



SOCIEDAD INTERAMERICANA DE CARDIOLOGIA

INTERAMERICAN SOCIETY OF CARDIOLOGY

SOCIETE INTERAMERICAINE DE CARDIOLOGIE

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**BYLAWS
FIRST TITLE**

NAME, DOMICILE, DURATION AND NATURE OF THE ASSOCIATION

ARTICLE I.- The Association is a Civil Association and shall be called "**ASOCIACION INTERAMERICANA DE CARDIOLOGIA**" and shall always use this name followed by the words ASOCIACION CIVIL or its abbreviations "A.C.".

ARTICLE II.- The domicile of the Association shall be located in Mexico City, Mexico, and it may establish agencies or branches, as well as establish conventional domiciles throughout the country and abroad.

The Administrative Secretariat of the Association shall have its domicile at the Instituto Nacional de Cardiología Ignacio Chávez in Mexico City.

ARTICLE III.- The duration of the Association shall be indefinite.

ARTICLE IV.- The nationality of the Association is Mexican, by virtue of which "Any foreigner who in the act of incorporation or at any subsequent time, acquires an interest or social participation in the association, shall be considered by that simple fact as a foreigner with respect to one and the other, and it shall be understood that he/she agrees not to invoke the participation the protection of his/her Government, under the penalty, in case of failing to comply with his agreement, of losing said interest or participation for the benefit of the Mexican Nation".

ARTICLE V.- The Association shall not pursue profit or predominantly economic purposes, although in order to provide for its subsistence it may receive income from any source, including the rendering of any type of service. In no case shall the Associates have the right to recover any contribution or receive any profit. None of the activities engaged in by the Association in compliance with its corporate purpose may, directly or indirectly, imply intervention in political campaigns or be involved in propaganda.

ARTICLE V BIS.- For the development of the Association, the following shall be observed:

1.-MISSION.- To bring together the Cardiology Societies of the Americas to promote the progress of the specialty, interdisciplinary and inter-sectorial collaboration for the care of the cardiovascular health of the community.

2. VISION.- To be the benchmark for cardiovascular societies in the countries of the Americas in cardiovascular research, education, and prevention.

3. VALUES

- a) Ethics
- b) Excellence
- c) Transparency
- d) Collaboration
- e) Inclusion, equity and diversity



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SECOND TITLE SOCIAL OBJECT

ARTICLE VI.- The Association will have as its social object:

- a).- To bring together the Cardiology Societies of all the countries of America, for the development and progress of Cardiology and related disciplines, particularly promoting research, teaching and the association of physicians, surgeons and researchers specialized in this field;
 - b).- Encourage cooperation and promote the exchange of information with International, Regional and National Societies of Cardiology;
 - c).- To govern itself, managing its patrimony and develop the social services that the budget makes possible; within the terms of applicable laws and this Bylaw;
 - d).- To promote social development through technical assistance and to become a facilitating link for financing Cardiology projects;
 - e).- To analyze cardiovascular health problems and collaborate in the definition of public policies necessary for the development of massive and global solutions;
 - f).- To generate, carry out, promote and/or execute scientific research in the area of cardiology, training of human resources and the development of specialized services;
 - g).- To support the edition and publication of research, scientific works, lecture texts and others produced by national and/or foreign professionals;
 - h).- To develop medical, teaching and student activities in a coordinated manner with national and international institutions;
 - i).- To promote events, courses, conferences, seminars, forums and postgraduate courses, as well as to carry out research, evaluations, analyses and studies related to its mission and objectives;
 - j).- Sponsor and support the creation of documentation centers and traditional or virtual libraries, produce publications in accordance with the purposes of the Association:
- The activities it develops shall have as its primary purpose the fulfillment of the corporate purpose, without being able to intervene in political campaigns or become involved in propaganda activities or activities aimed at influencing legislation.
- Exercise all other faculties that in its capacity as a non-profit Non-Governmental Organization may be required for the fulfillment of its mission.

ARTICLE VII.- In order to fulfill its purpose, the Association may;

- 1.- Carry out fundraising campaigns with contributions, donations, raffles and events.
- 2.- Acquire, alienate, encumber, lease, use and administer in any form and by any title the movable and immovable property, real rights and copyrights, which may be necessary, useful or convenient for the due fulfillment of its corporate purpose, as well as reproduce or edit any written or graphic work by any means deemed convenient.
- 3.- In general, to enter into all kinds of acts, agreements, contracts and other legal transactions of any nature, with any individual or legal entity, public or private, that may be necessary, indispensable, useful or convenient for the due fulfillment of its social object.
- 4.- For the Promotion of cardiovascular research and education, the Association may:
 - a) Organize an Inter-American Congress of Cardiology of scientific excellence and financially sustainable yearly.
 - b) To promote cardiovascular research and the training of cardiovascular scientists in the Americas.
 - c) To recognize the excellence of affiliated cardiologists through awards and other



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incentives.

