



Amazon Waters Alliance **Operational Agreements**

Document modification record

These guidelines for conduct and institutional responsibilities apply to the organizations that are part of the Amazon Waters Alliance and collaborators who represent them in face-to-face and virtual environments, within the governance structure of Amazon Waters and outside in their representations.

January, 2025, version 4



Amazon Waters Alliance | Operational Agreements

Description

These guidelines contain provisions that complement the Bylaws of the Alliance to ensure its proper functioning and operation in a transparent and effective manner.

The modifications will be approved by a simple majority, that is, half plus one of the members of the Board of Directors. The minutes of the Board of Directors meeting shall record the vote and final decision on the approval of the document. The minutes shall be available for consultation upon request by Alliance members. These guidelines shall not modify or override provisions contained in the Alliance Bylaws.

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Review process dates

December 5, 2024: Recommendations of the Conduct Committee for modification of the Operating Agreements
January 28: Board reviews/approves modifications to Operating Agreements
February 3: Technical Secretariat disseminates modifications to Operating Agreements

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3.0	Amendments to the Operating Agreements for the merger of RCCA y AAA	19-Jun-2023	Amazon Waters Alliance
4.0	Report on Amendments following the recommendations of the Conduct Committee approved by the Board	30-Jan-2025	Amazon Waters Alliance

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1. Designation and responsibilities of representatives

The designation of representatives and alternates of the Alliance partner organization only can be made by its legal representative at the time of the application. The people representing a partner organization to the Alliance and their respective collaborators must be institutionally linked and actively involved in its internal operations. The titular representatives of the partner organizations must report to the legal representatives and other collaborators on the progress of their participation in the Alliance, at the regularity internally determined, maintaining at least quarterly reports.

2. General Assemblies of Partners

The Board, in collaboration with the Technical Secretariat (TS), shall define the dates of the Assemblies at least two months in advance. The Technical Secretariat shall coordinate the convocation and preparation of the Assembly. The TS shall send the invitations to the representatives of the Alliance members through various communication channels, at least by e-mail and shall be published on the Network's web page. The



TS will design several alternatives to deliver the invitation to partners with limited internet access. Members shall receive the invitation including the agenda of the Assemblies at least one month before the date of the Assembly and, in the case of an Assembly to change the Board, at least two months before the date of the Assembly.

The Board shall ensure compliance with the agenda of the Assemblies and the resolutions shall be recorded in minutes kept by the Technical Secretariat, which shall be read prior to the end of the meetings so that the members may validate their veracity. The minutes of the meetings will be published on the Alliance website no later than 15 calendar days after the meeting. The partners who participated in the meeting may consult the minutes and make comments within the following 15 calendar days, after which time the comments will be verified and the minutes will be closed by the Technical Secretariat.

In order to evaluate the management of the Board and make recommendations for improvement, the Assembly must receive a technical report for review at least one week prior to the Assembly. The Technical and Financial Report is prepared by the Technical Secretariat and submitted for review and approval by the Board before being submitted for approval by the General Assembly of Members.

3. Conformation and Functioning of the Conduct Committee

Composition:

It is made up of three (3) representatives of the Alliance partner organizations (maximum one representative per partner), including one member of the Board. Up to two representatives of partner organizations may be alternates in case of conflict of interest.

The Conduct Committee is elected through an open call for participation in the Committee. If there are more than three candidates, the Technical Secretariat shall implement a Voting System and the minutes of the voting shall be presented to the General Assembly of members for approval of the appointment of the members of the Conduct Committee.

Decision-making:

Preferably by consensus. If not possible by consensus, by simple majority, after a process of reflection.

Functioning

The Alliance Conduct Committee operation mode and the cases submitted to it are governed by the Code of Conduct and Institutional Responsibilities approved by the Board. It shall observe the following principles:

1. Of justice and impartiality: to guarantee the exercise of rights equally, without any distinction whatsoever. As well as, to grant the same opportunities of defense to all equally.
2. Of access to a fair process: to guarantee, to the members of the network, the right to a quick, simple and effective action.
3. Good faith: the resolution of cases submitted to the Conduct Committee must be known (studied) and resolved in accordance with the rules of good faith and the common intention of the members of the network.
4. Network governance: The Conduct Committee shall take into account its operation and resolution of cases submitted to its decision, the governance structure of the Alliance and its objectives of creation.
5. If a member has a conflict of interest the alternate will take over.
6. Accountability and evaluation of the process on an annual basis.

