



BPW AMÉRICA LATINA

**Regional de la Federación Internacional de Mujeres de Negocios y
Profesionales – BPW International**

(IFBPW)

REGULATIONS

As amended after de BPW Latina America IX Regional Conference

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BPW LATIN AMERICA REGULATIONS

GLOSSARY

Advocacy

Speaking on behalf of others and lobbying for change by explaining an idea to a person or organization to try to convince or motivate them to act on that idea.

Mentor

Mentors are an important part of personal and professional development. They are advisors when the members need someone who can guide them in the right direction, respectful of others and a respected expert in her field.

Amendment

A proposed change to the words of the Regulation.

Country

Geopolitical unit that has total sovereignty.

Extraordinary circumstances

Extraordinary circumstances are those beyond the control of a member, such as:

- Denial of a visa.
- International or national conflicts and natural disasters that prevent traveling or make traveling potentially dangerous.
- A serious unforeseen illness or the death of a person very close and significant for the member.

Member

An individual woman who joins BPW, either an Affiliate Club or on an individual basis and whose dues have been paid to the Club or to BPW International.

Affiliate

National Federation affiliated with BPW International or Club in a country where there is no National Federation and which is directly affiliated with BPW International.

Affiliate Federation

A group of 5 clubs or 100 members in a country. There can only be one Affiliate Federation per country.

Affiliate Club

Group of at least 20 members in a country where there is no Affiliate Federation yet. When the number of clubs is five or the number of members is 100, the clubs must join and form a Federation.

Meeting

A meeting includes a meeting conducted in person, by electronic means, or by teleconference, which meets the requirements of the Procedure Manual, including the quorum requirement.

Regional Conference

A meeting of a Region that takes place once every triennium, one year before the BPW International Congress.

Presidents' Meeting

Meeting of Presidents of Affiliates of a Region. It is advisable to hold one meeting per year.

Qualification to vote

It means that the Affiliate and its delegates are up to date in the payment of their dues to BPW International and the Region, including any penalties.

Serious matter

A matter requiring a decision that has substantial financial, organizational, legal or political implications for BPW International, supported by an analysis of the possible consequences..

Period or term

It is the period between two consecutive General Assemblies.

Urgent resolution

An urgent resolution must consist of matters of international importance that arise after the deadline for submitting Resolutions.

(Positive)Leader

A leader is honest, able to work with different people, to express her opinions and ideas and to try to stimulate others to express their own positions. She thinks strategically and for the future. She is charismatic in that she attracts others and attracts them to the performance of the desired action. She is a role model.

ARTICLE 1. BPW LATIN AMERICA

BPW Latin America is one of the five regions in the administrative division of BPW International.

ARTICLE 2. MEMBERS

BPW Latin America is made up of Affiliates Federations, Affiliate Clubs and Individual Affiliate Members, Spanish and Portuguese speaking, from the north to the south of the Latin American Continent and the Caribbean.

ARTICLE 3. STRUCTURE

- a. The Regional Assembly of Latin America;
- b. The Regional Board;
- c. The Latin American Regional Executive, chaired by the Regional Coordinator;
- d. The Presidents' Meeting.

ARTICLE 4. REGIONAL GENERAL ASSEMBLY

4.1 The Regional General Assembly during the Latin American Regional Conference is the highest authority in the Region.

ARTICLE 5. THE REGIONAL BOARD

In and in between the Regional General Assemblies, the Regional Board is the governing body and resolves issues that are raised in meetings at the Regional Conference or when deemed necessary by electronic vote between Regional General Assemblies.

5.1 The members of the Regional Board are:

- The members of the Regional Executive
- Affiliate Federations, which qualify for the vote, represented by two (2) designated representatives or delegates.
- Affiliate Clubs, which qualify for the vote, represented by two (1) designated representative or delegate by country.

