

BYLAWS OF THE

Association of Latin American Nuclear Physics and Applications

(in the following referred as: “ALAFNA”)

We recall the meeting held in Chile: CHART OF SANTIAGO The “Association of Latin American Nuclear Physics and Applications” (ALANFA) was formed in Santiago, Chile on Dec. 19, 2009, by representatives of Argentina, Brazil, Chile, Colombia, Mexico, Peru and Venezuela. In Spanish is called “Asociación Latino Americana de Física Nuclear y Aplicaciones” ALAFNA. In Portuguese is called “Associação Latino Americana de Física Nuclear e Aplicações” ALAFNA. Chairs of ALANFA: Andrés Kreiner (Argentina) Alinka Lépine-Szily (Brazil) Bylaws of ALAFNA. The bylaws of the Association were discussed by all present. Some conclusions: The association should be open to all nuclear scientists of the region (different from ANPHA or NUPECC). The executive board should have one representative of each member country. The bylaws were discussed but there was no time for the redaction: Ricardo Alarcon will write up and will be voted by the steering Proposal of Chile and Venezuela: ALAFNA should promote education for general public and schools on all levels, to compensate the negative effect on the general public perception on nuclear science due to the nuclear reactor accidents.

This document is under revision and this version is proposed as a draft by: Jorge Lopez (UTEP), Fernando Cristancho, Laszlo Sajo Bohus as convened at the Medellin meeting (Dec. 2015)

ARTICLE 1 – ORGANIZATION

Section 1.1 Location. The principal office of the ALAFNA shall be located at such place as the ALAFNA Assembly (the “Assembly”) may determine. The registered office of the ALAFNA shall be at such place in the Latin-American Region the “Assembly” shall determine. The ALAFNA may, in addition to its principal office, have offices at such other places within or without the Latin-American Region as the “Assembly” may from time to time designate or as the affairs of the ALAFNA may require.

Section 1.2 Objectives. Objectives of ALAFNA. Support the biannual meeting of the Latin American Symposium of Nuclear Physics and Applications (LASNPA). Strengthen ties among the Latin American Communities doing nuclear research and applications; foster collaborations and promotion of activities; to educate the scientific community and the general public through the promotion of nuclear physics and the peaceful uses of nuclear technology; disseminate major theoretical and experimental advances in the field of nuclear science and its applications; periodically assess nuclear science in Latin America in the context of worldwide activities, and to discuss at a multi-national level future planning of in Latin America. Select possible candidates for recognition of their activities to promote science and technology in the region of Latin America and the Caribe.

Section 1.3 Regional extent. Collaborations, promotion of nuclear physics and the peaceful uses of nuclear technology including the dissemination of the major theoretical and experimental advances in the field of nuclear science and its applications will be devoted mostly to foster nuclear science activities and technology in the Latin-American region and the Caribe.

ARTICLE 2 – MEMBERS

Section 2.1 Membership. Membership is open to those nuclear scientists (defined as those who possess a college degree in physics or a related science or are employed in an area of nuclear physics) who affirm the purpose of the Corporation. The ALAFNA shall have the following classes of Voting Members, as described below.

Section 2.1.1 Regular Membership. Regular Membership is open to individual scientists who affirm the purpose of the ALAFNA and whose interest and activity in physics and related fields would make them desirable Members.

Section 2.1.2 Student Membership. Student Membership is open to science students majoring in physics or related fields who affirm the purpose of the ALAFNA and whose interest and education in physics and related fields would make them desirable Members.

Section 2.1.3 Corporate Membership. Corporate Membership is open to any group established within a private company or government agency that is in accord with the philosophy, goals and objectives of the ALAFNA through the consent of the Board of Directors.

Section 2.1.4 Honorary Membership. Honorary Membership is open to any individual physicists who affirm the purpose of the ALAFNA and whose interest and activity in physics and related fields would make them desirable Members.

Section 2.2 Rights of Members. Voting Members shall have voting rights on all matters presented to the Members for consideration. Each Member shall designate, in writing, one representative to cast its vote at meetings of the Voting Members. Regular Members, Student Members, Honorary Members and representatives of Members may serve as Directors and Officers (as defined herein) of the ALAFNA and serve on the committees of the Corporation.

Section 2.3 Admission of Members. Application for Membership shall be made by nomination at the Assembly or in writing or electronically on such forms as may be prescribed by the Assembly, which forms shall contain such relevant information as may be required by the Assembly and shall be accompanied by the appropriate dues payment. All Membership applications shall be approved or rejected by the Assembly.

