

**U.S.-MEXICO
BORDER HEALTH ASSOCIATION**

BYLAWS

Secretariat:
Field Office/United States-Mexico Border
Pan American Health Organization
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October, 1993

**BYLAWS OF THE
UNITED STATES-MEXICO BORDER
HEALTH ASSOCIATION**

ARTICLE I - NAME AND LOCATION

1.01 NAME

The name of the Organization shall be the United States-Mexico Border Health Association (here-after known as "The Association")

1.02 LOCATION

The office of the Association is located in El Paso, Texas U S A

ARTICLE II - SEAL

2.01 SEAL

The seal of the Association will be the logotype determined by through a contest

ARTICLE III - PURPOSES

3.01 PURPOSES

The purposes of the Association are: to bring together persons and institutions actively engaged or interested in binational health activities between the United States of America and the United Mexican States; foster a better understanding of health needs and problems; promote public and personal health through mutual assistance; serve as a mechanism for communication and collaboration among Federal, State and Local Health authorities of both countries, and carry out support activities for health programs in accordance with these Bylaws.

ARTICLE IV - MEMBERS

4.01 CLASSES OF MEMBERS

The Association shall have the following classes of members: Regular Members, Institutional Members and Honorary Members.

4.02 REGULAR MEMBERS

a) *Eligibility.* Individuals who work and/or support health programs and are in agreement with the objectives of the Association are eligible to be Regular Members.

b) *Admission of Regular Members and Dues.* The Governing Council shall establish the procedures or admission and suspension of regular Members and the dues to be paid.

c) *Rights.* Regular members have the right to attend the General Assembly of the Association, to vote and to hold office.

d) *Duties.* Regular Members shall comply with these Bylaws, carry out the functions assigned by the dispositions of the Governing Council, the Executive Committee, or the General Assembly; and be current in the payment of dues.

4.03 INSTITUTIONAL MEMBERS

a) *Eligibility.* Health and training agencies a institutions and related organizations that are interested in actively supporting the objectives of the Association may become Institutional Members.

b) *Admission of Institutional Members and Dues.* The Governing Council shall establish the procedures for admission and suspension of Institutional Members and dues to be paid by them.

c) *Rights.* Institutional Members shall have the right to attend, without vote, the General Assembly of the Association.

d) *Duties.* Institutional Members shall comply with these Bylaws; carry out the functions assigned by the Executive Committee, Governing Council or the General Assembly; and be current in the payment of dues.

4.04 HONORARY MEMBERS.

a) *Eligibility.* Individuals distinguished by their outstanding services to the Association are eligible to become Honorary Members.

b) *Admission of Honorary Members and Dues.* The Awards Committee shall recommend eligible persons to the Governing Council and, in turn, the Governing Council shall present them to the General Assembly for approval. Honorary Life Members are not required to pay dues.

c) *Rights.* Honorary Members have the right to attend the General Assembly of the Association, to vote and to hold office.

d) *Duties.* Honorary Members shall comply with these Bylaws, and carry out the functions assigned by the Executive Committee, Governing Council, or the General Assembly.

ARTICLE V - GENERAL ASSEMBLY

5.01 FORMATION

All Regular and Honorary Members present and at the annual session and entitled to vote, shall constitute the General Assembly.

5.02 FUNCTIONS

The functions of the General Assembly are:

- a) Determine the policies of the Association.
- b) Receive the recommendations of the Governing Council and of the Members and act accordingly.
- c) Elect the Officers of the Association as provided by these Bylaws.
- d) Elect the Members of the Governing Council, as provided by these Bylaws.
- e) Comply with the provisions of Article XVI of these Bylaws.

5.03 MEETINGS

- a) *The General Assembly* shall be held annually at a time and place to be designated by the Governing Council.
- b) *Notification*. Notice of the time and place for the General Assembly shall be given to all Members at least thirty days in advance.
- c) *Vote*. Each Regular and Honorary Member shall have one vote in the General Assembly. Vote may be by mail, as provided by these Bylaws.
- d) *Quorum*. All Members present at the General Assembly and entitled to vote shall constitute Quorum.
- e) *Majority*. Unless otherwise provided herein, all decisions will be by simple majority of those Members present and voting, including votes by mail.
- f) *Registration Fees*. The registration fees shall be determined by the General Assembly upon recommendation by the Governing Council.

