

BYLAWS

PROGRAMA PRO NIÑOS INCAPACITADOS DEL LAGO, A.C.

Adopted: February 5, 2004
Revised: February 2008

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June 16, 2008

ARTICLE I - NAME

Section 1. The name of the organization (Ref. Constitution, Article II) shall be:
Programa pro Niños Incapacitados del Lago, A.C, also know as PPNI A.C.

Section 2. The organization is registered as an *Asociacion Civil (A.C.)* a nonprofit organization in the state of Jalisco, The Republic of México, on 12 November 1993 and authorized in 1995 by the *Hacienda* (tax office) to receive donations.

Section 3. These Bylaws are written to support the Constitution (*Acta Constitutiva*) as originally written in 1993 and its subsequent amendments as registered with the State of Jalisco and the Republic of México.

ARTICLE II - AIMS AND PURPOSES

Section 1. *Programa pro Niños Incapacitados del Lago, A.C.*, (also referred to in the following as “the organization, is a nonprofit organization whose objective is the development of activities for the prevention and care of disabilities, such as: physical therapy, consultations with specialists and functional aids such as wheel chairs, prosthesis and orthopedic apparatus for needy persons, through the age of 16, in the communities of Lake Chapala in the State of Jalisco. (Ref. Constitution Section IV.)

Section 2. Other aims and purposes of the *Programa pro Niños Incapacitados del Lago, A.C.* are, with the approval of the Board of Directors:

- A. Provide transportation for children accompanied by a parent to receive medical attention.
- B. Provide medical treatments, surgical operations, medicines and medical supplies as needed.
- C. Locate and coordinate alternative sources of healthcare funding for children from other service groups providing such services.

Section 3. Clients of the *Programa pro Niños Incapacitados del Lago, A.C.* are defined as children and adolescents from birth through 16 years of age who reside within the Lakeside area and who have health problems that their parents are unable to provide for through their own insurance or financial means.

ARTICLE III - ADMINISTRATION

Section 1. The organization shall be shall be administered by a Board of Directors (Ref. Constitution Article VII-XIII and Amendments) consisting of eight elected officers: the President, Vice President, Secretary, Treasurer, Director, Clinic Coordinator, Family Coordinator and Records Administrator.

Section 2. Individuals may be appointed to serve as non-voting members of the Board of Directors in an advisory capacity on an “as need” basis (such as the Chairs of Committees or Honorary Members) at the discretion of the President and Board officers.

Section 3. The Board officers shall be elected at the Annual Membership Meeting of the organization. The term of all elected offices shall be for two years.

Section 5. Eligibility of candidates for officers requires residency at Lakeside (minimum of 6 months per year) and paid-up current membership.

Section 5. Each officer shall have responsibilities as outlined in Article VI, and the specific powers and duties as outlined in Article VII.

Section 6. Committee Chairs are to be nominated by the President and approved by the Board and shall have responsibilities as outlined in Article VIII.

ARTICLE IV - MEMBERSHIP

Section 1. Membership in *Programa pro Niños Incapacitados del Lago, A.C.* shall be open to all persons, Mexican or non-Mexican if willing to comply with the Bylaws and help the organization personally or economically by paying annual membership dues, on a calendar year basis. The Board of Directors shall establish the amount of such annual membership dues each year.

Section 2. Only current paid-up members may vote, hold office or serve as Committee Chairs.

Section 3. The President, with the approval of the Board, may recommend honorary members of the organization.

ARTICLE V - MEETINGS

Section 1. The following rules shall apply to all Meetings, except where noted by an asterisk (*).

- A. Attendance at General Meetings will be open to all those interested in the activities of *Programa pro Niños Incapacitados del Lago, A.C.*
- B. Voting privileges at all Meetings shall be limited to current paid-up members.
- C. A quorum shall consist of fifty-one percent (51%) of the membership. If this percentage is not present for the meeting, the presiding officer may call for another meeting immediately, with the vote of the majority of the members present ruling; or the presiding officer may set the meeting for a time, date and place, occurring in the next thirty (30) days. *An exception to the number making a quorum appears in Article V, Section 2, Paragraph D, in regard to a quorum for the Board of Directors meetings.
- D. The Secretary shall keep accurate minutes of all Meetings.
- E. All votes shall require a simple majority for passage, except for amendments to the Constitution or Bylaws, which require a two-thirds vote, and for dissolution of the Organization, which requires a three-fourths vote.
- F. The President's or presiding officer's vote shall be considered in the event of a tie vote.