5.- For the Promotion of high-quality professional education the Association may:

- a) Promote continuing professional development for the membership through continuing medical education, with conferences, educational sessions and scientific information through modern and timely means of communication.
- b) Promote short- and medium-term postdoctoral updates in centers of excellence.
- c) Homogenize cardiology education through accreditation of teaching institutions and certification exams.
- d) Increase membership in each Society and/or National Association.
- e) To facilitate continuous communication with all Societies and/or National Associations and their members.
- f) Periodically review the organization and role of the Association.
- g) To periodically evaluate the needs of all National Societies and/or Associations, in order to offer ongoing assistance.

THIRD TITLE HERITAGE OF THE ASSOCIATION

ARTICLE VIII. - The heritage of the Association will be made up of:

- a) All those contributions, donations or any other transfer of personal property, real estate and financial assets made in its favor by individuals or legal entities, public or private, national or foreign.
- b) Fees or any other type of income generated by the performance of its activities.
- c) The fees and financial contributions of its members.
- d) Securities and other financial instruments for raising funds.
- e) Resources received as transfers, subsidies, donations, legacies and/or inheritances.
- f) Movable and immovable property, facilities and equipment that it may acquire in the future, as well as the assets and rights it acquires by any legal title.
- g) Income from assets and/or interest from financial resources.
- h) Subsidies, if any, received,
- i) Any other income that the Association obtains.

The assets that make up the assets of the Association must be used exclusively for the purposes of its corporate purpose and it may not grant benefits on the distributable remainder to any individual or any of its members, whether individuals or legal entities.

ARTICLE IX.- The social heritage is destined to the fulfillment of the responsibilities, aims and objectives of the association, and may not be used for other purposes, that is to say, that its assets be used exclusively for the purposes of its corporate purpose, and may not grant benefits on the distributable remainder to any individual or to its members, whether individuals or legal entities, except in the latter case, in the case of any of the legal entities referred to in this article, or in the case of remuneration for services effectively received.

ARTICLE X.- The sole owner of the social patrimony is the Association itself, in its character a legal entity and, consequently, the members of the Association shall not have any right over said patrimony, nor shall they represent corporate shares in the same.

The Associates are not bound by the Bylaws to respond to the social obligations, but only up to the amount of their contributions.

FOURTH TITLE



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ASSOCIATES

ARTICLE XI.- The Association is formed by the National Cardiology Societies of the American Continent and by Extracontinental Societies or Associations.

ARTICLE XI BIS.- 1. Members. Membership shall be open to all National Cardiology Societies and/or Associations of the Americas. The request must be made in writing to the Secretary, accompanied by a copy of their articles of incorporation and bylaws.

2. Admission of a Society or Association Member. To join the Association in this category, the following requirements must be met:

- a) The time of its foundation must be at least 10 years.
- b) It must be a cardiology society (not a subspecialty thereof).
- c) It must be representative in its country, it cannot be a Society belonging to a state, department, province or similar, nor to any institution.

The Nominations Committee shall evaluate its incorporation, which must be approved by the Executive Committee and ratified by the General Assembly, in which case it shall be called a Society or Association Member and shall have the right to speak and vote at the General Assembly.

3. Admission of an Affiliated Society or Association. The Society or Association interested in joining the Association and which does not meet the requirements mentioned in numeral 2, the Nominating Committee shall evaluate the incorporation of said Society which must be approved by the Executive Committee and ratified by the General Assembly, in which case, it shall be called an Affiliated Society or Association and shall have the right to speak but not to vote at the General Assembly.

4. Admission of an Extracontinental Society or Association. This is open to National Cardiology Societies belonging to countries outside the American Continent. The application must be made in writing to the Secretary, accompanied by a copy of its Articles of Incorporation and Bylaws, and must meet the following requirements:

- a) The time of its foundation must be at least 10 years.
- b) It must be a cardiology society (not a subspecialty thereof).
- c) It must be representative in its country, it cannot be a Society belonging to a state, department, province or similar, nor to any institution.

The Nominations Committee shall evaluate the incorporation of said Society which shall be approved by the Executive Committee and ratified by the General Assembly in which case, it shall be called Extracontinental Society or Association and shall have the right to speak and vote in the General Assembly to elect, but not to be elected, it may only occupy the position of member of the Executive Committee.