7. Have your own e-mail address for direct contact.

The first Alliance Conduct Committee shall propose its own internal regulations and operating guidelines within three (3) months of the confirmation of the Alliance, to be agreed upon with the partners.

The resolution adopted by the Board upon recommendation of the Conduct Committee will be notified by the Technical Secretariat via email to all parties involved in the case, in order for them to exercise their rights of reconsideration. If no appeal is presented within 5 working days after the notification, it will be published on the Alliance's web page, concluding the case.

In the event that an appeal for reconsideration is presented, with new evidence or issues not foreseen during the first stage of evaluation, the Conduct Committee will evaluate the situation within 10 working days and will communicate its final decision to the Board to adopt a final decision, thus closing the case.


4. Election of the Board

The Board is elected by means of three procedures that conclude with the formalization at an Ordinary General Assembly:

- Election of representatives by a vote of the members.
- Designation of the representatives of the Alliance programs.
- Ratification or renewal of the host organization ratified by the Board.

Timeline for the Board of Directors Election Process

The Board of Directors election process is subject to the following timeline:

 Date	Steps to the assembly	Action
Two and a half months before the Assembly	Definition of the date for the change of the Board of Directors' management	The Board of Directors defines in the minutes of the meeting the date for holding the Assembly for the change of management of the Board of Directors.
Two months before the Assembly	Members are informed about the date, agenda and schedule of the electoral process.	<ul style="list-style-type: none"> - TS to inform date and agenda of the General Assembly - Call for the formation of the Electoral Committee (The nomination period will be open for two weeks). - Call for candidates (The nomination period will be open for three weeks). - Communication to the general membership about the rules of the electoral process and the timetable. - Inform programs about the nomination process for delegates to the Board.
Two weeks before the election period		<ul style="list-style-type: none"> - TS validates the composition of the Electoral Committee (EC)

Date	Steps to the assembly	Action
One week before the start of the election period	Verification of ability conditions	EC Validates central aspects of the election process - Closing of the electoral roll - (1) list of eligible voting members, including alternate voters authorized by the member's representatives - (2) Approved list of qualified candidates
One month before the Assembly	Programs inform appointed representatives and members receive information about the start of the electoral process including the final lists of candidates, voters and voting period.	- Program leaders send the minutes of delegate definition to the board of directors. The EC reviews whether the delegates meet the qualifying conditions. - The Technical Secretariat shares the list of candidates and voters through the Alliance channels (email registered by the partners, website, forums and non-digital channels if necessary) and will also enable virtual, face-to-face or non-digital voting channels for partners with limited internet access. - The voting period will be open for three weeks. - The minutes of the voting tally will be prepared by the Technical Secretariat and will be available for consultation by members upon request.
Week prior to the Assembly	At the end of the voting period, the Technical Secretariat consolidates the votes, the EC signs the minutes of the voting results and sends the minutes to the Board of Directors, which communicates with those elected prior to the Assembly.	- TS sends to the EC the report of the vote count and, EC sends to the Board the minutes of the election results.
At the Assembly	Ordinary General Assembly	- Formalization of the 'swearing-in' of the new Board of Directors

4.1 Conditions of Ability for Candidates for Board Members and Voters

The organizations that make up the alliance, in order to participate and validly cast their vote in the election of the Board, must comply with the following conditions:

- I. They are organizations that have signed the letter of commitment with the Alliance, whose application was approved by the Board and whose membership is current.
- II. The organization has designated a legal representative to the Alliance and has the right to vote in the General Assemblies. The legal representative may delegate the voting power to a third party.
- III. The Conduct Committee shall report if there is any complaint under investigation by the Conduct Committee. In case there is an open cause or there is any sanction on its representative, considering that the responsibilities are personal, the organization shall immediately accredit another representative to vote.