Section 2. Meetings shall be of the following types:

- A. Annual Membership Meeting: Shall be held at time determined by the Board, with fifteen (15) days prior written notice to the membership (through email and notice in local paper); such notice providing information of the time, date and place of the meeting, and listing the report of the Nominating Committee to be presented at the meeting, and any proposed changes to the Bylaws. The business of the Annual General Meeting shall be to:

- a. Present reports of the officers and committees on the activities of the organization.
 - b. Vote on the slate of officers as presented by the Nomination Committee and any additional names submitted as below. Any member making a nomination from the floor is required to have first obtained a written statement indicating the signature of the nominee indicating willingness to serve in that position for the term of office.
 - c. Vote on changes to the Bylaws.
 - d. Approve the Annual Budget submitted by the Board for the following year.
 - e. Vote on any issues submitted by the Board of Directors.
 - f. Vote on any issues that have been submitted to the President, in writing, at least ten (10) days in advance of the meeting.
- B. General Meetings: Shall be held monthly (September through June) at a time, date and place established by the President with Board concurrence. The business of these meetings shall be to:
- a. Inform the membership and friends of current medical aid programs and projects for children.
 - b. Inform the membership and friends of current fund-raising projects.
 - c. Obtain volunteers for both medical and fund-raising programs and projects.
 - d. Provide an opportunity to sign up new Members.
- C. Board of Directors Meetings: Shall be held as necessary for the operation of the organization, with the time, date and place established by the President. Four (4) of the total of seven (8) voting Board officers shall constitute a quorum. The business of the Board shall be to:
- a. Receive, review and approve reports of the officers.
 - b. Receive, review and approve appointments and reports of Committees and Special Appointees.
 - c. Prepare an Agenda for the upcoming General Meeting.
 - d. Conduct the various affairs of *Programa pro Niños Incapacitados del Lago, A.C.* as outlined in Article VI.
- D. Special General Meetings: Special General Meetings may be called to address a specific issue or emergency by a simple majority of Board officers. Notification must be made on the time, date, place and agenda of the meeting to all members at least 15 days in advance of the meeting.

<p>ARTICLE VI - RESPONSIBILITIES OF THE BOARD OF DIRECTORS</p>

Section 1. The responsibilities of the Board of Directors shall be to:

- A. Advance and enact all the objectives of the organization.
- B. Govern all affairs of the organization (financial, legal, management etc.) according to the Civil Association Charter, Mexican Laws and regulations and these Bylaws.
- C. Oversee the assets of the organization.
- D. Develop and approve an annual budget.
- E. Obtain support from existing medical facilities and agencies for disabled children in the area.
- F. Coordinate and assist clients to obtain additional or alternative medical services, if available from other funded agencies, and/or when the client no longer qualifies for support from the organization.
- G. Select, schedule and organize fund-raising programs to support medical programs for the clients of the organization.
- H. Review and approve all expenses, including client requests for medical services, in excess of \$2000 USD or peso equivalent.

- I. Review and approve all special circumstance exceptions to the client age limitation.
- J. Review and approve all appointments of Committee Chairs as proposed by the President.

ARTICLE VII - DUTIES OF OFFICERS

Section 1. The officers shall have the following duties.

A. The President:

- a. Executes the objectives of the organization.
- b. Presides over Board and Membership meetings and other ceremonies and functions of the organization.
- c. Is responsible for meeting the requirements of the A.C. Charter and the implementation of these Bylaws and subsequent amendments.
- d. Administers overall activities with all power as specified in the Article 2554, second paragraph of Civil Code of the Federal District and also specified in Article 2475 of the Civil Code of the State of Jalisco and any subsequent amendments to these codes.
- e. Executes dominion over all physical belongings of the organization as specified in paragraph 3 of Article 2475 of the Civil Code of the State of Jalisco and any subsequent amendments to these codes.
- f. Represents the organization in any legal matters.
- g. Represents the organization before all authorities of the municipality, state or federal government as specified in paragraph 1 of Article 2554 of the Civil Code of the Federal District and Article 2475 of the Civil Code of the State of Jalisco and any subsequent amendments to these codes.
- h. Authorizes financial negotiations subject to the laws of Mexico.
- i. Serves as Chair the Budget Committee.
- j. Appoints and dismisses, as approved by the Board, all committee chairs, advisors and other appointed positions.
- k. Calls for reports from Board members, committees and special appointees.
- l. Appoints Board members as vacancies occur with the prior approval of the Board.
- m. Votes on motions at all meetings only in the event of a tie vote.

B. The Vice President:

- a. Assists the President.
- b. Assumes the duties of the President in the President's absence.
- c. Oversees and coordinates all fund-raising events, working with the appointed chairperson of each event.
- d. Is a voting member of the Board of Directors.