ARTICLE XI TER.- Honorary Member. An Honorary Member is an exceptional individual from any country who has made an outstanding contribution to the Association or to the field of cardiology or a related field whom the Association wishes to honor as an Honorary Member. Candidates must be proposed in writing by members of the Executive Committee or by a Society and/or Association Member to the Secretary at least six months prior to the General Assembly. The Nominating Committee will evaluate the proposals which must be approved by the Executive Committee.

FIFTH TITLE ORGANS OF THE ASSOCIATION

ARTICLE XII. - The Association shall have, for its operation, the following organs:

- 1.- The supreme governing body of the Association is the General Assembly.



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2.- The Executive Committee is responsible for the administrative and executive activities of the Association.

CHAPTER 1 THE GENERAL ASSEMBLY

ARTICLE XIII. - Structure. The General Assembly shall be composed of the delegates officially designated by each Society or Association Member, Affiliated Society or Association, Extracontinental Society or Association, Honorary members and members of the Executive Committee.

ARTICLE XIV.- The General Assembly shall meet at least yearly in an Ordinary manner, during the celebration of the Interamerican Congress of Cardiology or in the event of the eventual suspension of the Interamerican Congress of Cardiology in a period, it shall be summoned by the Executive Committee during the corresponding annual period or under special circumstances in an Extraordinary manner ; when the President calls for a meeting, or when 50% (fifty percent) of the Societies and/or Associations Members request in writing, by formal mail or e-mail , said meeting to the Executive Committee through the Secretariat. In the event that the response is unjustifiably negative or there is a delay of more than two months, the Societies requesting such extraordinary Assembly may call it themselves, detailing the points in writing and accompanying such call with the letters of support from the respective Societies and/or Associations requesting such Assembly.

Likewise, the Ordinary and Extraordinary General Assemblies may be held by means of telephone conference call, videoconference or any other analogous system, so that the Member Societies and/or Associations may attend said meeting by means of the aforementioned system. For this purpose, the notice of the meeting for the General Assembly in question must contain the date and time, as well as the Agenda and mention that the same shall be held by means of telephone conference call, videoconference or equivalent system, and the technical means required for this purpose must be indicated and made available, which in any case must enable direct and simultaneous communication between all those attending. The Secretary of the General Assembly shall record in the minutes of the meetings thus held, the Societies and/or Associations Members that attended.

Quorum. In order for a General Assembly to be considered legally installed, the presence of 70% (seventy percent) of the Member Societies and/or Associations shall constitute a quorum on first call and the presence of at least 50% (fifty percent) plus 1 (one) of the Associates on second call. The second call shall take effect at least 30 minutes after the first call.

Voting Rights. Each Society or Association Member, and Extracontinental Society or Association has the right to a voice and one vote in the General Assembly, being the President or his official representative who issues it. The credential of the official delegate must be sent, in writing, to the Secretary, who shall give it official record, before or upon arrival at the meeting. Extracontinental Societies or Associations Member that have not paid membership fees for the previous two calendar years shall not be entitled to vote.

Members of the Executive Committee, Honorary Members as well as Affiliated Societies and/or Associations shall not have the right to vote.

Votes shall be taken by majority vote of the members present or accredited proxies through personal communication in simple letter or they may send their vote in writing on a given matter and shall be secret when so determined by the General Assembly.



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ARTICLE XV. - The General Assembly shall:

- a) Receive the President's report in writing;
- b) Receive in writing from the Treasurer the report on the financial status of the Association;
- c) Elect the Members of the Executive Committee based on the list of candidates proposed by the Societies and/or Associations Members taking into account the suggestions of the Nominating Committee;
- d) Receive in writing the cities nominated to host the next Congress of the Interamerican Society of Cardiology;
- e) Recommend the actions or the policy to be followed that can best serve the interests of the Association.

ARTICLE XVI. - Minutes.

- a) The Secretary shall draft the minutes of the General Assembly session and shall send copies of these to each of the Affiliated and Extracontinental Societies and/or Associations Members.
- b) The minutes are considered approved if no objection is received within three months after the documents were sent.
- c) If a correction is received, it shall be discussed by the President, the Secretary and the author of the correction.
- d) If the correction is approved, copies of the approved text shall be sent to each of the Societies and/or Associations Members.
- e) If no agreement is reached, the correction shall be discussed at the next meeting of the General Assembly for final decision.
- f) An official book of minutes shall be kept of all the meetings of the General Assembly, which shall remain at the headquarters of the Association.