4.2 Role and functions of the Electoral Committee

The Electoral Committee (EC) is a temporary and voluntary body within the Alliance. It must be confirmed by representatives of members who are not members of the Board of Directors, the Technical Secretariat and are not candidates to the Board of Directors, but in case it is not achieved, representatives of the Board of Directors and the Technical Secretariat could integrate the Electoral Committee. Its final composition is validated by the Technical Secretariat.

The functions of the Electoral Committee are:

- a. Ensure transparency and accountability of the voting process.
- b. Receive designation of member representatives
- c. Validate designation of member representatives
- d. Validate voter list
- e. Validate the list of candidates
- f. Validate voting platform and tutorial presented by the Technical Secretariat
- g. Validate the consolidated tally of the organizations' votes
- h. Announce election results and elected Board candidates
- i. Announce results of voting and formation of new Board at General Assembly

4.3 Role and functions of the Technical Secretariat

During the election process, to assist the Electoral Committee in the development of transparent elections and in accordance with the bylaws and the provisions set forth herein.

The functions of the Technical Secretariat during the election process are:

- j. To prepare, under the supervision of the Board of Directors, the schedule of the election process.
- k. To initiate the convocation process for the election of the members of the Electoral Committee.
- l. Inform EC members of their responsibilities and the electoral schedule.
- m. Review and validate the composition of the EC.
- n. Follow up on nominations and nominations for the EC.
- o. The Technical Secretariat shall file the confirmation emails and periodically send information on the validated candidates to the EC.
- p. Once validated, candidates are welcome to promote their own candidacy as well.
- q. Review and generate a complete list of candidates and voters.
- r. Request the Election Committee to validate the final list of candidates.
- s. Disseminate the final candidate and voter lists to all Alliance members.
- t. Make tutorials and specific voting instructions available to voters. If necessary, provide technical assistance to members in casting their vote.
- u. At a time to be determined, the Technical Secretary closes the voting system.
- v. The TS consolidates the votes by organization and validates the results with the EC.

4.4 Procedure for the election of representatives by membership vote

For the four representatives elected by vote of the General Assembly, the call for candidacy as a member of the Board will be published by the Technical Secretariat through the Alliance's communication channels, such as e-mail, website, forums and non-digital channels for members with limited internet access.

The following protocol defines the roles of the instances and themes that drive the election process.

4.4.1 Nominations for candidates for the Board of Directors

Candidates may be nominated by other members, may nominate themselves or may be invited by the Technical Secretariat or the Board of Directors to be part of the list. The registration of candidates shall be open for a period of one month. The Technical Secretariat shall receive the applications through the channels defined during the call for nominations and shall consolidate the list of candidates. In order to consolidate this list, it shall verify with each of the nominees their availability and interest (in case they have been nominated by other members).

Nominations and nominations will be made by mail to the TS informing:

- a. Organization
- b. Statement that the organization is a member of the Alliance
- c. Name and email of the person nominating or being nominated
- d. A brief description of the person and the organization being nominated and what contribution they could offer to the Alliance from the Board of Directors (maximum recommended 400 words).

4.4.2 Voting System

The voting system for the election of the Board of Directors will be carried out through the *Condorcet Internet Voting Service* voting platform. Configuring a single page for the organizations with their respective access codes for voting.

The Technical Secretariat configures the platform for the election as follows

- Completing the fields with the complete list of candidates in alphabetical order.
- The poll is configured in private mode. Each voter receives his or her own unique URL to vote and can only vote once. The system will forget their addresses immediately after sending the submitted email.
- Do not broadcast the results to all voters.
- Enable detailed ballot counting, as a way to ensure the transparency of the election.

4.5 Designation of Program Representatives to the Board

The Alliance programs will designate their representatives. The leaders of the programs will meet virtually or in person and will elect the 2 (two) members for the Board, if possible taking into account thematic, geographic and stakeholder representativeness criteria. The programs must define and document how decisions will be made (e.g., by consensus, simple majority, open or secret ballot). The leaders of the Alliance programs will formalize the designation by sending the minutes of the designation by e-mail to TS informing the date of the meeting, participants of the meeting and decision of the names of the two delegates respecting the deadline defined in the schedule of the election process of the Board. If there is no consensus, the Technical Secretariat may implement an electoral process in which only the organizations that participate in the programs and their associated projects may participate.