C. The Secretary:

- a. Maintains accurate minutes of all Board and Membership Meetings.
- b. Prepares and e-mails notices to the membership as directed by the Board.
- c. Maintains the attendance sign-up sheets at all General and Annual Membership Meetings and turns over new information to the Membership Chair.
- d. Creates and maintains an e-mail list for distribution of Meeting Minutes and other information for all members.
- e. Maintains all correspondence of the organization as directed by the Board.
- f. Maintains files of all past minutes, correspondence and reports, and turns these over to the next secretary.
- g. Is a voting member of the Board of Directors.

- D. The Treasurer:
- a. Maintains accurate accounting records (assets, income, expenses and liabilities) of all activities of the organization.
 - b. Maintains and disperses funds as approved by the President and/or the Board.
 - c. Receives membership fees and donations and enters data into the member/donor database.
 - d. Deposits all monies received by the organization in the organization's bank account at the bank chosen by the Board.
 - e. Works in cooperation with the appointed Mexican Accountant on periodic financial reports required by the A.C. Charter and Mexican laws and regulations.
 - f. Provides regular financial reports for the Board and membership, including information on financial trends or problems as they arise.
 - g. Provides the Board with a detailed semiannual report based on the projections in the Annual Budget.
 - h. Authorizes financial negotiations subject to the laws of Mexico, in addition to the President, with the consent of the Board.
 - i. Fills out the semiannual financial statements required by IJAS.
 - j. Serves as a member of the Budget Committee.
 - k. Is a voting member of the Board of Directors.
- E. The Director:
- a. Acts as the official contact with *Hacienda Federal* (federal tax office) for necessary negotiations and needed documentation (such as donations of equipment from foreign countries, clarifying rules for charities, annual renewal by the Hacienda of the organization's authorization to receive donations, submission of official change of address, and annual audit (dictamen) of accounts by a certified accountant).
 - b. Arranges the necessary notarization of certified documents, Amendments to the Constitution, Bylaws and Minutes of Annual Membership Meetings, and whatever notarization and certification of documents as necessary.
 - c. Arranges for the preparation, translation, submission and transmission of the necessary legal and financial reports to be submitted periodically to the Mexican government in accordance with the A.C. Charter and Mexican Laws and regulations.
 - d. Provides semiannual reports required by the *Instituto Jalisciense de Asistencia Social (IJAS)*.
 - e. May represent, in addition to the President, the organization before all classes of administrative authorities, judicial, municipal, state or federal.
 - f. Makes regular Reports at Board and General Meetings.
 - g. Assumes the duties of the President in the absence of the President and the Vice President.
 - h. Is a voting member of the Board of Directors.
- F. Clinic Coordinator:
- a. Coordinates Clinic staff for processing clients and dispersing funds to families.
 - b. Maintains Clinic records and completes Monthly Clinic Reports with copies (along with facturas) to the Treasurer for submission to the Accountant and a copy to the Records Administrator for entry into the database.
 - c. Serves as Chair of the Patient Registration Review Committee to review client's registration issues (need, health problem, age, or expenses over \$2000USD) and submits recommendations to Board for approval.
 - d. Serves as a member of the Finance Committee.
 - e. Is a voting member of the Board of Directors.
- G. Family Coordinator:
- a. Provides support and information for families of patients helped by the organization.
 - b. Coordinates the programs of the organization with those of DIF Chapala, DIF Jalisco and whatever specialists and hospitals are necessary.

- c. Supervises the provision to the patients of medical equipment such as wheelchairs, walkers and others, including their repair.
 - d. Assists the Clinic staff with the review of patient records and serves on the Patient Registration Review Committee.
 - e. Is a voting member of the Board of Directors.
- H. The Records Administrator:
- a. Creates a data base for entry of patient treatment and expenses.
 - b. Supervises entry of patient data to maintain case history records on all patients enrolled in the program.
 - c. Generates reports as needed by the Clinic Coordinator for Clinic use or the Board for internal review.
 - d. Generates Semiannual Reports for the Director as required for submission to Instituto Jalisciense de Asistencia Social (IJAS).
 - e. Is a voting member of the Board of Directors.

<p>ARTICLE VIII - COMMITTEES</p>

Section 1. The following Committees may be appointed by the President with the approval of the Board of Directors.

- A. The Nominating Committee shall consist of at least three members of the organization, not currently up for election, and as approved by the Board. The duties of the Nominating Committee shall be to:
 - a. Prepare a slate for the nomination of members of the Board of Directors for election at the Annual Membership Meeting.
 - b. Identify and recruit leadership, making every effort to encourage general membership participation in all activities.
 - c. Obtain a written statement of willingness to serve from each nominated officer.
 - d. Present a list of Nominees for elected officers to the Board of Directors, for their approval, thirty (30) days in advance of the Annual General Meeting.
 - e. After approval, publish the slate to the membership at least 15 days in advance of the Annual Membership Meeting.