ARTICLE VI - GOVERNING COUNCIL

6.01 COMPOSITION

The Governing Council shall be composed of the following Officers who shall be selected as provided by these Bylaws.

- a) The President
- b) Two Vice-Presidents, one from the United States, the other from Mexico.
- c) Four Membership Representatives, two from the United States and two from Mexico.
- d) One Representative from each of the Binational Health Councils.
- e) Co-Chairmen to the Technical Section.
- f) The President shall appoint Members to fill vacancies occurring between the regular meetings of the Governing Council

6.02 EX-OFFICIO MEMBERS

The immediate Past-President, the President-Elect, the PAHO/Federal Conference Group, the State Health Officers Conference Group, the Executive Director, and the Secretary-Treasurer, shall be ex-officio members of the Governing Council.

6.03 TERM

The term of the members of the Governing Council shall be one year, beginning on July 1, with the exceptions established by the Bylaws.

6.04 FUNCTIONS

The functions of the Governing Council are the following:

- a) Review the reports and recommendations presented to them by the Executive Committee.
- b) Approve the program budget of the Association.
- c) Make recommendations to the General Assembly.
- d) Act as final authority in the settlement of any controversy regarding the interpretation of these Bylaws
- e) Establish Standing Committees; Conference Groups and Technical Sections, and approve their rules as provided by these Bylaws in case of conflict between any of those rules and these Bylaws, the latter should always prevail.
- f) Establish rules of procedure for admission or suspension of members as well as the amount of membership dues.
- g) Submit for the General Assembly's approval, nominees for Honorary Members, Outstanding Worker and other awards decided upon.
- h) Propose to the General Assembly the time, place and registration fee for the Annual Meeting.
- i) Perform any other functions assigned by the General Assembly.

6.05 MEETINGS

- a) The Governing Council shall hold regular meetings during the Annual Meeting.
- b) The Executive Committee or a majority of the voting Members of the Governing Council can call special meetings.
- c) Meetings of the Governing Council shall be open to all Members, unless the Council decides to close the meeting.

6.06 VOTE

Each member of the Governing Council who is current in the payment of dues has the right to cast one vote. Ex-Officio members do not have the right to vote. Tied votes will be decided by drawing lots.

6.07 QUORUM

A simple majority of the voting members of the Governing Council shall constitute a quorum.

6.08 DECISIONS

Decisions of the Governing Council shall be by a simple majority of those present and voting, unless otherwise provided by these Bylaws.

ARTICLE VII - EXECUTIVE COMMITTEE

7.01 COMPOSITION

The Executive Committee shall be composed of the President, the two Vice-Presidents, the Secretary of Health and Human Services of the United States and the Minister of Health of Mexico or their representative; the Director of PAHO or his representative; and duly designated representatives from the State Health Officers Conference Group, the University Network Conference Group and the Local Health Officers Conference Group. The Immediate Past-President, the President-Elect, the Executive Director and the Secretary/Treasurer shall be ex-officio, non-voting members.

7.02 FUNCTIONS

- a) Administer the business of the Association between meetings of the Governing Council.
- b) Instruct the Secretariat of the Association regarding preparation for the meetings of the Governing Council and General Assembly.
- c) Prepare the programs and budget for the Association taking into account comments received from the PAHO/Federal Conference Group.
- d) Execute such other functions as may be delegated to it by the General Assembly or Governing Council.

7.03 MEETINGS

Meetings may be called by the President in coordination with the Executive Director, or by written request of at least four of the members.

7.04 REPORTS

Decisions made by the Executive Committee shall be reported to the Governing Council.

7.05 QUORUM AND VOTING

A simple majority of the voting members shall constitute a quorum. Each member has one vote. Decisions shall be made by a simple majority of voting members present and voting.

ARTICLE VIII - OFFICERS

8.01 OFFICERS

The Officers of the Association are:

- a) President
- b) Two Vice-Presidents, one from the United States, the other from Mexico
- c) Immediate Past-President (ex-officio)

- d) President-Elect (ex-officio)
- e) Executive Director (ex-officio)
- f) Secretary/treasurer (ex-officio)

8.02 SELECTION

- a) The President and two Vice-Presidents shall be elected by as provided herein.
- b) The office of President shall be alternated between the U.S. and Mexico.
- c) The Executive Director and the Secretary/Treasurer shall be appointed by the PAHO Director, in accordance with the Rules of that Organization.
- d) Candidates for elective offices must have been Regular Members for at least one year and must be in good standing with the Association.

