BYLAWS
Latin America ELSO Chapter
LA ELSO 2024

PREAMBLE

The following bylaws are subject to the purposes and guidelines of the "Extracorporeal Life Support Organization" (ELSO), a non-profit organization based in Michigan, United States.

ELSO is an international consortium of medical centers, healthcare professionals and scientists that actively use advanced life support technology, maintain a registry of cases, provide education in the field of extracorporeal life support, conduct scientific research in this area and collaborate with others scientific governmental and private organizations for the development and effective clinical application of these technologies.

ARTICLE 1
NAME

The chapter is called LA ELSO (English)/ ELSO LATAM (Spanish) and refers to the chapter that brings together the centers that perform extracorporeal life support in Latin America, also known as ELSO Latin America.

ARTICLE 2
MISSION

LA ELSO establishes and must be operated exclusively as a non-profit entity, committed to research, education and support of medical centers and medical practitioners that apply technology for advanced life support in Latin America. LA ELSO shares the mission and vision of ELSO and develops all activities that are appropriate to fulfill that vision and mission.

LA ELSO must not develop any activity that is considered for profit and all income and revenue from its operation must be invested in activities that are appropriate to fulfill the mission and vision of ELSO.

LA ELSO can make educational and research support agreements with national institutions in Latin American countries that represent the vision, mission and interests of LA ELSO, that fully accept these bylaws, that are contemplated by the Steering *Committee* and approved *by* the *Board of* Directors *of LA ELSO*. The agreement can be canceled unilaterally by the *Steering Committee,* upon presentation of the cancellation project to the *Board of Directors of LA ELSO*.

ARTICLE 3
OFFICES

LA ELSO does not have a residence or registered office in any Latin American country. Receives administrative and managerial support from the *ELSO leadership* in the state of Michigan, United States.

ARTICLE 4
BOARD OF DIRECTORS

LA ELSO is governed by its *Board* of *Directors*, who also leads the *Steering Committee* .

RESPONSIBILITIES

The *Board of Directors* has the responsibility of establishing the policies and directives of the organization, establishes execution priorities, designates and delegates functions to officers and members of LA ELSO to implement these policies in accordance with these bylaws.
Approve the annual budget, monitor expenses of LA ELSO funds, sales of publications and courses, external contracts, subsidies, gifts and other sources of income.
Must create, define and empower work committees for the implementation of LA ELSO programs and advise the *Board of Directors* on operating strategies. The essential work committees, but not exclusive are:

- Data and registry.
- Conference.
- Protocols and Research.
- Communication and press.
- Equipment and techniques.
- Education and logistics.

The *Board of Directors* and the directors of the work committees will constitute the *Steering Committee* .

BOARD MEMBERS

The *Board of Directors* is made up of five members:

1. The current President of LA ELSO, who is the Executive Director of the Board of Directors.
2. The President elected for the following period.
3. The past President of the immediately preceding period.
4. Two members representing the *Steering Committee,* elected by the *Board of Directors* for a period of 2 (two) years.

The *Board of Directors* will have an Executive Director who will always be the current President, a Financial Director and a secretary to be appointed from among the members of the *Board of Directors.* No member of the *Board* may assume more than one position.

OBLIGATIONS OF BOARD MEMBERS

PRESIDENT

The current President presides over all meetings of the *Board of Directors* and the *Steering Committee*.

The President is authorized to execute on behalf of LA ELSO the contracts, agreements and accordance that are authorized by the *Board of Directors.* In these documents, the authorized signature of LA ELSO is the signature of the President.

The current President, furthermore:
1. Must supervise and direct the activities and operations of LA ELSO under the control, advice and consent of the Board of Directors.
2. Must keep the Board of Directors fully informed of the activities of LA ELSO.
3. You must ensure that the projects approved by the Board of Directors are developed in accordance with the approved objectives.
4. Must represent and be the voice of LA ELSO.
5. He/She is responsible for hiring or firing personnel who work for LA ELSO.
6. He/She is responsible for managing LA ELSO resources in accordance with the budget and with the approval of the Financial Director.
7. He/She is responsible for contracting the services required for the operation of LA ELSO and for signing the agreements or contracts made by LA ELSO.
8. He/She will determine the agenda at meetings and the whole board should have authority to establish the rules for the conduct of meetings.

