEUNING	3053 Normanstone Terrace N.W. Washington, 20008
Incorporator	
15. <u><i>Norma Montanaro</i></u> NORMA DE MONTANARO	13713 Loree Lane Rockville, Md. 20853
Incorporator	
16. <u><i>Cecilia Pastor</i></u> CECILIA PASTOR DE MARCHAND	4728 Upton St. N.W. Washington, D.C. 20007
Incorporator	
17. <u><i>Cornelia Layne</i></u> CORNELIA LAYNE	7917 Cypress Grove Lane Cabin John, Md. 20818
Incorporator	

ORGANIZATION OF WOMEN OF THE AMERICAS

- |     | NAME  | ADDRESS                                      |
|-----|---|--|
| 18. | <br>ROSARIO MEDERO DE MERCADER<br>Incorporator | 9001 Cleverwall Dr.<br>Bethesda, Md. 20817   |
| 19. | <br>HILDA RAMIREZ DE PAPARONI<br>Incorporator  | 2712 32nd St. N.W.<br>Washington, D.C. 20008 |
| 20. | <br>ANA COLOMAR O'BRIEN<br>Incorporator        | 8110 West Point Dr.<br>Springfiel, Va. 22153 |

Date Feb. 2nd, 1998

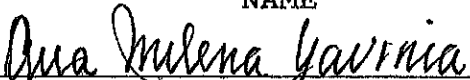




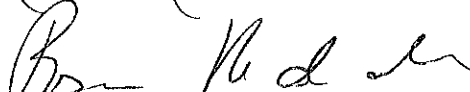
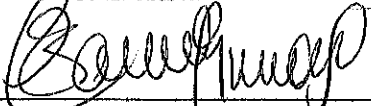

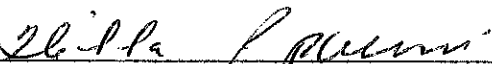


I, Maria Cristina Galdames, a Notary Public, hereby certify that on the 2nd day of Feb. / 1998, 1998, personally appeared before me Claudia Taboada de Arcuri, Gloria Blackman, Bessie Murphy, Maria Teresa de Casap, Ana Milena de Gaviria, Ximena Pachon de Jaramillo, Minerva Espinal del Risco, Gloria de Granillo, Isabel Villar, Marva Antoine, Patricia de Chea, Nunotte Zama, Lourdes Melgar, Zita de Chewing, Norma de Montanaro, Cecilia Pastor de Marchand, Cornelia Layne, Rosario Medero de Mercader, Hilda Ramirez de Paparoni, and Ana Colomar O'Brien, who signed the foregoing document as incorporators, and acknowledged that the statements therein contained are true.

  
Notary Public  
My Commission Expires May 14, 2000

ORGANIZATION OF WOMEN OF THE AMERICAS  
NAME AND ADDRESS OF INITIAL DIRECTORS

NAME	ADDRESS
<u>Ana Milena Gaviria</u> ANA MILENA DE GAVIRIA PRESIDENT	2944 University Terrace Washington 20016
<u>Melgar</u> LOURDES MELGAR VICE-PRESIDENT (NORTHERN REGION)	2440 Massachusetts Ave. N.W. N.W. Washington D.C.
<u>Gloria Granillo</u> GLORIA DE GRANILLO VICE-PRESIDENT (CENTRAL REGION)	5913 Lovejoy Court Springfield, Va. 22152
x <u>Gloria Blackman</u> GLORIA BLACKMAN VICE-PRESIDENT (CARIBBEAN REGION)	4850 Linnean Ave. N.W. Washington D.C. 20008
<u>Norma Montanaro</u> NORMA DE MONTANARO VICE-PRESIDENT (SOUTHERN REGION)	13713 Loree Lane Rockville, Md. 20853
<u>Rosario Medero de Mercader</u> ROSARIO MEDERO DE MERCADER SECRETARY	9001 Cleverwall Dr. Bethesda, Md. 20817
<u>Nunotte Zama</u> NUNOTTE ZAMA DEPUTY SECRETARY	2501 Q St. N.W. Apt. 416 Washington, D.C. 20007
<u>Zita de Cheuning</u> ZITA DE CHEUNING TREASURER	3053 Normanstone Terrace N.W. Washington, 20008
<u>Hilda Ramirez de Papanoni</u> HILDA RAMIREZ DE PAPANONI DEPUTY TREASURER	2712 32nd St. N.W. Washington, D.C. 20008
<u>Patricia de Chea</u> PATRICIA DE CHEA EXECUTIVE DIRECTOR	3,300 N. Vermont St. Arlington, Va. 22207
<u>Minerva Espinal del Risco</u> MINERVA ESPINAL DEL RISCO DEPUTY EXECUTIVE DIRECTOR	1669 East Ave. McLean, Va. 22101