ARTICLE 6. THE REGIONAL EXECUTIVE

6.1 Consisting of:

- ❖ A Regional Coordinator who chairs it;
- ❖ A Regional Finance Officer;
- ❖ A Regional Executive Secretary;
- ❖ A Young BPW Representative;
- ❖ A Regional Constitutional Advisor;
- ❖ Three Sub regional coordinators;
- ❖ Presidents of the Regional Standing Committees.

6.2 The person nominated as the next Regional Coordinator will be an ad hoc member, without the right to vote, in the period between her selection as a candidate for Latin America and her election by the General Assembly of BPW International during the international Congress.

6.3 Nominations for Regional Executive Secretary, Regional Finance Officer and Regional Young BPW, must be submitted 3 months before the Latin American Regional Conference, where those who will hold such positions will be elected.

6.4 The nomination of the other members of the Regional Executive may be pending until the formal election of the Coordinator in the International Congress, so that according to her work plan she selects the ideal people, considering the areas where she will need support.

6.5 Affiliate Federations and Affiliate Clubs must be financial with BPW International and the Region (including any penalty), in order for their members to be part of the Regional Executive and the latter should also be up-to-date in the payment of their dues.

ARTICLE 7. REGIONAL COORDINATOR

7.1 FUNCTIONS AND RESPONSIBILITIES

The Regional Coordinator has functions and responsibilities as a member of the International Executive and before the Region.

7.1.1 –AS A MEMBER OF THE INTERNATIONAL EXECUTIVE

- Develops and executes an action plan agreed by the Executive and supported by Affiliates in her Region.
- Informs the Executive about the activities and achievements of the Affiliates and members in their Region, about the problems that arise.
- Works with the Vice-President Membership to establish and support new Affiliate Clubs and to encourage and support Affiliate Clubs in a country to form a n Affiliate Federation.
- Cooperate with the Vice-President UN and encourage Affiliates to execute BPW campaigns and resolutions in ways that are relevant and appropriate to their members.
- Cooperate with the International Young BPW Representative to encourage the activities of the Young BPW in her Region.
- Participates in the selection of members of the Standing Committees and Task Forces of BPW International.
- Represents BPW at regional agencies meetings (e.g. Organization of American States, Council of Europe, APEC Women's Leaders Network) or she can designate members to represent the BPW Region with those agencies and attend their meetings.
- Works cooperatively with the International Finance Officer to ensure that international dues in her Region are paid on time and assists the Vice-President Membership to monitor Affiliate membership within the Region and report any difficulties they may have.
- Ensures that accurate records are maintained and that relevant information is provided or made available to her elected replacement within 3 months of the election.
- Advises the next Regional Coordinator.

- Any other duty and responsibility agreed by the Executive.

7.1.2 WITHIN THE REGION

- Organizes and chairs the Regional Executive.
- Prepares and executes the action plan agreed with the Regional Executive and supported by the Affiliates of the Region.
- Represents the Affiliates of the Region.
- Works in accordance with the Constitution, Regulations and Procedure Manual of BPW International, Regional Regulations and with the requirements of the International and Regional Executive, communicating regularly with the Presidents of the Affiliate Federations and Clubs, and with the members of the Region, respecting the hierarchies.
- Appoints Committees and Task Forces to help fulfill the agreed program.
- Encourages the joint work of the Region's Affiliates in accordance with the Action Plan.
- Encourages fraternal communication between the members of the Region and the other Regions.
- Ensures that regional meetings, seminars and other activities are organized in her Region and that a Regional Conference is held during her term, the year before the International Congress.
- Organizes and presides over the Regional Conference of Latin America together with the President of the Host Federation or Club.
- Presides the Region's Presidents Meetings.
- She is responsible for conveying information to the Affiliates and members through their Presidents.
- Encourages Affiliates within her Region to execute the resolutions agreed by the BPW International General Assembly and by the Regional Conference and to execute BPW campaigns in a relevant and appropriate way for the members.
- Raises awareness about BPW International goals and objectives.
- Unites members of the Committees and Task Forces and the Representatives of the UN within the Region to help promote the work of BPW International.
- Provides visibility for Affiliates' work in her Region and ensures a consistent image of BPW across the Region.
- Fosters cooperation and communication between Affiliates in her Region and encourages regional projects and activities among Affiliates.
- Uses her knowledge and experience to solve problems and mediate between Affiliates in the Region and can establish, when deeming necessary, a group of mediators for her Region.
- Supervises twinning, networking and mentoring activities in her Region in cooperation with the Affiliates' Presidents.