CHAPTER 2 THE EXECUTIVE COMMITTEE

ARTICLE XVII. - The Executive Committee has the power of the Assembly to manage the affairs of the Association between the meetings of the Assembly.

ARTICLE XVIII. - Composition. The Executive Committee shall be composed of:

- a) The President
- b) The President-Elect
- c) The immediate past President
- d) A Vice-President for the United States of America
- e) A Vice-President for Canada
- f) Three Vice-Presidents for Central America and the Caribbean
- g) Four Vice-Presidents for South America
- h) The Secretary
- i) The Treasurer
- j) One member representing the Extracontinental Societies.

In addition, it will be made up of the following members with the right to speak but without vote:

- k) A representative of the Society of Images of the SIAC (SISIAC)
- l) The Executive Director of the Association



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ARTICLE XIX. - The meetings of the Executive Committee shall be held in person or by telephone conference call, videoconference or any other analogous system at least twice a year and whenever requested by the President and/or the majority of the members. The Executive Committee may deal with such matters as it deems convenient by teleconference as often as it deems necessary at its discretion. A quorum of the Executive Committee shall be established by one-half plus one of the voting members.

ARTICLE XX. - Election.

a) All members of the Executive Committee shall be elected by the General Assembly and must be SIAC Fellow.

b) Voting shall be by secret ballot and/or by show of hands if the Assembly so decides; under the observation of three scrutineers representing the geographical regions of North America, Central America and the Caribbean and South America.

c) The President may not be reelected.

d) The Societies and/or Associations Members may nominate candidates for the Executive Committee after 2 (two) presidential terms, that is, 4 (four) years after they have been granted the right to vote.

e) Candidates from Societies and/or Associations Members that are in default at the time of the election may not be eligible for election.

f) Candidates nominated by countries from a region other than the one being elected shall not be eligible to represent a geographical region. In the particular cases of the United States, Canada and Mexico, each country must propose its own candidate.

g) The countries grouped in each geographical region are defined as follows;

- North America: Canada, United States and Mexico.

- Central America and the Caribbean: The Caribbean, Costa Rica, Cuba, Guatemala, Honduras, Nicaragua, Panama, Puerto Rico, El Salvador, and Dominican Republic.

- South America: Argentina, Brazil, Bolivia, Colombia, Chile, Ecuador, Paraguay, Peru, Uruguay and Venezuela.

h) No more than two members of the Executive Committee may be from the same country.

ARTICLE XXI. –

a) The President-Elect of the Association shall be elected by the General Assembly and shall be a SIAC Fellow.

b) He/she shall be elected from the candidates proposed to occupy the office. Such proposals shall be sent in written form by the Societies and/or Associations Members of the Association to the Secretary, who shall make them available to the Executive Committee and the Nominating Committee. The latter have the duty to give their opinion to the General Assembly on their deliberations; but it shall be at the General Assembly held during the Interamerican Congress of Cardiology who shall decide which person shall occupy the position.

c) The nomination of the President-Elect for countries that have more than one Society and/or Association Member, shall be by consensus of them and each one shall send the nomination in writing to the same candidate.

d) The President and President-Elect shall be sworn in at the Interamerican Congress of Cardiology to be held in the year corresponding to the beginning of their functions.

e) The President and President-Elect shall officially take office on July 1st and the term of office shall be two years.

f) In the event that the President is unable to continue with his/her functions, due to death or resignation, the President-Elect shall substitute him/her for the remainder of the term and in the absence of the President-Elect he/she shall be succeeded by one of the Vice-Presidents elected by the other members of the Executive Committee.



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ARTICLE XXII. - Duties. The President of the Association shall preside over the meetings of the Board of Directors and the General Assembly. He/she shall have the obligation to attend to all matters concerning the Association and shall render a report of his/her activities to the General Assembly. If he/she is temporarily unable to perform his/her duties, the Executive Committee shall have the power to delegate all or part of his/her responsibilities to the President-elect or to one of the Vice-Presidents.

ARTICLE XXIII. - Privileges. The President and/or representative shall be entitled to reimbursement of travel and lodging expenses to attend meetings in which he/she officially represents the Association.

VICE- PRESIDENTS

ARTICLE XXIV. –

- a) The Vice-Presidents shall be elected by the General Assembly after the proposals made within the time required by the Societies and/or Associations Members and must be a SIAC Fellow.
- b) The Vice-Presidents shall be invested with their office at the Interamerican Congress of Cardiology to be held in the year corresponding to the beginning of their functions.
- c) In the event that one of the two Vice-Presidents of South America and/or Central America and the Caribbean is unable to continue in office, due to death or resignation, the other Vice-President shall take office for the remainder of the term.
- d) In the event that one of the Vice-Presidents of Canada and/or the United States is unable to continue with his/her functions, due to death or resignation, another Vice-President shall assume his/her functions for the necessary period while the corresponding country appoints its delegate to the vacant Vice-Presidency.