FINANCIAL DIRECTOR

The Financial Director is responsible for maintaining the resources and properties of LA ELSO ensuring accurate recording of assets, liabilities, income, expenses, profits and losses, in accordance with accepted accounting standards.
1. He/She must present an annual financial report to the Board of Directors and the Steering Committee.
2. The Financial Director is responsible for ensuring revenue in accordance with the bylaws.
3. The Financial Director is responsible for ensuring that the resources are used following the guidelines of these bylaws and in compliance with the budget approved by the Board of Directors.
4. The Financial Director assumes the obligations of the President in the event of his absence or inability.

SECRETARY

The secretary must preserve the records and documents of LA ELSO. It is his/her obligation to write and send the minutes of the *Board of Directors* and the *Steering Committee* no later than one week after the meetings.

MEETINGS

The *Board of Directors* will meet at least 2 (two) times a year in person or virtually. The President, or 3 (three) members of the *Board of Directors,* may request extraordinary meetings by informing the members at least one week in advance.

REMUNERATIONS

The members of the *Board of Directors* will not receive compensation other than the expenses generated by travel and accommodation. Members of the *Board of Directors,* as well as other members of LA ELSO, may receive payments for other activities of LA ELSO when professional services are provided and this compensation is reasonable and approved within the ELSO budget.

ELECTION OF PRESIDENT

The current President is the one who was elected by vote and served as President-elect during the previous term.
The President-elect is elected by vote of the Directors of the ELSO centers, one vote per center and the candidate will be elected by simple majority. The candidates for elected presidential are nominated by the Board of Directors. Elections of officers should be done thru the steering committee.

REQUIREMENTS TO BE NOMINATED AS CANDIDATE FOR PRESIDENT-ELECT

- Having been involved in LA ELSO for more than 5 years.
- Having participated in the Steering Committee and having held some of the positions.
- Have leadership in your own country.
- Be part of an active ELSO center.
- Have leadership recognition by members of the Steering Committee.
- Have active participation in ELSO: organizing conferences, participating in ELSO courses.
- Having participated in the LA ELSO congresses.
- Commit to following ELSO guidelines.
- Have no conflict of interest.
- Alternate countries and do not repeat the countries consecutively.

DURATION OF THE TERM OF THE MEMBERS OF THE BOARD OF DIRECTORS

The current, elected and past Presidents will serve for a period of 2 (two) years.
The other 2 (two) members of the *Board of Directors*, representing the *Steering Committee,* will serve for a period of one year, with the possibility of being re-elected for one more year.
Members of the *Board of Directors* cannot be re-elected for 2 (two) consecutive periods. In case of a vacancy of any of the members, the *Board of Directors* may, by majority, appoint a replacement while the vacancy period ends.

VACANCIES

The vacancy of a member of the *Board of Directors* may occur in any of the following situations:
1. Death of one of its members.
2. Resignation submitted in writing to the secretary of the Board.
3. Declaration of vacancy in the event that any of its members is found guilty of a crime.
4. Failure to attend more than three (3) meetings of the Board of Directors.
5. Inability of the *Board of Directors* to elect a member
6. Decision of the Board of Directors by majority to withdraw any of its members.

RECORDS

The secretary of the *Board of Directors* must present a minute of the meeting, which must be approved by simple majority by the attendees, and sent and stored in the minute book no later than one week after the Board meeting . *Directive.*

QUORUM

The participation of at least three (3) members of the *Board of Directors* constitutes *a quorum* for decision-making. Decisions are approved by a simple majority. In the case of a tie in the vote, the vote of the President of the Board will be decisive. The members of the *Board of Directors* who connect to the teleconference or who participate by telephone are considered present at the meeting .

ARTICLE 5
STEERING COMMITTEE

The *Steering Committee* is an advisory body to the *Board of Directors* , which also carries out the implementation of LA ELSO activities.
The *Board of Directors is part of and leads the functions of the Steering Committee.*

RESPONSIBILITIES OF THE STEERING COMMITTEE

1. Define the LA ELSO strategy.
2. Define the sources of income for LA ELSO.
3. Determine the priorities of LA ELSO and the programs to be implemented.
4. Define the communication strategy of LA ELSO.
5. Establish agreements with national organizations that represent the mission, vision and interests of LA ELSO.
6. Propose or suggest to the Nominations Committee candidates for members of the working committees for each period, presenting at least two (2) candidates for each position.
7. Adopt and modify the bylaws of LA ELSO in accordance with the needs of the Organization.

MEMBERS OF THE STEERING COMMITTEE

1. The members of the *Board of Directors.*
2. The directors of the LA ELSO work committees:
    A. Data and registration.
    B. Conference.
    C. Protocols and Research.
    D. Communication and press
    E. Equipment and techniques.
    F. Education and logistics.

