BYLAWS OF THE AMAZON DEFENSE COALITION (FDA)

Chapter I

ORGANIZATION AND HEADQUARTERS

Art. 1.- Headquartered in the city of Nueva Loja, Canton of Lago Agrio, Province of Sucumbíos, the Amazon Defense Coalition (*Frente de Defensa de la Amazonía "FDA"*) is hereby created, with perpetual existence, and will be governed by the provisions of these Bylaws and of its Rules.

Art. 2.- The FDA is a private-law non-profit organization, governed by the provisions in Title XXIX, Book I, of the Civil Code.

Art. 3.- As such, the FDA will not participate in any political, partisan, or religious activity.

Chapter II

PURPOSES AND ACTIVITIES

Art. 4.- The FDA's purposes and activities will be as follows:

a) To unite the entire organized population of the Amazon region, in order to protect and defend its constituent interests and its renewable and non-renewable natural resources.
b) To propose and/or carry out adequate alternatives for the sustained management of the natural resources in the Amazon region.
c) To participate in the processes of debating and drafting legislation, policies, or programs that seek to protect the environment and promote the sustained development of the Amazon region.
d) **To promote the strengthening of local capabilities for the defense and protection of the environment.**
e) **To develop tools to expedite and promote processes for the participation of citizens in decisions related to the environment.**
f) To denounce **or issue alerts of** all acts or omissions that harm the environment and violate the rights of the population of the Amazon region.
g) To monitor production activities capable of harming the environment, through the direct participation of its members.
h) To ensure that national and international public and private organizations that perform any activity capable of harming the environment in the Amazon region incorporate into their action plans or programs the principle of sustained development and use of environmentally friendly technology.
i) To file lawsuits, to the extent possible, against those who cause ecological, environmental, and social damage in the Amazon region, in order to obtain the corresponding sanctions, repair, or compensation.
j) **To conduct public awareness campaigns on the importance of preserving the environment.**
k) To support actions taken by any social organization aimed at protecting the environment.
l) To represent its member organizations and institutions before the national government and Ecuadorian or foreign public or private institutions.
m) To promote the unity and solidarity of its member organizations and institutions.
n) To expand the FDA's relations with other similar organizations and bodies on the national and international level.

o) To request and receive support from Ecuadorian and international public and private institutions to support the FDA's activities.
p) To execute all activities, acts, contracts, or agreements not prohibited by law, that contribute to the fulfillment of its purposes.
q) **To draft and design alternative production projects that permit sustained development.**

Art. 5.- Due to its nature and purposes, the organization is prohibited from participating and acting in matters related to: possession, subdivision/allotment, and public sale of real estate classified as residential property, vacation or recreational property, or a crop or livestock raising facility or farm, without prejudice to the exercise of the right of ownership established in the Civil Code.

Chapter III

MEMBERS OF THE FDA

Art. 6.- There are three classes of FDA members: Active, Associate, and Honorary.

Art. 7.- The FDA's active members are organizations and institutions registered as legal entities that, through their representatives, have signed its organizational document and/or subsequently express in writing their desire to belong to the FDA, are accepted by the Board of Directors, upon fulfillment of the requirements contemplated in these Bylaws and in the Rules and Regulations, **and are properly registered with the Ministry of Social Welfare.**

Art. 8.- For membership, active members of the FDA are required:

a) To be an (indigenous, campesino, public-interest, or mutual-aid) organization or public, private, or mixed-capital institution that identifies with the purposes of the FDA.

b) To have their primary headquarters or a branch in the Amazon Region and to perform activities there.

c) To pay the fee established by the Board of Directors for acceptance of new members, which will not be reimbursable.

d) To fulfill all other requirements set forth in the present Bylaws, Regulations, and other rules established by the FDA in the future.

Art. 9.- Active Members of the FDA have the following rights:

a) To actively participate in the General Meeting and Board of Directors through their representatives, who will have voice and vote at such meetings; and to elect members and to be elected to the positions and offices of the decision-making bodies of the FDA.

b) To participate in the preparation and execution of the plans and programs developed by the FDA.

c) To rely on the FDA's solidarity and assistance in disputes that may arise with third parties whenever the issue is related to the FDA's activities.

d) To make any petition or complaint and to receive information on the progress of the FDA's activities.

e) To enjoy full internal and administrative autonomy.

f) All other rights afforded by the present Bylaws, by the FDA's Regulations, by Resolutions of the Members and of the Board of Directors, and by the law.