ARTICLE XXIV BIS. - Functions and Responsibilities:

- a) To participate in the meetings of the Executive Committee.
- b) To provide strategic input to the organization.
- c) Inform the local societies of the activities of the Association.
- d) Chair a committee or working group if necessary.
- e) Be an ambassador of the Association to facilitate professional development and activity between countries.
- f) Enthusiasm for the mission and mandate of the Association.
- g) Interest in facilitating professional exchange in the Americas.
- h) Ability to work with colleagues from different cultures and languages.
- i) Represent the Association at events and congresses as required by the President.

THE SECRETARY, TREASURER, VOCAL MEMBER REPRESENTING THE EXTRACONTINENTAL SOCIETIES AND REPRESENTATIVE OF THE SIAC IMAGES SOCIETY

ARTICLE XXV. - The Secretary shall be elected by the President, and must meet the following requirements:

1. The Secretary must be from a country other than the President and must be a SIAC Fellow.
2. The Secretary must belong to a Society and/or Association Member.
3. The appointment must have the approval of the latter.

In the event that the Secretary is unable to continue with his/her functions, due to death or



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resignation, the President has the right to appoint a substitute, complying with the requirements of this article.

ARTICLE XXV BIS. -

- a) a) The Treasurer must be elected by the General Assembly, in alternate terms by the Sociedad Mexicana de Cardiología (Mexican Society of Cardiology) (SMC, its acronym in Spanish) and the Asociación Nacional de Cardiólogos de México (National Association of Cardiologists of Mexico) (ANCAM, its acronym in Spanish) and must be a SIAC Fellow.
- b) The position shall be for a period equal to that of the President. In the event that the President of the Executive Committee is from Mexico, the Treasurer must be from the alternate society to the one that nominated him/her.
- c) In the event that the Treasurer is unable to continue with his/her duties, due to death or resignation, the previous Treasurer shall take over his/her duties for the necessary period while the Society/Association in charge of the Treasury at that time appoints a replacement for the vacancy.

ARTICLE XXVI. - Responsibilities of the Secretary.

The Secretary shall be responsible for:

- a) Drafting and circulating the minutes of the meetings of the Executive Committee and the General Assembly.
- b) Correspondence with the members.
- c) Keeping the archives of the Association.
- d) The periodic publication of news concerning the activities of the Association, which shall be made on the website, social networks and e-mail.
- e) Maintain coordination with all Societies and/or Associations Member, Affiliated and Extracontinental.
- f) To keep the book of minutes of the General Assembly.
- g) To keep the minutes book of the Executive Committee meetings.

ARTICLE XXVII. - Responsibilities of the Treasurer.

The Treasurer shall be responsible for:

- a) Carrying out all necessary legal acts before all kinds of authorities of the Executive, Legislative or Judicial powers, whether federal, state or municipal, of the United Mexican States, as well as before all kinds of authorities and entities of the centralized and parastatal public administration, whether federal, local or of Mexico City.
- b) To sign all kinds of public and private documents, enter into all kinds of civil and commercial contracts on behalf of the Association, subject to the approval of the Executive Committee and review by the Administrative Secretariat of the Association.
- c) To collect the current and overdue dues of the Member Societies.
- d) To make all appropriate payments, issuing the corresponding documents with the authorization of the President.
- e) Submit to the Executive Committee and the General Assembly, for their approval, the financial report and the budget for each fiscal year, which he/she shall have the obligation to review together with the Administrative Secretary of the Association, therefore, he/she shall have due knowledge regarding the accounting kept by the Association for such purpose.
- f) Comply with the obligations of the Finance Committee as set forth in Article XXXV BIS



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of these bylaws.

In order for the Treasurer to duly comply with the provisions of this article, the General Assembly shall grant him/her the necessary powers and faculties.

ARTICLE XXVII BIS. - MEMBER REPRESENTING THE EXTRACONTINENTAL SOCIETIES

- a) The member shall be elected by the General Assembly after the proposals made by the Extracontinental Societies within the required time period.
- b) The member must be a SIAC Fellow.
- c) The member shall be sworn in at the Interamerican Congress of Cardiology to be held in the year corresponding to the beginning of his/her functions.
- d) In the event that he/she is unable to continue with his/her functions, due to death or resignation, the Extracontinental Societies shall appoint another member.