8.03 VACANCIES

- a) In absence of the President, the Vice-President of the same country shall serve.
- b) In the absence of both the President and the Vice-President, the Governing Council shall appoint an Acting President from the appropriate country's voting members on the Governing Council.
- c) In the absence of the Executive Director, the Acting Chief of the PAHO Field Office shall act as executive Director. In the absence of the Secretary/Treasurer, a person designated by the Chief or Acting Chief of the PAHO Field Office shall act as Secretary/Treasurer.
- d) The President shall appoint Members to fill such other vacancies as may occur between the regular meetings of the governing Council, except for the Executive Director and Secretary/Treasurer.

8.04 TERMS

The term of office shall be one year beginning on the first day of July. Except for the President and President-Elect, candidates may be elected for two consecutive terms.

8.05 DUTIES

- a) All officers shall carry out the functions normally associated with their office, as well as specific duties defined herein or assigned by the Governing Council, Executive Committee, or General Assembly.
- b) The President and Executive Director are ex-officio non-voting members of all Committees.
- c) The President shall preside at all meetings of the Executive Committee, Governing Council, and the General Assembly, may sign on behalf of the Association, shall represent the Association, and perform other functions as established by these Bylaws.

ARTICLE IX - ELECTIONS

9.01 ELECTIONS PROCEDURE

Election of Officers and Membership Representatives to the Governing Council, shall be made at the Annual Meeting or by mail ballots except as otherwise herein.

- a) *Officers and Representatives.* The Officers of the Governing Council and membership Representatives shall be elected by the General Assembly as provided herein.
- b) *Votes.* All Regular and Honorary Members in good standing shall be entitled to vote, in person or by mail, for Officers of the Association and for General Membership Representatives to the Governing Council.
- c) *Through NEWS,* members of the Association will be requested to send in writing to the Nominations Committee their proposals for candidates for

President-Elect, Vice Presidents and Membership Representatives to the Governing Council.

d) *Mailing of Ballots.* Ballots shall be mailed by the Executive Director at least forty-five (45) days prior to the election.

e) *Ballots.* A printed ballot, prepared by the Nominations Committee, shall show for each vacant office the name of the candidate and a space for voters to indicate their nationality. A blank space also shall be provided for write-in ballots to vote for those whose name is not included in the ballot.

f) *Slate of Candidates.* Seventy-five (75) days before the election, the Nominations Committee shall prepare a slate of candidates as follows: President-Elect (1) Vice-Presidents (2) and Membership Representatives to the Governing Council (4).

g) *Criteria for Nomination.* When preparing the slate of nominees, the Nominations Committee shall consider an equal representation from the border states of United States and from Mexico.

h) *Acceptance by Nominees.* All nominees must be contacted to see if they are willing to serve if elected. This consent by nominees must be delivered in writing to the Secretariat before their name can be placed on the ballot.

9.02 COUNTING OF VOTES

a) *Distribution of Ballots.* A ballot shall be mailed to each eligible voting member together with the pre-registration notice for the Annual Meeting.

b) *Return and Delivery of Ballots.* Once they are received, ballots shall be deposited in a ballot box that will remain available until the evening of the First Session of the Governing Council.

c) *Scrutiny and Counting of Ballots.* All ballots shall be counted by four tellers appointed at the First Session of the Governing Council.

d) *Tellers Report.* The Tellers' Report shall be made to the Governing Council.

e) *Results.* Candidates receiving the highest number of valid votes shall be declared elected during the General Assembly.