- Seeks to establish communication with representatives of organizations and other relevant regional institutions that are of interest to BPW, and report on this to Affiliates of the Region.
- After a maximum of thirty (30) days from the end of her term, she sends to her successor the documents and files pertaining to her office.

7.2 CANDIDACY

7.2.1 The selection of the candidate for Latin America Regional Coordinator, will take place during the Regional Conference prior to the International Congress.

7.2.2 The election to take office will be made in accordance with the provisions of the Constitution, Regulations and Procedure Manual of BPW International, in the International Congress.

7.2.3 Each National Federation or country with Affiliated Clubs, can propose any of its members as a candidate. They can also propose a member of another Affiliate, as long as this Federation has previously expressed its approval.

7.2.4 Federations or Affiliate Clubs that nominate a Candidate for Regional Coordinator must have fulfilled their International and Regional financial and administrative obligations, including any penalty. This requirement is equally mandatory for all applications submitted by Affiliate Federations or Clubs with respect to candidates not belonging to their Federation or Affiliate Club.

7.2.5 Applications must be sent to the Regional Secretary three months in advance, on the corresponding form. The Executive Secretary will inform the Affiliates of the Region of the Candidacies submitted.

7.2.6 The person selected as candidate for BPW Latin America Regional Coordinator, in accordance with the provisions of the preceding paragraphs, will be the nominee to be ratified in the General Assembly of BPW International during the International Congress as the next Coordinator, and the nomination cannot be modified of the proposed person.

7.2.7 Only in the event of illness, death or resignation of the candidate selected in the Regional Conference, the Regional Executive may replace her by another of those who have held a position in a Regional Executive and agree to take the responsibility. If nobody accepts, an emergency meeting will be called to agree on a solution between the member countries of the Region, which can be done electronically.

7.3 REQUIREMENTS TO BE A CANDIDATE FOR REGIONAL COORDINATOR

The requirements to be a candidate for Regional Coordinator are:

- ❖ To have been in BPW at least for five years;
- ❖ To have been President of her Affiliate; and
- ❖ To be nominated by her Affiliate.

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ARTICLE 8. REGIONAL FINANCE OFFICER

The Regional Finance Officers administers the regional dues, keeps the accounts and prepares reports when needed.

8.1 FUNCTIONS OF THE REGIONAL FINANCE OFFICER

- To receive, keep and manage the income and expenses that correspond to the Regional Coordination and to keep appropriate records of them;
- To manage the bank account and funds on behalf of BPW Latin America as approved in the Presidents' Meeting at the end of the International Congress;
- To prepare and circulate audited annual accounts for all members with the right to vote that participate in the Presidents' Meeting;
- To evaluate income and expenses, prepare the Budget and propose quota adjustment for approval during the Presidents' Meeting;
- Within thirty days after the end of her term, she must close her records and transfer them to her successor;
- The financial results of the Presidents' Meetings and Regional Conferences must be presented no later than one month later for their review and approval. Failure to comply with these provisions, the membership of the Affiliate Federation or Club that is due to submit the report, will be suspended until its financial report is finalized.

8.2 REGIONAL BUDGET

The Regional Finance Officer and the Regional Coordinator jointly approve and manages the regional budget.

8.3 REQUIREMENTS TO BE A CANDIDATE FOR REGIONAL FINANCE OFFICER

The requirements to be a candidate for Regional Finance Officer are:

- ❖ To have a degree and proven experience as an accountant or a certified auditor;
- ❖ To have the support of her Affiliate.