ARTICLE XXVII TER. - Functions and Responsibilities of the Vocal Representative of the Extracontinental Societies:

- a) Participate in the meetings of the Executive Committee.
- b) Provide strategic contributions to SIAC.
- c) Inform the Extracontinental Societies of the activities of the SIAC.
- d) Chair a committee or working group if necessary.
- e) Be an Ambassador of the SIAC to facilitate professional development and activity among countries.
- f) Enthusiasm for the mission and mandate of the SIAC.
- g) Interest in facilitating professional exchange in the Americas.
- h) Ability to work with colleagues from different cultures and languages.
- i) Represent the SIAC at events and congresses as required by the President.

ARTICLE XXVII QUARTER. - REPRESENTATIVE OF THE SOCIETY OF IMAGES OF SIAC. FUNCTIONS AND RESPONSIBILITIES

The SIAC Cardiovascular Images Society Representative shall be appointed by the SISAC Executive Committee and shall be a SIAC Fellow and shall have the right to speak but not to vote at the meetings of the Executive Committee and the SIAC General Assembly.

He/she shall have the following Functions and Responsibilities:

- a) Participate in the meetings of the Executive Committee with voice but without vote.
- b) Provide strategic contributions to SIAC.
- c) To inform SISAC of SIAC activities.
- e) Be an Ambassador of the SIAC to facilitate professional development and activity among countries.
- f) Enthusiasm for the mission and mandate of the SIAC.
- g) Interest in facilitating professional exchange in the Americas.
- h) Ability to work with colleagues from different cultures and languages.
- i) Represent the SIAC at events and congresses as required by the President.

ARTICLE XXVIII. - The Executive Committee shall have the following powers:

- 1.- To represent the Association with the powers conferred by these Bylaws.



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- 2.- Execute other activities established in these Statutes or required by the General Assembly.
- 3.- The Executive Committee is responsible for performing acts of administration and dominion with respect to the assets, except for real estate, belonging to the Association, pursuant to the terms of article two thousand five hundred and fifty-four of the Civil Code for the Distrito Federal.
- 4.- Submit to the consideration of the General Assembly of Associates proposals for amendments to these Bylaws.
- 5.- To propose to the General Assembly of Associates the admission of new Associates.
- 6.- To propose to the General Assembly the dissolution of the Association and the appointment of liquidators.

The Executive Committee shall have the broadest powers of administration and therefore, may resolve and execute all acts and enter into all contracts that tend to the development and fulfillment of the corporate purpose, with no other limitations than those determined by the Civil Code and other applicable laws, as well as the broadest powers of representation before all kinds of federal, state or municipal authorities, whether civil, administrative, criminal, labor and its auxiliaries, as well as before all kinds of individuals or legal entities, enjoying each and every one of the powers granted by Law to general agents for lawsuits and collections, to administer goods and for acts of strict dominion, with the amplitude that determines in its first paragraphs the article 2,554 of the Civil Code, in force in the Distrito Federal (now Mexico City), with all the general faculties and even the special ones that according to the law require special or express power or clause, being able to appoint and remove general or special proxies, appoint directors of the Association, fixing their attributions and emoluments, as well as revoke their appointments, being empowered to delegate its attributions herein, which are enunciative and not limiting, in whole or in part, to the attorneys-in-fact and managers it appoints, and to make other appointments.

The Executive Committee may appoint representatives, delegate the execution of specific acts and grant general and special powers of attorney on behalf of the Association to any person, whether or not a member of the Operating Council, having the power to revoke all or part of the delegations made and the powers granted, reserving to itself the exercise of this mandate.

It is stipulated in an enunciative and non-limiting manner that the Executive Committee may subscribe all kinds of credit titles and shall also bear the social signature and shall have the following powers and obligations:

- 1.- To manage the assets and business of the Association.
- 2.- To execute all legal, civil and administrative acts entered into by the Association.

ARTICLE XXIX. - For all matters relating to its functions, the Executive Committee shall be subject to these Bylaws and, especially, to the following bases:

- 1.- The members of the Executive Committee shall exercise their functions in a collegiate manner.
- 2.- They shall meet in session as many times as necessary, but shall meet at least every two months, summoned by the President.
- 3.- In order for the Executive Committee to deliberate, resolve and exercise its functions, the presence of more than half of its members or alternates shall be sufficient.
- 4.- The resolutions of the Executive Committee shall be adopted by a majority vote of the Board Members present. In the event of a tie, the Chairman shall have the casting vote to decide the vote.
- 5.- Minutes shall be taken of each meeting and shall be signed by those present.