Art. 10.- Active members of the FDA have the following obligations:

a) **To participate actively at meetings, assemblies, and other activities organized by the decision-making bodies of the FDA, through their representatives.**

b) To make timely payment of ordinary and extraordinary contributions and fees as established by the Board of Directors or by the Executive Council.

b) To lend proper and timely solidarity as ordered by the FDA, in the event of need, according to statutory and regulatory rules.

c) To accept and obey the resolutions of the decision-making bodies of the FDA.

d) Not to perform public or private activities that denigrate the prestige or image of the FDA or interfere with its work.

e) Not to engage, within the FDA, in any type of political, partisan, or religious propaganda.

Art. 11.- Active members of the FDA will cease membership:

a) Upon voluntary withdrawal by the member organization or institution, as long as such withdrawal is accepted by the Board of Directors.

b) Upon exclusion, due to the member organization or institution's failure to have its primary headquarters or a branch in the Amazon region or perform activities there, **or due to repeated nonperformance of its statutory obligations.**

c) Upon expulsion.

Art. 12.- Associate members of the FDA are organizations or institutions, regardless of whether or not they are registered as legal entities, that desire to participate as such and submit a written application for membership, and/or those that have not yet been registered as active members by the Ministry of Social Welfare.

Associate members will have voice in all cases, and the right to vote only on resolutions concerning the internal policies of the FDA, subject to the limitations established by the Rules and Regulations to be issued for such purpose.

Art. 13.- Honorary members of the FDA are persons or entities that merit such designation because of their significant services provided to the FDA and are appointed by the Members or by the Board of Directors.

Honorary members shall not have vote, but their voice will be considered as a guide when making important decisions within the FDA.

Chapter IV

DECISION-MAKING AND ADMINISTRATIVE BODIES

Art. 14.- For the fulfillment of its objectives and execution of its activities, the FDA will have the following bodies:

a) The Members, gathered at a General Meeting

b) Board of Directors

c) Executive Council

d) **Secretariat-General**

e) **Treasury**

f) **Special Departments**

Chapter V

GENERAL MEETING OF MEMBERS

Art. 15.- The General Meeting of Members will be attended by two (2) representatives of each first-tier organization or institution that is an active member of the FDA. When the active member is a federation or second-tier organization, it will send five (5) representatives to the General Meeting.

Each associate member will send, in all cases, two (2) representatives.

Art. 16.- The Members, gathered at a General Meeting, are the highest authority of the FDA and such meetings will be held ordinarily every two (2) years, **at the primary or regional headquarters of the FDA,** in the month of May; and, specially, whenever the circumstances so require; after a notice calling the meeting is issued by the President, by the Vice President, or by three members of the Executive Council.

The General Meeting will be called to order when attended by one half of the active member organizations and institutions of the FDA, plus one. Its decisions will be made by absolute majority of votes cast by the representatives in attendance.

The General Meeting will be presided over by the following ad-hoc officers: Chairperson, Vice Chairperson, Secretary, and Assistant Secretary, all elected by those in attendance.

If the quorum has not been met at the indicated time, the meeting will be held one hour later, with whatever number of organizations are in attendance, and its decisions will be binding on all organizations or members of the FDA.

Art. 17.- The duties of the Members, gathered at a General Meeting, are:

a) To elect or remove, for just cause, the members of the Executive Council, from among the representatives or delegates of the active member organizations and institutions in attendance; and to install them in their respective offices.

b) To establish the general policies of the FDA.

c) To approve and amend the present Bylaws and the FDA's Rules and Regulations.

d) To approve, reject, or qualify the reports of activities and financial data submitted by the members of the Executive Council.

e) All other duties as contemplated in these Bylaws and in the FDA's Rules and Regulations.

