



# BYLAWS

## PROGRAMA PRO NIÑOS INCAPACITADOS DEL LAGO, A.C.

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## 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 known 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 administered by a Board of Directors (Ref. Constitution Article VII-XIII and Amendments) consisting of elected officers as follows:

Immediate Past President

President

Vice President (up to 2)

Secretary

Treasurer

Clinic Director

and up to 10 other Directors as determined by the Board.

**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 officers shall be for a minimum of one year.

**Section 4.** Eligibility of candidates for officers requires residency at Lakeside (minimum of 6 months per year) and are current supporters of *Programa pro Niños Incapacitados del Lago, A.C.*

**Section 5.** Each officer shall have responsibilities as outlined in the job description in the Operations and Policy Guidelines.

**Section 6.** Committee Chairs are to be nominated by the President and approved by the Board and shall have responsibilities as outlined in the Operations and Policy Guidelines.

## ARTICLE IV - MEMBERS

**Section 1.** Members of *Programa pro Niños Incapacitados del Lago, A.C.* shall include all persons, Mexican or non-Mexican, if willing to comply with the Bylaws and help the organization personally or financially.

**Section 2.** Only current financial supporters 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 supporters.
- C. A quorum shall consist of fifty-one percent (51%) of Supporters. 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 individuals' present ruling; or the presiding officer may set the meeting for a time, date and place, occurring in the next thirty (30) days.
- 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. Report on the Annual Budget approved by the Board for the prior and current 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-May) at a time, date and place established by the President with Board concurrence.
- 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. A quorum is 51% of all voting directors. On critical issues, all board members may be contacted by e-mail for their votes. The Board shall 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.

## ARTICLE VI - RESPONSIBILITIES OF THE BOARD OF DIRECTORS

**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 \$25,000 pesos.
- 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.
- K. Establish and regularly review and update the Operating and Policy Guidelines of the organization.

## ARTICLE VII - OFFICERS AND DIRECTORS

**Section 1.** The officers shall be

President  
 Vice President (s)  
 Treasurer  
 Secretary  
 Immediate Past President

**Section 2:** The Directors shall be:

Clinic Director

And up to 10 other Directors and positions as determined by the Board.

**Section 3.** The duties of the officers and directors will be outlined in the Operating and Policy Guidelines of the organization.

## ARTICLE VIII - COMMITTEES

**Section 1.** The following Committees are the standing committees of the organization. Committee Chairs or Co-Chairs may be appointed by the President with the approval of the Board of Directors. Committee members are determined by the Committee Chair unless specifically stipulated in the by-laws. Sub-committees may also be established by the Committee Chair. The responsibilities of the Committees will be outlined in the Operating and Policy Guidelines of the organization.

- 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.
- b. The Finance Committee shall be chaired by the Treasurer or designate. Members include but are not limited to the President, Vice President(s), Clinic-Director and a Director at large.
- c. The Communications 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.
- e. The Fund-Raising/Membership Committee shall be chaired by a Vice President or designate.
- f. The Medical Committee: The Medical Committee shall be chaired by the Clinic Director or designate.
- g. The Executive Committee shall be chaired by the President and will meet at the call of the Chair. The Executive Committee is comprised of the officers of the organization – President, Vice President(s), Secretary, Treasurer and Immediate Past President.

## ARTICLE IX - LIMITATIONS AND RESTRICTIONS

**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 regarding 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. 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.

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

<p><b>ARTICLE X - AMENDMENTS TO THE BYLAWS</b></p>
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**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.