NOMINATIONS COMMITTEE



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ARTICLE XXX. - Composition. The Nominating Committee shall be composed of:

- a) The President-Elect.
- b) The Immediate Past President
- c) A Vice-President for North America.
- d) A Vice-President of Central America and the Caribbean.
- e) A Vice-President of South America.

Members of the Nominations Committee may not be candidates for the incoming Executive Committee nominations.

ARTICLE XXXI. - Duties.

- 1) The Nominating Committee shall hold the necessary meetings to nominate the following officers.
 - a) President Elect.
 - b) Vice-Presidents.
 - c) Member representing Extracontinental Societies
 - d) Treasurer
- 2) The Nominating Committee shall evaluate the application for admission of new Associations and Societies wishing to join the Association.
- 3) The Nominating Committee shall evaluate the application of candidates who send their call for the appointment of SIAC Fellow (FSIAC).

ARTICLE XXXII. - Candidates.

a) Candidates for President-Elect.

Candidates for the nomination of President-Elect shall be solicited by the Secretary from the Member Societies and/or Associations of the Association at least six months prior to the holding of the General Assembly. The names of the candidates shall be submitted to the Nominations Committee. The Societies and/or Associations Members shall have 75 (seventy-five) days to submit the names of the candidates. Nominations must be accompanied by a curriculum vitae and a summary of achievements in the Association and in their particular Society or Association. Candidates for President must have served ACTIVELY on the Executive Committee of the Association for at least the last 4 years. The election shall be held during the Interamerican Congress of Cardiology. The President may not simultaneously hold relevant executive positions in other Societies or Associations during his/her term of office. The Society and/or Association Member that is in arrears with the Treasury of the Association at the time the application is submitted, shall not have the privilege of proposing candidates.

In the event that more than two candidates for President-Elect are received, the Nominating Committee shall review the curriculum vitae of each in order to appoint two finalists.

b) Candidates for Vice-President.

Candidates for nominations for Vice-President shall be solicited by the Secretary from the Societies and/or Associations Members of Canada, the United States, the Societies and/or Associations Members of Central America and the Caribbean and the Societies and/or Associations Members of South America at least six months prior to the General Assembly. The names of the candidates shall be submitted to the Nominating Committee. The Member



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Societies and/or Associations shall have 75 (seventy-five) days to submit the names of the candidates. Nominations must be accompanied by a curriculum vitae and a summary of achievements in the Association and in their particular Society or Association. The election shall be made during the Interamerican Congress of Cardiology. The Society and/or Association Member that is in arrears with the Treasury of the Association at the time the application is submitted, will not have the privilege of proposing candidates.

c) Candidates for Vocal

Candidates for Vocal nominations shall be solicited by the Secretary from the Societies and/or Extracontinental Associations at least six months prior to the General Assembly. The names of the candidates shall be submitted to the Nominations Committee. The Societies and/or Extracontinental Associations shall have 75 (seventy-five) days to submit the names of the candidates. Nominations must be accompanied by a curriculum vitae and a summary of achievements in the Association and in their particular Society or Association. The election shall be made during the Interamerican Congress of Cardiology. The Society and/or Extracontinental Association that is in arrears with the Treasury of the Association at the time the application is submitted, will not have the privilege of proposing candidates.

d) Candidates for Treasurer.

Candidates for nominations for Treasurer shall be requested to the Secretary to the Mexican Society of Cardiology (SMC) or to the National Association of Cardiologists of Mexico (ANCAM) as the case may be at least six months prior to the celebration of the General Assembly. The names of the candidates shall be submitted to the Nominating Committee. The SMC and/or ANCAM shall have 75 (seventy-five) days to submit the names of the candidates. Nominations must be accompanied by a curriculum vitae and a summary of achievements in the Association and in their particular Society or Association. The election shall be made during the Interamerican Congress of Cardiology.

The Society and/or Association Member that is in arrears with the Treasury of the Association at the time the application is submitted, will not have the privilege of proposing candidates.

ARTICLE XXXIII. - Mode of Action.- The Nominations Committee shall receive from the Societies and/or Associations Member the proposals for the positions to be elected, President-Elect and Vice Presidents 3 (three) months prior to the General Assembly. The Nominations Committee shall analyze the proposals and approve the nominations. No candidates may be nominated at the General Assembly.

The Nominations Committee shall receive the documentation sent to it by the Secretary of the Societies or Associations wishing to join the Association for its evaluation.