Chapter VI

BOARD OF DIRECTORS

Art. 18.- The Board of Directors will be composed of one (1) representative of each first-tier organization or institution that is an active member of the FDA. When the active member is a federation or second-tier organization, it will have three (3) representatives on the Board of Directors.

Art. 19.- The Board of Directors will meet ordinarily every six (6) months and specially whenever the circumstances so require.

Art. 20.- Meetings of the Board of Directors will be called at the initiative of the President, the Vice President, or at least three members of the Executive Council. Notices calling meetings will be issued in writing, or through the local media if impossible to be made in writing, and will indicate the date, time, place, and agenda of the meeting, at least 72 hours in advance.

Art. 21.- Special meetings will deal only with the items on the agenda as indicated in the notice.

Art. 22.- Meetings of the Board of Directors will be called to order when attended by one half of the active member organizations and institutions of the FDA, plus one; and its decisions will be made by simple majority of the votes cast by the delegates in attendance.

If the quorum has not been met at the indicated time, the meeting will be held one hour later, with whatever number of active member organizations are in attendance, and its decisions will be binding on all member organizations and institutions of the FDA.

Art. 23.- The rights and duties of the Board of Directors are:

a) To approve or reject the entry of new organizations and institutions as members of the FDA; it must send the list of accepted members to the Legal Department of the Ministry of Social Welfare for registration, after fulfillment of the requirements established for same.

b) To order the exclusion or expulsion of member organizations and institutions and/or their representatives.

c) **To authorize investments or expenses greater than USD 2,000 (two thousand United States dollars).**

d) To set the fees for entry and other contributions, ordinary and special, to be paid by its member organizations and institutions.

e) To appoint delegates of the FDA as necessary to safeguard its interests.

f) To issue second-level and final decisions resolving disputes that arise among the member organizations and/or institutions of the FDA, and between them and the FDA.

g) To determine the amount to be paid to members of the Executive Council and Special Committees and to other duly appointed delegates as travel allowances and/or bonuses.

h) To issue special Rules and Regulations for specific activities.

i) To approve, reject, or qualify the working plans and their respective budgets.

j) To perform all other acts assigned thereto in these Bylaws and in the FDA's Regulations.

Chapter VII

EXECUTIVE COUNCIL

Art. 24.- The Executive Council is the executive body of the FDA responsible for planning, organizing, and directing the administration of the FDA and for executing its working plans and programs.

The Executive Council will be composed of the following members:

a) President

b) Vice President

c) Heads of the Permanent Secretariats

Art. 25.- The members of the Executive Council will remain in office for two (2) years and may be reelected to the same position for up to one consecutive term and—subsequently—only after at least one term has elapsed.

If one of the members of the Executive Council ceases to perform his duties for any reason, his replacement will be elected for the remainder of the same term.

Art. 26.- The members of the Executive Council will be elected from among the representatives of the member organizations and institutions with at least one year of active membership in the FDA and no legal impediments of any kind. Organizations and institutions with less than one year of active membership will be allowed only to elect other members.

Art. 27.- The Executive Council will meet ordinarily once a month and specially whenever the circumstances so require; meetings will be called by the President or Vice President at least 48 hours in advance.

Art. 28.- The rights and duties of the Executive Council are:

a) To draft the working plan and corresponding budget and submit them to the Board of Directors for approval.
b) To take charge of executing such plans and to strictly follow the budget of the FDA.
c) To submit executive and financial reports on a semiannual basis to the Board of Directors and every two years to the General Meeting of the FDA, for their respective approval, rejection, or comments.
d) To comply and enforce compliance with the present Bylaws and the FDA's Regulations.
e) To examine and issue a first-level decision on disputes that arise among member organizations of the FDA, or between them and the FDA.
f) To designate one or more banks at which checking and savings accounts will be opened.
g) To penalize its member organizations and institutions and/or their representatives in the form of a written warning or fine.
h) To authorize the President to make investments or incur expenses greater than USD 500 (five hundred United States dollars).
i) To select and hire the administrative personnel and/or assistants the FDA requires to carry out its work.
j) To perform all other acts assigned thereto in these Bylaws and in the FDA's Regulations.