ARTICLE 9. REGIONAL EXECUTIVE SECRETARY

9.1 FUNCTIONS OF THE REGIONAL EXECUTIVE SECRETARY

- Takes the minutes and keeps the minutes of the Ordinary and Extraordinary Meetings, the Regional Conference, Annual Presidents' Meeting and Presidents' Meeting during the Regional Conference and the International Congress;
- On behalf of the Regional Executive, the Executive Secretary ensures that a permanent record is kept of all Minutes and of decisions of the Regional Board;
- Maintains the Region's database;
- She is the depositary of the historical archive of the Region;
- In consultation with the Regional Coordinator, she prepares the documentation for the Call to the Regional Conference and ensures its distribution in accordance with the regulatory deadlines;

- Guarantees that the credentials are in good standing and that the pertinent documentation of the Regional General Assembly is provided, in the archives and in the designated digital platform;
- Other tasks that may be assigned by the Regional Coordinator.

ARTICLE 10. REGIONAL YOUNG BPW

The Regional Young BPW is a member of the Regional Executive and represents the interest of members younger than 35 years old.

10.1 FUNCTIONS OF THE REGIONAL YOUNG BPW

- Serves as a liaison with the Young BPW International;
- Supports the Regional Coordinator in increasing the Region's membership;
- Works with the Young BPW of each Affiliate of the Region in the programs and Projects of the Young.
- Proposes innovative tools for regional promotion to the Regional Coordinator.

10.1 REQUIREMENTS TO BE ELECTED REGIONAL YOUNG BPW

Candidate for election of Regional Young BPW must:

- Be younger than 35 years old at the time of the election and identify herself as a Young BPW member of her Affiliate;
- Be a member of a BPW Affiliate in the Region;
- Have been a member of a BPW Affiliate for at least two years;
- Be able to commit to office for a triennium and to attend Regional Executive Meetings.

ARTICLE 11. REGIONAL CONSTITUTIONAL ADVISOR

11.1 The Region will have a Regional Constitutional Advisor who will be part of the Regional Executive and support the Coordinator, the other members of the Executive and the Presidents of Affiliates in both regional and international constitutional matters.

11.2 The Regional Executive will designate the Regional Constitutional Advisor and the Regional Coordinator will officially appoint her.

ARTICLE 12. SUB REGIONAL COORDINATORS

The Regional Coordinator may designate Sub regional Coordinators.

Their functions are:

- To support the work of the Regional Coordinator;
- To investigate work areas, with the aim of advising the Regional Coordinator on the implementation of the Regional Action Plan. (The Sub regions will be decided by the Coordinator);
- The other responsibilities mentioned in the "Sub-regional Coordinators", in the International and Regional Procedure Manual.

ARTICLE 13. REGIONAL CONFERENCE

13.2 The Conferences will be held every three years, at latest the year before the BPW International Congress.

13.3 The seat of the Regional Conference will be defined by votes during the Regional General Assembly, at the latest one year before the International Congress. Affiliates applications, with details of the proposal, should be sent two months before the Regional Conference to the Regional Coordinator and forwarded to the Affiliates for distribution and knowledge of the members, by mail or electronic means.

13.4 With the agreement of the Regional Executive, the organization, the agenda and the program, should be in charge of the host Affiliate Federation or Club by an agreement between the Regional Coordinator and the President of the host Affiliate Federation or Club and will be in accordance with the Triennial International Theme.

13.5 The Regional Coordinator and the President of the host Affiliate will preside over the Conference, with full participation of the Presidents of the other Affiliates.

13.6 The logistics of the Conference will be the responsibility of the host Affiliate, with the agreement of the Regional Executive.

13.7 The Coordinator must send formal invitations to Affiliates with a minimum of six months in advance.

13.8 Before the Regional Conference, the Affiliates should provide the following documentation:

13.8.1 Six months before the Conference:

- Forms with the candidates for the different positions;
- Forms with the proposed amendments to the Regulations;
- Forms with the proposed resolutions;
- Application form to be host of the following Regional Conference.