Section 2.4 Dues and Assessments. Each Member shall pay such dues, assessments and/or fees as may be established from time to time by the Assembly. The Assembly may waive dues, assessments and/or fees for certain Members or classes of Members in its sole discretion. The liability of, and consequences to, a Member for unpaid dues and assessments shall be addressed by the Assembly. Dues will be paid biennially during the LASNPA along with the registration to the symposium; the initial biennial dues will be \$10 USD, and this fee can be modified by vote of the ALAFNA Assembly.

Section 2.5 Resignation and Termination. The Assembly shall determine, in its sole, but reasonable, discretion, what action to take (including termination of Membership) in the event any Member ceases to meet the criteria for Membership set forth above, assessments, fees, or any other charges, or defaults on any other obligation or duty owed to the Corporation. Any Member that the Assembly deems to have defaulted on any obligation to the ALAFNA shall forfeit its Membership and all prior payments made to the ALAFNA. Membership in the ALAFNA shall also terminate when the Member files a written letter of resignation with the ALAFNA. A terminating Member shall forfeit all prior payments made to the ALAFNA. Termination of Membership shall not relieve a Member from the obligation of paying dues, assessments and/or fees that are owed by the Member as of the date of termination.

Section 2.6 Meetings of Members

Section 2.6.1 Biennial Meeting. There shall be a biennial meeting of the Voting Members for the purpose of electing officers and transacting such other business as may properly come before the Voting Members. The meeting will take place during the LASNPA meeting at a date, time and place to be determined by the organizers of the LASNPA.

Section 2.6.2 Commemorative and Memorial Meetings. A proposal to hold a commemorative meeting or a memorial meeting at a session of the LASNPA meeting or in addition to the regular meetings shall be submitted to the Secretary at least sixty (60) days prior to the proposed meeting and may be approved by the President.

Section 2.6.3 Special Meetings. The President may call special meetings of the Voting Members. Only business within the purpose or purposes described in the meeting notice shall be conducted at a special meeting.

Section 2.6.4 Notice. The Secretary shall make written notice of meetings stating the date, time, and place of the meeting and, in the case of special, commemorative, or memorial meetings, the purpose or purposes for which the meeting is called. Notice of each meeting shall be announced to the participant Voting Members during the LASNPA by reliable communication or printed in the symposium program. Notice of the biennial meeting shall be made at the same time as the LASNPA. Notice of special meetings shall be made sixty (60) days before the meeting. Notice of commemorative and memorial meetings shall be made upon the approval of the President.

Section 2.6.5 Proxy. In the event a voting representative of a Voting Member is unable to be present to cast his or her vote at any biennial, special, commemorative, or memorial meeting, the voting representative will be allowed to cast his or her vote by proxy. No proxy shall be valid after 23 months from the date of its execution, unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the Voting Member that executed it.

Section 2.6.6 Quorum. At any meeting of the Members, a majority of all Voting Members represented in person or by proxy at such meeting shall constitute a quorum for the transaction of business. Once a Voting Member is present at a meeting, such Voting Member is deemed present for quorum purposes for the remainder of the meeting and for adjournment of that meeting unless a new record date is or shall be set for that adjourned meeting. If less than a quorum is present in person or by proxy, the Voting Members may adjourn the meeting.

Section 2.6.7 Voting. Each Voting Member shall be entitled to one (1) vote. A majority of the votes cast in person or by proxy, at a meeting at which a quorum is not required, shall be required for adoption of any matter voted upon, except as otherwise required by the Bylaws, the Articles or applicable law.

ARTICLE 3 – BOARD OF DIRECTORS

Section 3.1 Authority and Responsibility. All powers shall be exercised by or under the authority of, and the business of the ALAFNA managed under the direction of, the Board of Directors, subject to the Bylaws, the Articles, and applicable law.

Section 3.2 Composition and Qualification. The Board shall consists of one President and of the following officers. All positions will be filled by election during the biennial Assembly; nominations for these positions should try to give priority to the participation of Members from all member countries

Section 3.2.1 Corporate Officers. The President-Elect, Past President, Vice-President, Treasurer, and Secretary. Corporate officers, as described in Article IV, Section 4.1, are ex officio members of the Board. The individual elected to the position of President shall serve two years in that capacity and two years as Past President.