Chapter VIII

MEMBERS OF THE EXECUTIVE COUNCIL

Section I
PRESIDENT

Art. 29.- The President is the judicial and extrajudicial legal representative of the FDA and will have joint and several liability with the Treasurer for managing the FDA's funds and assets.

Art. 30.- The rights and duties of the President are:

a) To act as legal representative of the FDA, in or out of court, in public or private acts in which the FDA must officially participate.
b) To call and preside over meetings of the Executive Council and the Board of Directors.
c) To sign and officially legalize the minutes of the meetings of the Board of Directors and Executive Council and all communications of the FDA.
d) To comply and enforce compliance with the provisions of these Bylaws and the FDA's Rules and Regulations and to decide on the most appropriate actions for the FDA's progress and efficiency.
e) To open and operate bank accounts jointly with the Treasurer.

f) To be liable, jointly with the Treasurer, for expenditures and checks issued in the name of the FDA, which expenditures will be subject to the rules established in these Bylaws.
g) To perform all other acts assigned to him in these Bylaws, in the FDA's Rules and Regulations, and by applicable law in Ecuador.

Section II

VICE PRESIDENT

Art. 31.- The rights and duties of the Vice President are:

a) In the event of temporary or permanent absence of the President, to substitute for the President in all of his rights and duties, as President pro tempore. When the President's absence is permanent, the Vice President will continue to substitute for the President until the Board of Directors appoints a new President.

b) To collaborate with the President in the management of the FDA.

c) **To carry out the duties directly assigned to him by the Executive Council or the President.**

d) To ensure that the meetings of the Board of Directors and the Executive Council are conducted in orderly fashion and with mutual respect.

e) To perform all other acts assigned to him in these Bylaws and in the FDA's Regulations.

Section III

PERMANENT SECRETARIATS

Art. 32.- Permanent Secretariats will be created by a resolution of the Members or the Board of Directors and will be headed by one (1) person, who will be a member of the Executive Council, with voice and vote.

Art. 33.- To be designated as the head of a Permanent Secretariat, the person must be a representative of an active member organization or institution of the FDA.

Art. 34.- The Board of Directors will appoint the heads of the Permanent Secretariats and will remove them at any time, for just cause.

Paragraph I

TRAINING SECRETARIAT

Art. 35.- The rights and duties of the Training Secretariat are:

a) To plan and carry out strategies for training and interaction of women and youth in community and organizational empowerment programs of the FDA.
b) To promote inter-institutional agreements with similar organizations in order to offer the FDA's members training courses in environmental and community development issues.
c) To develop tools or mechanisms to expedite and promote the participation of citizens in decisions related to environmental protection and social development in the Amazon region.
d) To plan and develop training programs for community monitoring and the formation of leaders within member organizations or institutions.
e) To develop human and communitarian development programs for its members.
f) To execute and monitor other plans and programs contemplated in the FDA's General Strategic Plan as designated by the Executive Council.

Paragraph II

THE ORGANIZATIONAL DEVELOPMENT SECRETARIAT

Art. 36.- The obligations and duties of the Organizational Development Secretariat are:

a) To create systems for tracking, evaluating, and monitoring the activities performed by bodies of the FDA.
b) To develop processes and instruments for monitoring, tracking, and evaluation of the environmental situation in the Amazon region.
c) To coordinate and support the legal assistance services that the FDA provides to its members in disputes related to environment problems and the defense of its members' rights.
d) To structure participatory community environmental vigilance and monitoring programs with the participation of the members of the FDA.
e) To execute and monitor other plans and programs contemplated in the FDA's General Strategic Plan as designated by the Executive Council.

Paragraph III

COMMUNICATION AND MANAGEMENT SECRETARIAT

Art. 37.- The rights and duties of the Communication and Management Secretariat are:

a) To inform members of the FDA's activities on a timely basis.
b) To provide support, information, and statistics to members concerning activities that harm the environment or violate their rights.
c) To further the development of awareness campaigns regarding the lawsuit against Texaco.
d) To develop inter-institutional information disclosure and prevention and monitoring campaigns regarding issues related to the objectives of the FDA.
e) To develop a plan for the FDA to position itself in the public opinion on a national and international level.
f) To provide information on the institutional management of the FDA.
g) To coordinate the FDA's public relations.
h) To execute and continue other plans and programs contemplated in the FDA's General Strategic Plan as designated by the Executive Council.