13.8.2 Two months before the Conference:

- A Report of the Regional Coordinator on her activities since her election during International Congress;
- Financial Report of the Regional Finance Officer of the audited accounts, distributed among the Affiliates;
- Suggestions for budgets and cost of registration, in accordance with the decision of the Presidents' Meeting immediately prior to the Regional Conference.
- Affiliates reports;
- Letters of representation in the event that a President of Affiliate Federation or Club, and Credentials for the delegates and alternates, according to the number of members.

ARTICLE 14. MEETINGS

14.1 Presidents' Meeting

14.1.1 It must be carried out at least once a year as follows:

- In Latin America Regional Conference;

- During BPW International Congress;
- In the years in which there is no Regional Conference or International Congress, on the date agreed at the last Presidents' Meeting or agreed by electronic or postal vote with a reasonable period of 3 months.
- Extraordinary Meetings can be called by the Regional Coordinator 15 days in advance or required by the Presidents, provided they gather one third of the votes and with the same prior notice period of not less than 15 days.
- Sub-Regional Meetings if deemed necessary by the Coordinator two months in advance.
- Presidents' Meetings or emergency meetings may be held electronically to ensure continuity.

14.1.2 During this Meeting, Presidents must approve the accounts prepared and audited in the current year, which will be presented at said Meeting.

14.1.3 Presidents' Meeting must approve the Budget and dues that will be presented at the Regional Conference.

14.2. Voting

14.2.1 Members with voting rights are:

- The Regional Coordinator who will have only one vote (in that capacity) even if she is eligible for another right to vote. In the event of a tie, the Coordinator will have the casting quality or tiebreaker vote.
- The Regional Executive Secretary who will have only one vote (in that capacity) even if she is eligible for another right to vote.
- The Regional Finance Officer, who will have only one vote (in that capacity) even if she is eligible for another right to vote.
- The Regional Young BPW, who will have only one vote (in that capacity) even if she is eligible for another right to vote.
- The Sub-Regional Coordinators who will have only one vote (in that capacity) even if she is eligible for another right to vote.
- The Delegates of Affiliate Federations duly accredited.
- The Delegate of the countries with an Affiliate Club or more.

14.2.2 The right to vote will be subject to the payment of BPW Latina America Regional and BPW International Dues and it will be in the following proportion:

- A country with one Affiliate Club or more, without an Affiliate Federation and with less than a 100 members: 1 vote
 - Affiliate Federation with up to 200 members: 2 votes
 - Affiliate Federation with 201 or more members: 3 votes
 - Affiliate Federation with 501 or more members: 4 votes
 - Affiliate Federation with a 1001 or more members: 5 votes (maximum)
- These votes already include that of the President.

ARTICLE 15. ELECTIONS

15.1 Elections will be held during the Regional Conference.

15.2 there will be an **Elections Committee** that will be in charge of carrying out transparent elections. The Regional Executive and the Presidents of the Affiliates elect its members for each Congress. The Committee must be made up of the President of an Affiliate of the Region that does not present a candidate, the Constitutional Advisor and a member of the International Executive attending the Conference or, failing that, by another President of an Affiliate of the Region that has not presented a candidate.

15.3 Elections will be by secret ballot or bay show of hands, as decided by the Regional Assembly.

15.4 The host Federation will be responsible for the logistics of the elections.

15.5 Affiliates of the Region that are up to date in its dues for the preceding year and for the year of the Conference, may vote through their delegates during the Regional Conference.

15.6 Representation for voting will be in accordance with international regulations.

15.7 Elections are determined by the majority of the votes of the delegates of the Affiliates attending the Conference.

15.8 The legal quorum will be half plus one of the Region's votes. In exceptional cases, the Affiliates Federations and Clubs may cast their votes electronically.

ARTICLE 16. AGREEMENT ON THE UNIFICATION OF VOTES AT THE INTERNATIONAL CONGRESS.