Section 3.2.2 Technical Officer. The Technical Officer shall serve as principal advisor to the Board on technical affairs, monitoring the progress of nuclear physics both in the Latin-American region and abroad; maintaining a profile of technical resources available through Member; advising the Board on technical speakers for meetings and programs; and, notifying Members of programs and other matters of special interest to the Corporation.

Section 3.2.3 Education Officer. The Education Officer shall provide oversight of all projects and Committees that relate strongly to physics or related education. The Education Officer shall serve as the interface between the Society and Association whose interest and education in physics and related fields would make them desirable Members.

Section 3.2.4 Communications Officer. The Communications Officer shall be responsible for the composition and dissemination of a web site, an electronic newsletter for the dissemination of relevant information to the membership on a regular basis.

Section 3.2.5 Student Officer. The Student Officer must be a graduate student in good standing in a graduate physics or related program at the time of his or her election. The responsibilities of student representatives are to consult with fellow students and to advise the Board on corporate matters from the perspective of the students.

Section 3.3 Terms. All positions shall serve a two-year term, but are eligible for re-election for additional terms. .

Section 3.4 Elections. All positions shall be elected by the Voting Members at the Assembly meeting during the LANSPA. When the number of nominees for Director exceeds the number of individuals to be elected, the nominees receiving the highest number of votes shall be elected. Nominations can be made before the Assembly meeting by e-mail message to the Secretary, or by *viva voce* during the Assembly meeting before the voting. Time permitting, the

Communication Officer will publicize the curriculum vitae of the nominees to the Voting Membership by e-mail or ALAFNA web site before the Assembly meeting.

Section 3.5 Vacancies. President's vacancy for any reason may be filled by the Board by the appointment of a successor for the unexpired term of the President whose place is vacant. Such appointment is valid until the next ALAFNA meeting.

Section 3.6 Resignation, Termination and Absences. Resignation of a President must be in writing and received by the Secretary. A President may only be removed by the Voting Members at a special meeting called for such purpose. The notice of the special meeting must state that one of the purposes of the meeting is the removal of a particular President.

Section 3.7 Meetings of the Board

Section 3.7.1 Meeting Frequency. The Board shall meet biennially during the LASNPA meeting at a time and place determined by organizers of the LASNPA.

Section 3.7.2 Special Meetings. Special meetings of the Board shall be called upon the request of the President.

Section 3.7.3 Notice. Notice of Board meetings shall be given by the Secretary stating the date, time, and place of the meeting to each Officer verbally or, by electronic mail, or other reliable communication not less than ten (10) days before meeting.

Section 3.7.4 Telephonic Meetings. Any Officer may participate in a meeting of the Board by means of a conference telephone or similar communications equipment, if available, which permits all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting and shall be counted toward the required quorum.

Section 3.7.5 Quorum. Except as otherwise provided in the Bylaws, the Articles, or by law, at any meeting of the Board, a majority of the Officers then serving shall constitute a quorum for the transaction of business.

Section 3.7.6 Voting. Each Officer shall be entitled to one (1) vote, which shall not be voted by proxy.

Section 3.7.7 Action of Board Without a Meeting. The Board may take action without a meeting if the action is approved by the President. The action shall be documented by one or more written consents stating the action taken, signed and included with all other Board minutes or filed with the corporate records reflecting the action taken. Action taken under this Section shall be effective when the President signs the consent unless the consent specifies a different effective date and states the date of execution. Action taken by written consent shall have the same effect as a vote taken at a meeting of the Board.

ARTICLE 4 – OFFICERS

Section 4.1 Officers and Duties. The Corporate Officers of the ALAFNA shall be elected by the Members and shall include: president, vice-President, past president, secretary, and treasurer. No person shall hold more than one Office at the same time. The ALAFNA shall also have the following officers as Board Members: Technical Officer, Education Officer, Communications Officer, and Student Officer.

Section 4.1.1 Duties of the President. The President shall serve as Chair of the Board and shall preside at all Board and Membership meetings. The President shall have such other duties and powers as prescribed in the Bylaws or by the Board.

Section 4.1.2 Duties of the Vice-President. The Vice-President shall serve as the Vice Chair and shall perform the duties of the Chair in his or her absence. The Vice-President shall occupy the Presidency after his or her

term ends. The Vice-President shall have such other duties and powers as prescribed in the Bylaws, or by the Chair or the Board.