CHAPTER IX

SECRETARIAT GENERAL

Art. 38.- The obligations and duties of the Secretariat General are:

a) To support the activities and meetings held by bodies of the FDA.
b) To take charge of the books of the Secretariat and keep the minutes of the General Meetings and the meetings of the Board of Directors and the Executive Council up to date.
b) [sic] **To prepare the notices of meetings legally called and the respective minutes.**
c) To issue, subject to the prior authorization of the President, copies and certificates in relation to documents, acts, and matters related to the FDA.
d) To receive and distribute communications directed to the FDA and to prepare responses together with the President.
e) To receive and deliver, after taking inventory, the files, office materials, equipment, and other property of the FDA in his custody and under his responsibility.
f) To diligently and responsibly carry out the work with which he is charged.

g) To assume responsibility for the management and order of the files and communications received and sent.
h) To keep, in alphabetical order, the list of the member organizations and their executive councils, representatives at the FDA, and, in general, the organizations or members of each FDA member organization.
i) To keep a list of the honorary members and associate organizations.

Art. 39.- The Secretariat General will be headed by an employee hired directly by the Executive Council, which will decide on the amount of remuneration and how the work will be performed. The position of the head of the Secretariat General is different from that of the members, but the Secretary General will support all bodies of the FDA.

CHAPTER X

TREASURY

Art. 40.- The rights and duties of the Treasury are:

a) To correctly handle the accounting according to generally accepted principles.

b) To submit financial reports semiannually to the Board of Directors and every two years to the General Meeting.

c) To provide information as requested by member organizations of the FDA, subject to the prior authorization of the President.

d) To sign checks jointly with the President, subject to the limits set forth in these Bylaws.

e) To collect and safeguard the tangible assets and contributions of the member organizations Members, funds originating from loans, donations, and other economic activities of the FDA.

f) To deposit with the financial entity designated for such purposes the funds collected for any reason on behalf of the FDA, within no more than 48 hours.

g) To safeguard the real and personal property of the FDA and to receive and deliver it after taking inventory.

h) To post a bond in connection with the performance of its duties, in the amounts established by the Executive Council.

Art. 41.- The head of the Treasury shall be jointly and severally liable with the President for the financial management and accounting of the FDA, and, therefore, the Treasurer must post a bond before starting his work and will be subject to the provisions of these Bylaws and the FDA's Regulations.

The Treasury will be headed by an employee hired directly by the Executive Council, which will decide on the amount of remuneration and how the work will be performed. The position of the head of the Treasury is different from that of the members, but the Treasurer will support all bodies of the FDA.

Chapter XI

SPECIAL DEPARTMENTS

Art. 42.- The Executive Council will create Special Departments as it deems convenient and will establish their duties, structure, and duration according to each case and circumstance.

Art. 43.- The Special Departments will be created by resolution of the Board of Directors. The Departments will be directed by one (1) coordinator designated by the Executive Council.

The structure and duties of each Special Department will be established in the Rules and Regulations to be issued for such purpose.

Art. 44.- The coordinators of the Special Departments will have only voice at all meetings of the FDA's bodies, unless they also represent a member institution or organization.

Art. 45.- The Executive Council will appoint the coordinators of the Special Departments and will remove them at any time, according to their knowledge and capability and subject to the needs of the organization. Coordinators need not be a representative of any FDA member for eligibility.

Chapter XII

VIOLATIONS AND PENALTIES

Art. 46.- Any act or omission by a member organization or its representatives that hinders, damages, or harms the FDA's image or normal operations will be considered a violation.

Art. 47.- To maintain discipline among member organizations or institutions members and uphold the prestige of the FDA, the following penalties are established:

a) Written warning

b) Fine

c) Expulsion

Art. 48.- These penalties may be imposed against member organizations and/or their representatives. In any case, an organization may be reinstated but not the representative, by resolution by the General Meeting or the Board of Directors.