ARTICLE X - CONFERENCE GROUPS, STANDING COMMITTEES, AND TECHNICAL SECTIONS

10.01 CONFERENCE GROUPS

The Association shall have the following Conference Groups:

- I) PAHO/Federal Conference Group
- II) State Health Officers Conference Group
- III) Local Health Officers Conference Group
- IV) University Conference Group
- V) Binational Health Councils

10.02 PAHO/FEDERAL CONFERENCE GROUP

a) *Composition.* The PAHO/Federal Conference Group shall be composed of the Secretary of Health and Human Services of the United States, the Secretary of Health of Mexico and the PAHO Director, or their respective representatives.

b) *Functions.* The PAHO/Federal Conference Group shall review and comment on the program budget of the Association; support the program of the Association; and promote and support Binational collaboration in health activities throughout the border area.

c) *Officers and Rules of Procedure.* The PAHO/Federal Conference Group shall determine its own Rules of Procedure and elect its own officers.

10.03 STATE HEALTH OFFICERS CONFERENCE GROUP

a) *Composition.* The State Health Officers Conference Group is composed of the Health Officers of the U.S. and Mexican Border States or their representatives.

b) *Functions* To State Health Officers Conference Group shall study common health problems, propose appropriate measures for their solution, assess the results and present recommendations to the Governing Council.

c) *Officers and Rules of Procedure.* The State Health Officers Conference Group shall determine its own rules, and elect its own officers.

10.04 LOCAL HEALTH OFFICERS CONFERENCE GROUP

a) *Composition.* The Local Health Officers Conference Group consists of the Local Directors or those responsible for the Health Departments in the border cities.

b) *Function.* The Local Health Officers Conference Group shall study common health problems and to propose appropriate measures for their solution, assess the results and present recommendations to the Governing Council.

c) *Officers and Rules of Procedure.* The Local Health Officers Conference Group shall elect its own officers and shall submit its internal rules to the Governing Council for approval.

10.05 UNIVERSITY CONFERENCE GROUP

a) *Composition.* The University Conference Group is composed of Universities and higher education Institutions interested in health problems in the border area of both countries.

b) *Functions.* The University Conference Group shall strengthen ties among academic institutions and support educational programs for the promotion of community health in the border area.

c) *Officers and Rules of Procedure.* The University Conference Group shall elect its own officers and shall prepare its own internal rules to be approved by the Governing Council.

10.06 BINATIONAL HEALTH COUNCILS

a) *Composition.* Binational Health Councils are composed of members residing in adjacent border localities. They shall be established or abolished upon recommendation of the Governing Council, subject to approval of the General Assembly. (Enclosure I lists the existing Councils; this list will be up dated every year.)

b) *Functions.* The Health Councils shall study health problems common to a specific binational area, propose actions for their solution, assess the results and present recommendations to the Governing Council.

10.07 STANDING COMMITTEES

The Association shall have the following Standing Committees:

- Standing Committee on Nominations
- Standing Committee on Awards
- Standing Committee on Annual Meeting
- Standing Committee on Publications
- Standing Committee on Education, Training and Research

10.08 STANDING COMMITTEE ON NOMINATIONS

a) *Composition.* The Nominations Committee shall consist of two Members, one from each country, who will serve for a two year term, and four Members (two from each Country), elected for one year, all of them appointed by the Governing Council.

b) *Functions.* The functions of the Nominations Committee are those described in Article IX.

10.09 STANDING COMMITTEE ON AWARDS

a) *Composition.* The Awards Committee is composed of four Members (two for each country), designated by the Governing Council to serve until the next Annual Meeting.

b) *Functions.* The Awards Committee shall nominate candidates for Honorary Memberships, Outstanding Health Workers, as well as other awards or honors that the Governing Council may choose.

c) *Officers.* The Awards Committee shall designate the Co-Chairpersons of the Awards Committee, one from each country.

10.10 STANDING COMMITTEE ON ANNUAL MEETING

- a) *Composition.* The Standing Committee on Annual Meeting is composed of two Co-Chairmen and two Co-Secretaries designated by the Governing Council to serve for a two-year period.
- b) *Functions.* The role of the Standing Committee on Annual Meeting is to participate with the Secretariat in the organization of the Annual Meeting.

10.11 STANDING COMMITTEE ON PUBLICATIONS

- a) *Composition.* The Standing Committee on Publications is composed of four members (two of each country) designated by the Governing Council to serve for a two-year period.
- b) *Functions.* The role of the Standing Committee on Publications is to prepare suggestions and alternatives to increase the quality of the publications of the USMBHA.