Section 4.1.3 Duties of the Past President. The Past President shall perform the duties of the Chair in the absence of the Chair and the Vice Chair. The Past President shall have such other duties and powers as prescribed in the Bylaws, or by the Chair or the Board.

Section 4.1.4 Duties of the Treasurer. The Treasurer shall oversee the financial affairs of the ALAFNA including the receipt and disbursement of all funds and the maintenance of financial records and statements. The Treasurer shall submit an annual budget of income and expenses to the Board for its approval. The Treasurer shall submit to the Board and Membership an annual financial statement and such other statements as the Board may require, and have such other duties and powers as prescribed in the Bylaws, by the Board or the Chair.

Section 4.1.5 Duties of the Secretary. The Secretary shall oversee the maintenance of minutes of Board and member meetings, and corporate records and records of Board actions; make notice of board and members meetings; certify the authenticity of Board actions and officer signatures; conduct elections; and maintain a list of the names, business addresses, business affiliations, Membership classifications, and other information relating to Members. The Secretary shall be responsible for Board correspondence and shall monitor the activities of the standing committees. The Secretary shall have such other duties and powers as prescribed in the Bylaws or by the Board or the Chair.

Section 4.2 Term. Each Officer shall serve for a term of two years, commencing with his or her appointment and continuing until the appointment of his or her successor. All positions are open for re-election.

Section 4.3 Vacancies. A vacancy in any Office, except as otherwise provided in the Bylaws, may be filled by the Board by the appointment of a successor for the unexpired term of the vacating Officer.

ARTICLE 5 – COMMITTEES

Section 5.1 Creation and Requirements. The Board may establish one or more committees to perform such duties as prescribed by the Board, provided that such duties are not prohibited by applicable law. Except as otherwise provided in the Bylaws, each committee shall act under the supervision and control of the Board. The Board shall have the authority to appoint and/or remove any chair or member of a committee. Except as permitted by law and specified in the Bylaws or a resolution of the Board, no committee shall perform any function of corporate power, policy-making, or management.

Section 5.2 Committee Chair. Except as otherwise provided in the Bylaws, the chair of each committee shall be an Officer. The chair of each committee shall be appointed by the Board to serve for as long as it is necessary for the completion of the Committee's commission, but not to exceed his or her tenure as Officer.

Section 5.3 Reports of Committees. Each committee shall submit a written report to the Board as often as the Board deems it necessary, but at least once each biennial. Each committee shall report to the Board at any time as required by the Board.

ARTICLE 6 – FINANCIAL MATTERS

Section 6.1 Fiscal Year. The fiscal year of the ALAFNA shall begin on the first day programmed for the LASNPA meeting.

Section 6.2 Audit Review. Financial statements of the ALAFNA shall be reported biennially at the assembly.

Section 6.3 Compensation and Reimbursement. Officers shall not receive any compensation for their services but the Board may, by resolution, adopt policies for the reimbursement of expenses incurred in the performance of their duties. Such policies shall prescribe procedures for approval of payment of such expenses by designated Officers.

Nothing shall preclude an Officer from serving the ALAFNA in any other capacity and receiving compensation for such services.

ARTICLE 7 – PROFESSIONAL CONDUCT

Section 7.1 Conflicts of Interest. The Board shall establish a conflict of interest policy that requires Officers to conduct themselves in accordance with the highest standards of integrity and avoid conflicts of interest or even the appearance of a conflict of interest.

ARTICLE 8 – INDEMNIFICATION AND INSURANCE

Section 8.1 Indemnification. The ALAFNA may not indemnify any person.

Section 8.2 Insurance. The Board may not cause the ALAFNA to purchase and maintain insurance on behalf of any person who is or was an Officer, employee or agent of the ALAFNA or is or was serving at the request of the ALAFNA as an officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity or arising out of such status, whether or not the ALAFNA would have the power to indemnify such person.

ARTICLE 9 – AMENDMENT OF THE BYLAWS

Section 9.1 Amendment of the Bylaws. The power to alter, amend or repeal the Bylaws of the ALAFNA or to adopt new Bylaws shall be vested in the Biannual Assembly. Any change in the Bylaws requires approval by a majority participants at the Assembly. Any amendment to the Bylaws shall be submitted by the Secretary prior to the meeting at which the amendment is to be considered.

The foregoing Bylaws constitute the Bylaws of the ALAFNA as of _____, duly adopted by the initial Assembly at the ALAFNA (LASNPA) organizational meeting.