4.6 Eligibility Criteria for Selection of Host Organization

The selection of the host organization shall be made by the Board. Its approval of ratification or change shall be by unanimous vote. The Board will agree if the host organization continues or if a renewal needs to be considered. The host organization may also decline this position by writing to the Board.



In order to select a new host organization, the Board shall issue a call for nominations among the Alliance member organizations. In any case, the host organization must demonstrate administrative, financial, logistical and technical capacity to manage knowledge networks.

Once the new host organization has been selected, the Board must inform the Alliance members. The previous host organization must carry out a process of joining with the new one, including the transfer of the Alliance file, induction on the Alliance procedures and other aspects that may be necessary to avoid traumas in the operation of the Alliance.

5. Strengthening the performance of the Board of Directors

The Board may invite an expert, associated or not with the Alliance, to play a consultative role in order to strengthen some of its specific capabilities. Their participation, form and period of participation must be unanimously approved by the Board. The period of participation shall be for a maximum of two years, after which time their participation may be terminated or renewed.

6. Strategic planning and action plans

The Alliance's Strategic Planning will be updated at least every four years. Annually, the Technical Secretariat shall generate a proposal for the Alliance's action plan according to the strategic planning in force, articulated with the programs. The Board shall evaluate this proposal and present it at the annual meeting of the General Assembly. If for any force majeure circumstance the General Assembly cannot approve the annual action plan proposal and this is decisive to advance the activities of the network, it will be considered approved with the approval of the Board until the Assembly meets.

The Board shall lead the updating of the strategic planning and its process shall be as inclusive as possible. The Technical Secretariat shall implement this process. Taking into account the financial and logistical capabilities of the Alliance, face-to-face meetings will be promoted to build a strategic planning in a collaborative manner. In any case, if financial resources are not available for face-to-face meetings, virtual strategies will be designed to promote a broad and active participation of the partners.

The strategic planning document is considered approved once it has been socialized at the annual meeting of the General Assembly, which may be virtual or face-to-face.

7. Technical Secretariat work plan and budget of the Alliance

The Technical Secretariat will prepare an annual work plan that responds to the priorities defined in the approved annual action plan. This document will include the activities, deliverables, deadlines, responsible parties and budget to implement the action plan and sustain the Alliance's basic management activities, such as linking and accompanying partners, communications, among others.

The Alliance budget as defined in the financial sustainability guidelines will be prepared by the Technical Secretariat and approved by the Board. These resources, administered and executed directly by the host organization, will be used to execute the annual work plan.



8. Evaluation of the Governance Model

The Board shall present to the General Assembly at least every four years the results of the comprehensive evaluation of the Alliance's governance model, including any recommendations or adjustments that may be necessary. The General Assembly shall evaluate the results and define the changes to be implemented.

9. Conflict Management Process

Complaint: If you have experienced any type of aggression or observed any unacceptable behavior or have other concerns, please send an email to comite.conducta.cca@gmail.com. This email is read by the Conduct Committee. If you prefer to report anonymously, you can do so via the following [form](#).

Process: We are committed from the Amazon Waters Alliance to pay attention to the behavior of participants who have been reported. When incidents are reported, the Alliance's Conduct Committee is committed to discuss them with those who are violating the code and request compliance. There will be a fair process in which those involved will have the right to have their voices heard and the right to defense will be guaranteed. Following the principles and style of the Alliance, conflict resolution will be sought with transparency, flexibility and good faith. If misconduct continues, the Alliance will prioritize the safety and integrity of the affected participants.

Definitions of membership, documentation and other Alliance-related terms are available in the Glossary.

We would like to inform our readers that the original version of this document is in Spanish (available here [\[link\]](#)) (or can be requested by email to [\[gleite@wcs.org\]](mailto:gleite@wcs.org)). In case of discrepancy with other versions in different languages, the Spanish version will take precedence and will be the only one valid for all purposes.