16.1 During the Regional Conference, the Presidents of the different countries attending it will present their candidates for positions at BPW International. During Conference, it will be agreed who will be proposed in the International Congress and for whom all Latin America Affiliates will commit to vote, unifying criteria and nominations. Countries that do not attend the Latin American Conference, may propose their candidates electronically or by mail to the Coordinator and the latter will forward them to the Affiliate Federations and Clubs. Each nomination must be accompanied by its respective curriculum vitae, specifying the experience of the candidate in BPW and her work plan and she will be nominated by simple majority.

ARTICLE 17. TERM

17.1 The term of the Regional Coordinator will be three years and always according to the mandate of the International Executive of which she is a member.

17.2 The term of office of the members of the Executive will also be three years. Moreover, it will always be in accordance with the Coordinator's mandate.

17.3 The Coordinator and the members of the Executive may be re-elected only once and therefore occupy their positions for a maximum of two terms.

ARTICLE 18. ACCOUNTS AND CONTRIBUTIONS

18.1 The fiscal year is from 1 January to 31 December.

18.2 The amount of the dues for the Region will be approved in the Regional Conference and/or in the Presidents' Meetings.

18.3 Annual dues for the current year are based on the number of members as of December 3, as verified in the national accounts.

18.4 Dues must be paid before March 31.

18.5 Fees will be paid to the Regional Finance Officer.

ARTICLE 19. BUDGETS AND EXPENSES

19.1 The Budget for the period between the Conferences must include an amount for the administrative expenses of the Regional Coordinator and members of the Executive.

19.2 The Regional Coordinator must have an annual subsidy for travel and accommodation, established at the first Presidents' Meeting.

19.3 The registration and accommodation fee of the Regional Coordinator for her attendance at the Latin American Conference and Presidents' Meeting must be paid with the Conference Budget.

19.4 All expenses must be paid against the delivery of the corresponding receipts and should have been previously authorized by the Regional Finance Officer.

19.5 The Payment of the expenses of the Regional Coordinator must be authorized by the Regional Finance Officer and all other payments of expenses must be authorized by the Regional Coordinator, in accordance with the provisions of the corresponding Budget.

19.6 During a visit of the Latin America Regional Coordinator to the Affiliates, her accommodation and meals will be covered by the host country.

19.7 The Regional Coordinator, together with the Regional Executive, can seek self-financing means for the Region, which includes subsidies and sponsorship.

ARTICLE 20. AUDITORS

20.1 Two auditors must be nominated at the Regional Conference and at the Presidents' Meeting.

ARTICLE 21. REMOVAL OF A MEMBER OF THE REGIONAL EXECUTIVE

21.1 The Executive may propose to the Regional Board that a member of the Executive be removed, if:

21.1.1 Two-thirds [2/3] of the Executive approve by vote that the member of the Executive be removed.

21.1.2 The reasons for the removal are serious or significant matters as provided in the International Procedure Manual:

- The questioned member of the Executive has not responded to the communications of any member of the other members of the Executive and cannot be contacted;
- The actions of the questioned member of the Executive have substantial financial, organizational, legal or political implications for BPW International, justified by an analysis on the matter and the Regional Board has been informed about the results of the investigation;
- The questioned member of the Executive has not fulfilled her obligations determined in the Regulations and in the Procedure Manual, except if the reason is related to personal illness, family illness or bereavement, war, natural disaster or catastrophic event and the member is expected to resume her duties at a later moment;
- An explanation of the reason for removal from office has been provided by the Executive to the questioned member.

21.2 Within 30 days of receiving notification of her removal, the questioned member of the Executive has the right to appeal in writing to the Regional Board.

21.3 The Executive may designate a member to fill the vacancy until the next Regional Assembly, or if a member of the Executive is temporarily unable to fulfill her duties, she can be replaced for a certain period of time.

ARTICLE 22. REFERENCE TO BPW INTERNATIONAL GOVERNMENT DOCUMENTS ANT THE REGIONAL PROCEDURE MANUAL

22.1 Those articles that have not been detailed in these Regulations have been detailed in the Regional Procedure Manual to which reference should be made in case of doubt.

22.2 The omissions of these Regulations will be resolved in accordance with the Constitution and Regulations and the Procedure Manual of BPW International.