- B. The Budget Committee shall be chaired by the President. Members include the Vice President, Treasurer and Clinic Coordinator. The duties of the Budget Committee shall be to:
 - a. Establish funding priorities and target fund-raising goals for the year.
 - b. Develop an Annual Fiscal Year Budget listing anticipated revenues and expenses in light of past expenditures and current projects.
 - c. Submit the Budget to the Board for approval by November.
 - d. Respond to financial emergencies as necessary and obtain Board approval when necessary.
 - e. Provide financial information to requesting agencies as required.

- C. The Membership Committee shall be chaired by a member of the organization as appointed by the President and with the approval of the Board. The duties of the Membership Committee shall be to:
 - a. Collect annual membership fees.
 - b. Develop and distribute membership cards.
 - c. Maintain a database of member information.
 - d. Provide e-mail information to the Secretary for creation of an e-mail list.
 - e. Make regular reports including solicitation of new members at General Meetings.

- D. The Public Relations Committee shall be chaired by a member of the organization as appointed by the President and with the approval of the Board for the purpose of coordinating all publicity on medical and fund-raising programs and events of the organization. The duties of the Public Relations Committee shall be to:
 - a. Write and distribute press releases.
 - b. Design and distribute posters and/or flyers.
 - c. Design and place newspaper ads.
 - d. Make regular reports to the Board.
 - e. Maintain website for organization (programaninos.org) to inform members and the public of organization activities and assistance provided to clients.

- E. The Fund-Raising Events Committee shall be chaired by the Vice President of the Board. The duties of the Fund-Raising Events Committee shall be to:
 - a. Develop programs and events to raise funds for continuing the work of the organization.
 - b. Schedule all events as appropriate throughout the coming year.
 - c. Appoint chairs for various annual events.
 - d. Supervise event chairs providing assistance where needed.
 - e. Make regular reports to the Board on organization of events.

<p>ARTICLE IX - LIMITATIONS AND RESTRICTIONS</p>

Section 1. The following are limitations and restrictions on members of the organization:

- A. Under no circumstances shall any member use, or cause to be used, the name of the organization in regard to any endorsement, activity, or representation without the prior written approval of the Board of Directors.

- B. No member shall receive any pay or remuneration or payment in kind from the organization, its members or others for any services, medical or otherwise, provided to the organization without the approval of the Board of Directors.

- C. Ideally, members of the same household shall not serve on the Board of Directors at the same time, but they may serve on Committees.

- D. It is prohibited to use the name of the organization in political campaigns or propaganda, or publication of proselytizing analysis or investigation to influence legislation, or technical assistance to a government organism that was not solicited in writing.

- E. Activities shall be exclusively for the accomplishment of the social objectives (as outlined in Article II).

- F. The basic aim of the organization (Article II, Section 1) cannot be modified or changed.

Section 2. The following procedures shall be used for dissolving the organization:

- A. This organization may be dissolved by a three-quarter vote of the eligible voting members present at a Special General Meeting called by the Board of Directors expressly for this purpose.

- B. A person shall be appointed at this time to close out all pending business of the organization.
- C. All assets and records shall be turned over to the person designated by the Board of Directors.
- D. Any monies, possessions or properties left over at this time shall be donated to other entities authorized to receive donations.

ARTICLE X - AMENDMENTS TO THE BYLAWS

Section 1. Any member(s) may originate and propose an addition, deletion and/or change to the Bylaws by submitting a written signed statement to the President and/or Board of Directors, outlining the following:

- A. The objection to the existing Bylaws, referring to the Article, Section, Paragraph and sub-paragraph.
- B. Stating the probable advantages and reasons for the requested addition, deletion and/or change to the Bylaws.
- C. Providing a clear statement of the suggested wording of the proposed new by-law.
- D. Submitting the statement to the President and/or Board of Directors at least 25 days in advance of the Annual Meeting or any other membership meeting.

Section 2. The Board shall then take the following steps:

- A. The President and/or Board of Directors shall have the right to confer and discuss the requested addition, deletion, and/or change to the Bylaws with the originating member(s).
- B. The requested addition, deletion and/or change to the Bylaws shall be provided to the entire membership in writing at least fifteen (15) days prior to the Annual Meeting or any other membership meeting for its consideration and vote at the ensuing meeting.
- C. The President and/or Board of Directors shall have the right to indicate its recommendations to the entire membership regarding its considered opinion of the requested addition, deletion and/or change to the Bylaws.
- D. The Constitution or Bylaws may be modified or amended by a two-thirds (2/3rds) vote of those present at the Annual Meeting.