



Amazon Waters Alliance
Bylaws

September 2025

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1. Vision

The Amazon Basin maintains its fluvial connectivity from its Andean origins, allowing interaction with the Amazon plain, thanks to a local and global population that values, cares for and benefits from it, through the provision of goods and services that urgently depend on an integrated, dynamic, diverse and interconnected basin, at the ecological, socio-cultural and institutional levels.

2. Mission

We are a knowledge and action alliance based on citizen science and our work has a scale approach. We improve the understanding of ecological and social processes by generating accessible, reliable and timely information. We connect diverse stakeholders (scientists, citizens, governments, businesses and other initiatives), knowledge, solutions and actions for the conservation and management of aquatic ecosystems at the basin scale and respect for the rights of Amazon populations.

We generate spaces and strategies for dialogue, debate and agreements for the conservation and management of the Amazon Basin, promoting timely and reliable information to stakeholders, developing advocacy in strategic cases, and assuming agreements and commitments for the development and sustainability of the Amazon Basin.

3. Purpose

Maintain the ecosystem integrity of the Amazon Basin, based on knowledge at scale and collective action, through spaces for dialogue and agreements for informed decision-making on the management of the Basin for social and environmental well-being.

The goals, objectives and intervention strategies are updated in the Strategic Plan and the Action Plan.

4. Scope

The Alliance focuses its work in the Amazon Basin from a multi-scale and integrative vision at the sub-basin level, recognizing that the Amazon ecosystem is interconnected and requires a local, regional and global vision to address its conservation and development. The Alliance's current thematic priorities focus on water, fish, aquatic ecosystems, infrastructure, sustainable land management, and their interrelationship with people. These priorities are key to the development of the goals defined in the Alliance's Strategic Plan.

The Alliance builds knowledge on the pillars of citizen science as an open science initiative. It recognizes interdisciplinarity, interculturality, diversity of visions, types of knowledge, diversity of knowledge and the need to discuss and integrate different types of knowledge in its work.

The Alliance generates advocacy strategies and actions, and seeks to create spaces for debate and knowledge building for informed decision-making on issues essential to the conservation of watersheds and the maintenance of their stability and provision of services.

5. Designation

The name of the Alliance is "Alianza Aguas Amazónicas". For legal representation purposes, the information used will be that of the host organization. The official documents of the Alliance are in Spanish and will prevail over versions in other languages.

6. Governance structure

The Alliance is structured as follows:

- 6.1 General Assembly of Alliance members, the highest decision-making body.
- 6.2 Board of Directors, the executive body of the Alliance
- 6.3 Conduct Committee, oversees the Alliance's principles and values
- 6.4 Advocacy Committee, proposing body
- 6.5 Communications Committee
- 6.6 Technical Secretariat, support body of the Board of Directors
- 6.7 Programs, lead the strategic actions of the alliance and are in turn organized in working groups

The Assembly may decide to form other bodies.

6.1. General Assembly of the Alliance Partners

The General Assembly is composed of all the members of the Alliance and is the highest decision-making body. All organizations that have signed a Letter of Commitment with the Alliance and whose application has been approved by the Board of Directors and are authorized by the Board of Directors to participate in the Assembly are considered partners.

The General Assembly has the following functions:

- a. Formalize the election of the Board of Directors
- b. Evaluate the management of the Board of Directors and make recommendations for improvement.
- c. Approve the Alliance's strategic plan

- d. Approve the appointment of members of the Conduct Committee.
- e. Approve amendments to the bylaws
- f. Provide feedback to the Technical Secretariat and Alliance Programs.

Meeting Frequency and Summoning: The Board of Directors convenes the Ordinary General Assembly annually and may also convene Extraordinary General Assemblies, which can be held in person or virtually. An Extraordinary General Assembly shall be called by the Board of Directors in coordination with the Technical Secretariat at least one month in advance if requested by more than 30 percent of the Alliance members. The Operating Agreements outline the procedure for requesting, convening, and providing additional provisions.

Installation of meetings: The Ordinary General Assembly will convene only if at least 50% of the members' accredited representatives are present.

Decision Making: Decisions made by the Assembly require a simple majority vote after verifying the voters' eligibility. Each organization is entitled to one vote, which can be cast by its representative or delegate to whom it grants a voting proxy. The Assembly may agree on other types of voting, such as absolute majority, simple majority, or unanimity. The resolutions of the General Assemblies will be recorded in minutes and published on the Alliance website.

6.2. Board of Directors

The Board of Directors (CD) is made up of:

- 4 (four) representatives of elected by vote of the General Assembly
- 2 (two) designated representatives of the Alliance's programs
- 1 (one) representative of the host organization ratified by the Board of Directors

Election of Board of Directors members: Only authorized representatives of the partner organizations of the Alliance may be part of the Board of Directors. The election of the Board of Directors will be formalized at an Ordinary General Assembly. Members may be nominated by other members, self-nominate, or be invited by the Technical Secretariat or the Board of Directors to be part of the list of candidates. Each member organization may nominate only one person to be a candidate for the Board of Directors. The election process for the Board of Directors is governed by the provisions of the Alliance's Operating Agreements.