Art. 49.- The written warning and fines will be imposed by the Executive Council in the event of a deliberate violation of the Bylaws, Rules and Regulations, or resolutions of decision-making bodies of the FDA.

If the affected member organization and/or its representatives believe the penalty has been imposed unfairly, they may appeal to the Board of Directors, which will definitively rectify or ratify the penalty.

Art. 50.- Expulsion will be imposed by a resolution by the Board of Directors against a member organization or its representatives, for the following reasons, as applicable:

a) For repeated and unjustified violation of the Bylaws, Regulations and rules established by the bodies of the FDA **that cause or may cause serious harm to the FDA.**

b) For fraudulent operations to the detriment of the FDA or its member organizations; or for misappropriation of any funds that the FDA delivers to the organization or its representatives for any reason.

c) For verbal or physical aggression against officers of the FDA, a member organization, or the representatives of each member organization, whenever the aggression is due to causes related to the FDA.

d) For a violation of Art. 10 letter "d" of these Bylaws.

e) For an attack against the institutional life of the FDA and/or its members.

f) For any other reason deemed serious by the Board of Directors.

Art. 51.- The accused organization and/or representative will have the right to examine the accusation and exercise their legitimate right of defense.

Once communicated to the Executive Council, resolutions in this regard adopted by the Board of Directors will be final and binding on the decision-making bodies as well as the organizations and/or representatives.

Chapter XIII

ASSETS OF THE FDA

Art. 52.- The assets of the FDA will be composed of:

a) Cash and other contributions made by member organizations and institutions of the FDA, for its operations.

b) Any donations, bequests, and contributions accepted by the FDA.

c) Funds obtained by the FDA to carry out its specific programs and projects.

d) State subsidies established by applicable law in Ecuador.

e) Income earned on its intellectual or tangible property and assets.

Art. 53.- The FDA will enjoy all benefits in connection with its status as a legal entity according to applicable law, and therefore it may acquire by any means, maintain ownership of, possess, manage, encumber, and alienate all types of real or personal property and may hold any type of rights acquired for consideration or gratuitously, exercise all rights of action, and assume all types of obligations.

Chapter XIV

DISSOLUTION AND LIQUIDATION

Art. 54.- The FDA will have perpetual existence but may be dissolved in the following events:

a) by a decision of the Ministry of Social Welfare, in the event of nonfulfillment of the purposes or violation of the rules set forth in these Bylaws or for other causes of a legal nature.

b) by a resolution adopted at two meetings of the Board of Directors called for this specific purpose, voted for by at least three-fourths of the organizations in attendance.

Art. 55.- In any case of dissolution, as soon as the pending financial obligations are met, ownership and possession of the organization's assets will be transferred to a social welfare institution. If no institution is named then the Ministry of Social Welfare will designate one.

Art. 56.- Subject to applicable law and the various legal rules in effect, and according to the situation, if the Ministry of Social Welfare becomes aware of any nonfulfillment of the [FDA's] purposes and objectives and such nonfulfillment is proved, it will impose rules and establish

procedures for the entire process of dissolution and liquidation, since the Ecuadorian Constitution prioritizes social and preventive measures.

Chapter XV

GENERAL PROVISIONS

1.- The members of the Executive Council or representatives of member organizations or institutions of the FDA will not receive any wages or salary, only travel allowances, bonuses, travel fare, and reimbursement for other expenses, subject to submission of respective receipts or invoices.

2.- The amount of the bonuses and travel allowances will be set each year by the Board of Directors.

3.- The provisions contemplated in these Bylaws will be interpreted in light of the FDA's Rules and Regulations.

4.- The Board of Directors will issue Special Rules and Regulations on the activities to be carried out in any program or project of the FDA.

Certification.- **I CERTIFY** that the preceding Bylaws were read, discussed, and approved article by article at a General Meeting of the FDA held on May 17 and 18, 2002.

[signed]
Mrs. Ximena Elizalde
SECRETARY GENERAL OF THE FDA

[all pages ink-stamped:] Ministry of Economic and Social Inclusion
Office of the Provincial Director of Sucumbíos
I certify this copy of the original. [signed]
May 29, 2009