ORGANIZATION OF WOMEN OF THE AMERICAS  
 NAME AND ADDRESS OF INITIAL DIRECTORS

NAME	ADDRESS
 ANA MILENA DE GAVIRIA PRESIDENT	2944 University Terrace Washington 20016
 LOURDES MELGAR VICE-PRESIDENT (NORTHERN REGION)	2440 Massachusetts Ave. N.W. N.W. Washington D.C.
 GLORIA DE GRANILLO VICE-PRESIDENT (CENTRAL REGION)	5913 Lovejoy Court Springfield, Va. 22152
x  GLORIA BLACKMAN VICE-PRESIDENT (CARIBBEAN REGION)	4850 Linnean Ave. N.W. Washington D.C. 20008
 NORMA DE MONTANARO VICE-PRESIDENT (SOUTHERN REGION)	13713 Loree Lane Rockville, Md. 20853
 ROSARIO MEDERO DE MERCADER SECRETARY	9001 Cleverwall Dr. Bethesda, Md. 20817
 NUNOTTE ZAMA DEPUTY SECRETARY	2501 Q St. N.W. Apt. 416 Washington, D.C. 20007
 LITA DE CHEWNING TREASURER	3053 Normanstone Terrace N.W. Washington, 20008
 HILDA RAMIREZ DE PAPARONI DEPUTY TREASURER	2712 32nd St. N.W. Washington, D.C. 20008
 PATRICIA DE CHEA EXECUTIVE DIRECTOR	3,300 N. Vermont St. Arlington, Va. 22207
 MINERVA ESPINAL DEL RISCO DEPUTY EXECUTIVE DIRECTOR	1669 East Ave. McLean, Va. 22101

ORGANIZATION OF WOMEN OF THE AMERICAS  
NAME AND ADDRESS OF THE FOUNDING MEMBERS

- |      | NAME  | ADDRESS  |
|------|---|--|
| 1.   | <u><i>C. Taboada</i></u><br>CLAUDIA TABOADA DE AECURI<br>ARCURI | 4848 Van Ness St.<br>Washington D.C. 20016         |
| x 2. | <u><i>Gloria Blackman</i></u><br>GLORIA BLACKMAN                | 4850 Linnean Ave. N.W.<br>Washington D.C. 20008    |
| 3.   | <u><i>Bessie Murphy</i></u><br>BESSIE MURPHY                    | 6301 Hunting Ridge Lane<br>McLane, Va. 22101       |
| 4.   | <u><i>Teresa Casap</i></u><br>MARIA TERESA DE CASAP             | 5135 Massachusetts Ave.<br>Bethesda, Md. 20816     |
| 5.   | <u><i>Ana Milena Gaviria</i></u><br>ANA MILENA DE GAVIRIA       | 2944 University<br>Terrace Washington 20016        |
| 6.   | <u><i>Ximena Pachon</i></u><br>XIMENA PACHON DE JARAMILLO       | 6245 N. Kesington St.<br>McLean, Va. 22101         |
| 7.   | <u><i>Minerva Espinal</i></u><br>MINERVA ESPINAL DEL RISCO      | 1669 East Ave.<br>McLean, Va. 22101                |
| 8.   | <u><i>Gloria Granillo</i></u><br>GLORIA DE GRANILLO             | 5913 Lovejoy Court<br>Springfield, Va. 22152       |
| 9.   | <u><i>Isabel Villar</i></u><br>ISABEL VILLAR                    | 4901 Glenbrook Rd., N.W.<br>Washington, D.C. 20016 |



ORGANIZATION OF WOMEN OF THE AMERICAS  
NAME AND ADDRESS OF THE FOUNDING MEMBERS

- |     | NAME  | ADDRESS  |
|-----|---|--|
| 10. | <i>Marva Antoine</i><br>MARVA ANTOINE               | 1701 New Hampshire Ave. N.W.<br>Washington, D.C. 20009 |
| 11. | <i>Patricia de Chea</i><br>PATRICIA DE CHEA         | 3,300 N. Vermont St.<br>Arlington, Va. 22207           |
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