The Board of Directors will aim to have representation from actors across the Alliance's geographic scope, taking into account the principles of diversity and equity outlined in the Manifesto. The Technical Secretariat or Board of Directors will work closely with Alliance partners to achieve this goal.

The host organization shall meet the eligibility criteria as defined in the Operating Agreements. The organization shall define its representative and inform the Directing Council. The representative of the host organization shall be the same as the one delegated by the Technical Secretariat to the Directing Council.

Term of office: The Alliance representatives elected by vote of the Ordinary General Assembly and the representatives of the Alliance programs have a term of office of four years, shall hold office until new members are elected and may be re-elected consecutively for an additional four-year term and non-consecutively indefinitely. The host organization must be ratified or renewed every four years by the other members of the Board of Directors and may be reelected indefinitely.

In the event that one of the representatives of the Board of Directors resigns or is unable to continue in his or her role,

- If it comes from the election by Assembly, the Board of Directors may invite the first representative of the partner organization who was the alternate candidate on the list. The candidate on the list with the highest number of votes shall be invited; if he/she is not available, the next one shall be invited.
- If it comes from Alliance Programs, the coordinators of these groups will agree on a new representative.
- If he/she comes from the host organization, the host organization will define a new representative.

If no one is available, the Board of Directors may invite a temporary representative, taking into account criteria of representativeness, until the end of his/her term on the Board of Directors.

The functions of the Board of Directors are:

- a) Convene the Ordinary and Extraordinary General Assemblies
- b) Lead and oversee the implementation of the Alliance's strategic plan and its action plans, in accordance with the commitments made by the partners.
- c) Evaluating and approving members for membership in the Alliance; and deciding on the separation of members in the cases provided for in numeral 8. "Termination of Membership."
- d) Evaluate the performance of the Technical Secretariat and the host organization.
- e) Provide guidelines for conflict management in the Alliance, refer cases to the Conduct Committee, and make decisions based on their recommendations.
- f) Approve the work plan of the Technical Secretariat and the annual budget of the Alliance, as well as define and lead the Alliance's financial sustainability strategy.
- g) Promote and approve strategic alliances and actions to position the Alliance, including its participation in projects or the signing of strategic alliances.
- h) Approve Alliance policies, including data access and use, information sharing policies, among

others.

- i) Define the guidelines and approve the Alliance's communications strategy.
- j) Oversee the implementation of the Alliance Governance Model, and propose changes and other suggestions according to its competencies.
- k) To comply with the guidelines and demands of the Assembly, as well as to render accounts of its management.
- l) Identify, select and approve the emblematic incidence cases to be promoted by the Alliance, according to the protocols developed for such purpose.
- m) To follow up and evaluate the advocacy actions promoted by the Alliance.
- n) Coordinate with the Advocacy Committee and the Communications Committee on actions regarding the fulfillment of the Alliance's objectives.
- o) Monitor compliance with the commitments voluntarily expressed by the partners in their application for membership in the Alliance.

Frequency of meetings: The Board of Directors shall meet at least four times a year, once per quarter.

Quorum: the presence of at least 50% plus 1 of the members (4) is required for the Board of Directors to meet.

Decision-Making: The Board of Directors shall make decisions by consensus to the extent possible. If agreement cannot be reached by consensus, decisions will be made by simple majority. There will be the option of virtual and face-to-face meetings; consultations may also be made by e-mail or other online mechanism.

Composition:

The Board of Directors shall be composed of 1 (one) president, 1 (one) vice-president, 1 (one) representative of the Host Organization and other members.

The duties of the Chairman of the Board of Directors are:

- a. To lead, in cooperation with all the Alliance's bodies, the proper functioning of the initiative and the fulfillment of its strategic goals and objectives.
- b. To call ordinary and extraordinary Assemblies and coordinate the agendas of both.
- c. Represent the Alliance in coordination with the host organization.
- d. Delegate their responsibilities to other members of the Board of Directors, in their absence or inability to attend to them.
- e. Collaborate with the organization and conduct the meetings of the Board of Directors.
- f. Leading the debate on the Alliance's emblematic advocacy cases.

The duties of the Vice-Chairman of the Board of Directors are:

- a. Assume the duties of the chairman in the event of absence or inability to perform his duties.
- b. Assume responsibilities delegated by the president.
- c. To support the alliance's entities in the fulfillment of their strategic goals and objectives.
- d. Coordinate and follow up on applications for new alliance partners.

The functions of the other members of the Board of Directors are as follows:

- a. To ensure the smooth running of the organization and the fulfillment of its purposes.
- b. Coordinate and follow up on the Alliance's emblematic advocacy cases and the commitments of the Alliance's partner organizations.

The host organization is a member of the Board of Directors in its capacity as representative of the Technical Secretariat and its functions are described in point 6.6 of these Bylaws.

6.3. Conduct Committee

The Conduct Committee is made up of (5) representatives of the Alliance partners (three regular members and two alternates, a maximum of one representative per partner), who voluntarily wish to serve in this role for a term of four years, and includes one member from the Board of Directors.