10.12 STANDING COMMITTEE ON EDUCATION, TRAINING AND RESEARCH

- a) *Composition.* The Standing Committee on Education, Training and Research is composed of four members (two of each country) designated by the Governing Council to serve for a two-year period.
- b) *Functions.* The role of the Standing Committee on Education, Training and Research is to analyze and participate in the development of this activity for the USMBHA Membership through the Binational Councils.

10.13 TECHNICAL SECTIONS

- a) *Composition.* Technical Sections shall be organized according to the interests of the Association. Technical Sections will be established or abolished upon recommendation by the Governing Council, subject to approval by the General Assembly. (Enclosure II lists the existing technical sections, this list will be updated every year.)

b) *Officers.* Each Technical Session shall have two Co-Chairmen, two Co-Secretaries and four Members, elected according to their Rules of Procedures.

c) *Functions.* Technical Sections shall establish internal Rules of Procedure to be approved by the Governing Council; prepare their program and organize their work meetings with the support of the Secretariat; study binational health needs and, through the Secretariat, submit proposals for action by the Governing Council, so the Association might take measures accordingly; and report to the Governing Council on activities performed.

10.12 ESTABLISHMENT OF ADDITIONAL CONFERENCE GROUPS, STANDING COMMITTEES AND TECHNICAL SECTIONS

The Governing Council shall determine criteria for the establishment and cancellation of all Conference Groups, Standing Committees, and Technical Sections, except the Nominations and Awards Committee, the PAHO/Federal Conference Group and the State Health Officers Group, whose composition and functions can be altered only by an amendment to these Bylaws. The Governing Council may establish, authorize and abolish ad-hoc committees as deemed appropriate.

ARTICLE XI - SECRETARIAT

11.01 COMPOSITION AND FUNCTIONS

The PAHO Field Office is the Secretariat of the Association and performs the following functions:

- a) Promotes the objectives of the Association through close contact with its officers.
- b) Receives and maintains the Association's correspondence, reports and files.
- c) Make meeting arrangements; send notices and schedules of meetings to participants and Association officers; translate documents; provides simultaneous interpretation at meetings; and coordinate programming of all general activities of the Association.

d) Facilitate liaison and collaboration between agencies and organizations of both countries and the Association; and assist and participate in technical publications and joint United States Mexico projects and other activities indicated by the Governing Council, General Assembly, PAHO/Federal Conference Group, and State Health Officers Conference Group.

11.02 THE EXECUTIVE DIRECTOR

The Chief of the PAHO Field Office is the Executive Director of the Association and shall perform the following duties:

- a) Exercise the powers delegated by the Executive Committee, the Governing Council or the General Assembly, and administer all of the affairs of the Association.
- b) Sign, along with the Secretary/Treasurer or other person authorized by the Governing Council, any deeds, mortgages, bonds, contracts or other instruments that the Governing Council has authorized to be executed, except in cases where by the Governing Council or by these Bylaws such authority has been designated to another officer or agent of the Association, or that may be required by law to be otherwise signed or executed.
- c) Perform all duties incident to the office of Chief Executive Officer and such other duties as may from time to time be prescribed by the Executive Committee, Governing Council, or General Assembly.
- d) Employ persons on behalf of the Association and set their compensation.

11.03 SECRETARY/TREASURER

The Administrator of the PAHO Field Office is the Secretary/ Treasurer of the Association and shall perform the following duties:

- a) Take responsibility for all funds and securities of the Association; receives monies due and payable to the Association from any source whatsoever; and issue receipts for and deposit all such monies in the name of the Association in such banks, trust companies or other depositories selected as provided by these Bylaws.

b) Record and keep the minutes of the meetings of the Governing Council in the books provided for that purpose.

c) See that all notices are duly given in accordance with the provisions of these Bylaws, or as required by law.

d) Maintain the Association's records.

e) Performs all duties incident to the office of Secretary/Treasurer and such other duties as from time to time may be assigned to him by the Executive Committee, the Governing Council, the General Assembly or the Executive Director.

ARTICLE XII - FINANCES

12.01 REVENUES

Revenues of the Association are to be derived from.