Perfusion and nursing must be represented by members of these professions in at least two (2) work committee directions.
No country should have more than three (3) members on the *Steering Committee*. Members must be active members and have leadership roles in their respective centers.

MEETINGS

The *Steering Committee* will meet at least 4 (four) times a year in person or virtually. The President, or 3 (three) members of the *Board of Directors,* may request extraordinary meetings by informing the members at least one week in advance.

ELECTION OF MEMBERS OF THE STEERING COMMITTEE

To be eligible as a member of the *Steering Committee*, a candidate must have an active Extracorporeal Life Support leadership role (medical leader or coordinator, among others) at an ELSO center and provide clinical care or have demonstrated commitment to ELSO as an individual member.

The process will consist of the formation of a list of qualified candidates prepared by the Nominations Committee (article 7) of at least two (2) candidates for each position.

The *Board of Directors* will act, either approving or not approving the recommended candidates. If necessary, the Nominations Committee must present additional candidates.

The election will be achieved by vote of the Directors of the active LA ELSO centers, one vote per center and the candidate will be elected by simple majority.

DURATION OF THE TERM OF THE MEMBERS OF THE STEERING COMMITTEE

The members will be elected for a period of two (2) years with the possibility of being re-elected once more. Each working committee must have a Director (Chair) and an Alternate Director.

RECORDS

The secretary of the *Steering Committee* will prepare minutes of the meeting and mail them to members no later than one week after the meeting. The minutes will be archived and will be available to any member of LA ELSO.

QUORUM

The presence of six (6) members of the *Steering Committee* is considered a decision-making *quorum*.
If any vote results in a tie, the President will have the deciding vote. If there is no *quorum,* a new meeting may be called until a *quorum* is achieved. Members who connect by teleconference or phone call are considered present.

ARTICLE 6
OTHER COMMITTEES

The *Board of Directors* may constitute advisory committees to recommend changes in the bylaws or design of strategies or implementation of projects. These committees may include people who are not part of the *Board of Directors* or even who are not members of LA ELSO.
However, they must have at least one member of the *Board of Directors* and one member of the *Steering Committee*. These committees cannot make decisions and their role is to produce documents with recommendations.

NOMINATIONS COMMITTEE

The *Nominations Committee* will be made up of the *Board of Directors* and is made up of a member of the *Board*, a member of the *Steering Committee* and an external member. Its obligation is to constitute the lists of candidates for the ELSO elections based on personal, institutional nominations or by direct invitation of the Committee.

ARTICLE 7
LA ELSO MEMBERS

INSTITUTIONAL MEMBERS

Centers with Extracorporeal Life Support Programs in Latin America that contribute cases to the ELSO registry with the registration of at least one case annually and that have paid ELSO affiliation membership are considered institutional members. If you do not pay the membership within one year and do not register a case within 12 months, the center will be considered inactive.

Each institutional center has one vote for the elections of President and members of the *Steering Committee,* which will be defined by the Medical Director of the center or the person he designates.

Program members, such as the director, co-directors, coordinator and extracorporeal membrane oxygenation (ECMO) specialists, can participate in LA ELSO activities. Organizational leadership roles can be performed by the leaders of each center.

CORPORATE MEMBERS

Educational or industry organizations related to the research or development of ECMO devices may join as corporate members and currently are managed by ELSO and not the chapters.

INDIVIDUAL MEMBERS

ECMO specialists, researchers or members of scientific or government organizations related to ELSO can join as individual members. Also individual members are managed by ELSO and not the chapters.

ARTICLE 8
STANDARDS OF CONDUCT

The members of LA ELSO who serve on the *Board of Directors and the Steering Committee* must perform diligently and seek the best interest of the Organization in accordance with the vision and mission of LA ELSO. When examining your actions, they must correspond to the prudent and reasonable exercise of any person with the information available at that time and under similar circumstances.

LA ELSO will not give money or properties to any of its members as a loan. Members of LA ELSO may receive compensation for their expenses in the exercise of activities directly related to the operation of LA ELSO or as remuneration for services within the mission of ELSO and prior budget approval by the *Board of Directors.*

CONFLICTS OF INTEREST

These policies seek to protect the interests of LA ELSO when transactions or decisions may benefit the particular interest of one of its members and this transaction or decision may result in a detriment to the interests of LA ELSO.