**SIXTH TITLE
INTERAMERICAN CONGRESS OF CARDIOLOGY**

ARTICLE XXXIV.-

a) The Inter-American Congress of Cardiology shall be held each year in a country of the American Continent.

b) The host country shall be chosen by the Executive Committee.

c) The rules of operation and functioning of the Interamerican Congress of Cardiology are set forth in the Internal Regulations of the Society.



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SEVENTH TITLE FINANCE

ARTICLE XXXV.- The Association shall obtain its financial income from membership dues paid by members, Societies and/or Associations Member and Extracontinental Societies and/or Associations, from any donations or financial assistance received and from the income obtained from the Inter-American Congress.

ARTICLE XXXV BIS.- Finance Committee.

The Finance Committee shall be composed of:

- a) The President
- b) The President-Elect
- c) The Immediate Past President
- d) The Treasurer
- e) The Immediate Past Treasurer
- f) The Executive Director.

The functions of the Finance Committee are:

- I) To keep the accounts of the Association in a correct and transparent manner.
- II) The current Treasurer, former Treasurer and Executive Director must send monthly statements of income and expenses to the other members of the Finance Committee.
- III) Send a financial report each time there is a teleconference or face-to-face meeting of the Executive Committee, or whenever requested by the Executive Committee.
- IV) Supervise the hiring or possible dismissal of personnel working in the Association according to the Association's internal regulations.

ARTICLE XXXV TER.- Former Presidents Advisory Committee.

The Advisory Committee will be made up of the last four former presidents. Its function will be to advise the members of the Executive Committee whenever it requires it.

ARTICLE XXXVI.- The annual quota in US dollars of each Society and/or Association Member and Extracontinental Society and/or Association shall be determined according to the number of members of each one, establishing a maximum quota not to exceed the value corresponding to 1000 members as well as a minimum quota of 100 members. Quota increases shall be decided by the General Assembly upon proposal of the Executive Committee. The annual fee for Extracontinental Societies and/or Associations shall be half of those established for Societies and/or Associations Members.

ARTICLE XXXVII.- Any Society and/or Association Member that has not paid its quota for two consecutive years shall change its membership to Affiliate with all privileges except voting. This change shall be effective when the Treasurer sends 2 (two) written notices to the Society concerned, addressed to its President. In order for such Society to regain the right to become a member, it must submit the corresponding request, as defined in Article ELEVENTH BIS of the Association's Bylaws.

EIGHTH TITLE SOCIAL EXERCISES

ARTICLE XXXVIII.- Each fiscal year will last one year, which will be counted from January 1 to



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December 31 of the same year. The first fiscal year will be counted from the date of the articles of incorporation and will end on December thirty-first of said year.

NINTH TITLE DISSOLUTION AND LIQUIDATION OF THE ASSOCIATION

ARTICLE XXXIX.- The ASSOCIATION shall be dissolved:

- 1.- By the fulfillment of its mission and purpose.
- 2.- By the unanimous consent of the Associates, gathered in a General Assembly called for such purpose.
- 3.- By loss of the Association's assets that makes the fulfillment of its corporate purpose impossible.
- 4.- The Association shall be dissolved in any of the cases provided for in Article two thousand six hundred eighty-five of the Civil Code for the Distrito Federal (now Mexico City). In the understanding that at the moment of its liquidation and on the occasion of the same, the totality of its patrimony will be destined to entities authorized to receive deductible donations.

ARTICLE XL.- The Associates shall not have any right, in any case, over the assets of the Association, nor to the return of their contributions. At no time, neither the assets, nor the benefits, profits or income of the Association shall be transferred to the patrimony of any person. In case of dissolution and liquidation, all the assets and patrimony of the Association shall be transferred free of charge to a Civil Association selected by the General Assembly of Associates.

TENTH TITLE AMENDMENTS TO THE BYLAWS

ARTICLE XLI.- Amendments to the Bylaws must be submitted in writing to the Secretary, by at least three (3) Societies and/or Associations Member or by members of the Executive Committee, at least four months prior to any meeting of the General Assembly.

ARTICLE XLII.- The Secretary will circulate the proposed modifications to each President of the Societies and / or Associations Members.

ARTICLE XLIII.- Modifications to the Bylaws will only be effective if the General Assembly approves them by the affirmative vote of 50% (fifty percent) plus one of the legally established quorum.

ARTICLE XLIV.- Any disagreement will be submitted to the consideration of the next meeting of the General Assembly.

APPENDIX

ARTICLE XLV.- Any matter not stipulated by the Bylaws shall be discussed by the Executive Committee who shall make a report on such matters at the next General Assembly of all Societies and/or Associations Member.