1. Dues of Members
2. Contribution and Donations
3. Special Assessments
4. Registration Fees for Annual Meetings
5. Grants
6. Interest Income
7. Other Sources approved by the Governing Council

12.02 DUES AND FEES

Dues are established by a two-thirds (2/3) vote of members of the Governing Council present and voting. Registration fees for the Annual Meeting shall be established by a simple majority of the Governing Council. These registration fees shall be presented to the General Assembly for their approval.

12.03 REMITTANCES

Remittances shall be made payable to the United States-Mexico Border Health Association.

12.04 SPECIAL ASSESSMENTS

Special assessments can be levied by a two-thirds vote of members present and voting at the General Assembly to meet unexpected financial needs. The amount and date due shall be determined by the General Assembly. Payment shall be requested from all Members, including Honorary Members. Inability to pay, however, shall not be justification for withdrawing the individual membership privileges.

12.05 AUDIT

An annual external audit shall be performed. All accounts shall be maintained in accordance with generally accepted accounting practices. An annual financial report shall be submitted to the Governing Council by the Secretary/Treasurer.

12.06 FIDUCIARY BONDS

All individuals having access to the Association's assets and/or accounting records shall be covered by a fidelity bond.

12.07 CONTRACTS

Contracts entered within the ordinary course of business are signed by the Executive Director. Contracts that are considered of an extraordinary nature shall be authorized by the Governing Council and signed by the Executive Director of the Association. The Governing Council may authorize by resolution any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument that is necessary in the ordinary course of business in the name of and/on behalf of the Association and such authority may be general or be confined to specific instances.

12.08 LOANS

No loans shall be contracted on behalf of the Association and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Governing Council. Such authorization may be general or confined to specific instances.

12.09 CHECKS AND DRAFTS

All payments from Association funds shall be made by check to be signed by the Executive Director or by any other persons duly designated by him or by the Secretary/Treasurer.

12.10 DEPOSITS

All funds of the Association shall be deposited in such banks, trust companies or other institutions designated by the Executive Director.

ARTICLE XIII - INDEMNIFICATION OF MEMBERS OF THE GOVERNING COUNCIL, EXECUTIVE COMMITTEE AND OFFICERS

13.01 INDEMNIFICATION

To the extent permitted by law, current or former members of the Governing Council, Executive Committee, and Association officers may be indemnified, defended, and held harmless by the Association against liabilities imposed upon them and expenses reasonably incurred, in connection with any claim made against them (including attorney's fees), or any action, suit or proceeding to which they may be a party by reason of their service as member of the Governing Council, Executive Committee, or Association officers, and against such sums as independent counsel selected by the Executive Committee or by the Governing Council shall deem reasonable payment made in settlement of any such claim action, suit or proceeding; provided, however, that no member of the Governing Council or officer shall be indemnified with respect to matters which shall be settled by payment of sums which counsel for the Association shall not deem reasonable payment of with respect to matters for which such indemnification would be against public policy.

13.02 INSURANCE

The Association may purchase and maintain insurance on behalf of any person who is or was a member of the Governing Council, Executive Committee, officer, employee, or agent of the Association against any liability asserted

against him or her and incurred by them in any such capacity or arising out of their status as such, whether or not the Association would have the power to indemnify them against such liability

ARTICLE XIV - LEGAL STATUS OF THE UNITED STATES-MEXICO BORDER HEALTH ASSOCIATION IN BOTH COUNTRIES

14.01 LEGAL STATUS

The Association has a legal status in both countries, therefore, it has been legally registered as United States-Mexico Border Health Association in the U.S.A. and as "Asociación Fronteriza Mexicano-Estadounidense de Salud" in Mexico. However, it is understood that it is a single Association.

ARTICLE XV - OFFICIAL LANGUAGES

15.01

The official languages of the Association are English and Spanish, which shall be equally authoritative. Any discrepancy between the English and Spanish texts of these Bylaws, shall be submitted to the Governing Council for resolution.

ARTICLE XVI - AMENDMENTS

16.01

These Bylaws may be modified, amended or repealed by the General Assembly by a two-thirds (2/3) majority vote of voting Members present. Notice of proposed amendments shall be included in the call to the Annual Meeting of the General Assembly and shall be reviewed and modified by the Governing Council prior to submission to the General Assembly. No amendment may be made affecting the PAHO/Federal Conference Group or the State Health Officers Conference Group.