OBLIGATION TO DISCLOSE CONFLICTS OF INTEREST

In connection with any current or potential conflict of interest, the interested person must fully inform the members of the *Board of Directors of the facts that generate the probable personal benefit* before making any decision related to this conflict.

After presenting the facts related to the potential conflict of interest, the interested person should leave the meeting and the disinterested members should discuss and decide whether a conflict of interest exists.
If there is a conflict of interest in any transaction or decision of the *Steering Committee*, a disinterested person or committee must be chosen to evaluate the alternatives to the proposed transaction and the *Steering Committee* must establish whether there is any advantage for LA ELSO in planning. alternative.

By majority vote of the disinterested members, the alternative that has the greatest advantage for the interests of LA ELSO must always be chosen and this conflict, the procedure carried out and the reasons for the decision must be recorded.

The failure to declare a conflict of interest must be evaluated by the *Board of Directors* to define whether corrective or disciplinary action should be taken after explanation from the interested person.

DECLARATION OF CONFLICT OF INTEREST

Each member of the *Board of Directors* or *Steering Committee* must complete and sign a document acknowledging that they have read this conflict of interest policy, accept this policy, and declare any potential conflicts of interest they may have.

ARTICLE 9
ASSET MANAGEMENT

The assets and properties of LA ELSO are dedicated solely and exclusively to non-profit purposes. None of the assets, properties, income and profits of LA ELSO, obtained in its exercise or in the event of liquidation, can generate benefits to the directors and members of LA ELSO, or to any company or corporation other than LA ELSO.
In the event of dissolution, the properties and assets of LA ELSO will pass to the ELSO central office for use in accordance with its bylaws.

INCOME

LA ELSO's income is obtained from academic, scientific activities, and affiliations of its members including, but not limited to, the following:

1. 25% of the affiliations and annual payment of the ELSO centers and members of the Latin American countries.
2. 100% of the profits from academic activities organized directly by LA ELSO.
3. 100% of the profits from LA ELSO congresses.
4. Academic or scientific activities carried out in association with other organizations must report a percentage of profits as income of LA ELSO, in accordance with what fairly corresponds to the value added by our Organization and in accordance with the decision of the *ELSO Board of Directors. LATAM.*

USE OF GOODS

The use of LA ELSO assets is established in the annual budget presented and approved by the Board of Directors. Expenses and movement of goods must have approval from the President and the Financial Director of LA ELSO.

LA ELSO assets are managed in two ways:

1. An account managed by the Executive Directorate of ELSO in the United States, and whose movements are made prior approval of the President and the Financial Director of LA ELSO.
2. By the ELSO centers that carry out activities such as official ELSO courses or congresses, which can compensate LA ELSO for its obligations through payments for services, travel to congresses or training of exhibitors or logistical activities related to the mission and vision of ELSO, and only after presenting financial statements and receiving approval from the President and the Financial Director of LA ELSO.
3. LA ELSO may establish an account in a member country with approval of the *Steering Committee*. In this case, LA ELSO will need to be a non-profit organization in the country and the tax implications will need to be thought out.

ARTICLE 10
EXECUTION OF CORPORATE INSTRUMENTS

The President is recognized as the official designee for signing LA ELSO documents. Money transfers from the LA ELSO account managed in the United States or the approval of resource management from affiliated centers as compensation for income from official ELSO courses or conferences must be done with signed authorization from the President and the Financial Director.
Payments, investments or transfers must be signed by the President and the Financial Director and must conform to the budget approved by the *Board of Directors.*

ARTICLE 11
RECORDS AND REPORTS

LA ELSO bylaws

The bylaws approved by the *Steering Committee* and their modifications must be sent in a digital file to the ELSO central office and must be made available by the secretary for inspection by any member of ELSO and LA ELSO.

CORPORATE RECORDS

The ELSO secretary must have an updated digital file with the minutes of the meetings of the *Board of Directors* and the *Steering Committee* . These records must be sent digitally to the ELSO head office. The agreements, contracts and documents approved and signed on behalf of LA ELSO must also reside in a digital file and must also be sent to the ELSO central office.

FINANCIAL STATEMENTS

The Financial Director must prepare and present an annual financial report at the *Steering Committee meeting* , in accordance with accepted accounting principles. This report, once approved at the meeting, will be sent to the ELSO headquarters.

ARTICLE 12
CHANGES AND REVISIONS OF THE BYLAWS

These bylaws may be adopted or modified by the approval vote of at least six (6) members of the *Steering Committee* at an official meeting called for this purpose. Modifications and revisions must be presented with a document justifying the reasons for the proposed change.