Designation of the members of the Conduct Committee: The Board of Directors will issue an open call, and based on the results, will propose the final composition for the Assembly to evaluate and approve. This process will be repeated if one of the members resigns. In the case of a conflict of interest, the Conduct Committee will choose an alternate to analyze the necessary cases.

The function of the Conduct Committee is to ensure compliance with the Code of Conduct of the Alliance. The Operational Agreements of the Alliance describe its functioning.

6.4. Advocacy Committee

The Advocacy Committee is a working body specialized in raising awareness and promoting spaces for information, debate and decision-making on emblematic cases for conservation at the basin scale.

Election of the members of the Advocacy Committee: It is made up of 2 permanent members and 3 experts from the Alliance, all of whom must have experience in advocacy, public policy and governance. The Board of Directors must approve the designation of members of the Advocacy Committee for a four years term. The IC reports its actions directly to the Alliance's Board of Directors.

The functions of the Advocacy Committee are:

- a. Receive recommendations on advocacy priorities proposed by the Programs to contribute to the Alliance's Strategic Plan.
- b. Study the priorities selected by the programs and organize their presentation to the Board of Directors, indicating their relevance and strategic opportunity for the Alliance.
- c. Present advocacy priorities to the Board of Directors, so that it may evaluate, select and determine the priorities to be promoted by the Alliance.
- d. Promote the necessary advocacy mechanisms and strategies for emblematic cases determined by the Board of Directors.
- e. Coordinate with the Communications Committee and the programs in all matters concerning the implementation of the Alliance's advocacy actions.
- f. Report its actions and progress directly to the Alliance Board of Directors.
- g. Others involved in the development of your assignment within the Alliance.

6.5. Communications Committee

The Communications Committee is a support body specialized in communications and content distribution, based on the Alliance's strategic objectives. It is composed of specialized professionals and organizations that have joined by invitation of the Board of Directors or by expression of interest. The Communications Committee reports directly to the Alliance Board of Directors.

The functions of the Communications Committee are:

- a. Provide expert advice and support to the Advocacy Committee in the development and implementation of thematic and visual content, when necessary, for the Alliance's flagship advocacy cases, at the basin scale.
- b. Guiding the design, management and maintenance of the Alliance's platforms and social networks.
- c. To guide the Technical Secretariat in the development of the objectives of the alliance's communication plan and the progress achieved by the programs.
- d. To ensure the application of the policies and guidelines for communication and use of the Alliance's image.
- e. Report to the Board of Directors on the progress in the development of its functions, as the case may be.
- f. Others that arise as a consequence of their role and that are directly related to the objectives of the Alliance.

6.6. Technical Secretariat

The Technical Secretariat (TS) is led by the host organization and comprises personnel from this organization. Optionally, personnel from partner organizations may join by invitation or expression of interest. The TS reports directly to the Board of Directors and provides updates on its actions.

The functions of the Technical Secretariat are:

- a) Support the management of the Board of Directors in administrative, financial, logistical and technical aspects.
- b) Coordinate the convocation, formation of the list of candidates and voting process for the election of the members of the Board of Directors as established in the Operative Agreements.
- c) Develop its annual work plan in accordance with the Alliance's strategic plan and action plans approved by the Assembly.
- d) Execute the Alliance's budget as directed by the Board of Directors.
- e) Promote, validate the creation and monitor the management of the Alliance's programs.
- f) Design and implement the strategy for the active management of partners, alliances and collaborators.
- g) To watch over the rights, responsibilities and benefits of the members.
- h) To resolve conflicts between Alliance members in accordance with the guidelines and directives of the Board of Directors.
- i) In coordination with the Chairman of the Board of Directors, may officially represent the Alliance through the representative of the host organization.
- j) To render accounts of its management to the Board of Directors.

For legal purposes and when required, the Alliance will be represented by the host organization, which in turn leads the Technical Secretariat.

6.7. Programs

It is an instance of coordination and proposal to achieve the strategic objectives of the Alliance. They are created by interest and agreement of the Alliance partners. Its formalization is given with the fulfillment of the procedure established in the Terms of Reference of the Alliance Programs.

They act autonomously and their activities are framed within the Alliance's purpose, principles and strategic plan. The Alliance's programs are organized by working groups according to the requirements and interests of the participants. The details of the conformation and operation of the programs and their working groups are developed through terms of reference.

The functions of the Alliance programs are:

- a. Within the framework of its first 12 months of operation, develop its own work agreements and an annual work plan in coordination with the Technical Secretariat.

- b. Update the program's action plan and share it with the Technical Secretariat.
- c. Maintain active communication with the Technical Secretariat
- d. Prepare an annual follow-up report on the action plan and share it with the Technical Secretariat.
- e. To advise the Assembly, the Board of Directors or the Technical Secretariat on the technical aspects of their competence when they consider it pertinent or when requested to do so.
- f. To discuss within the program and its respective working groups, the advocacy priorities that are essential to promote within the framework of the Alliance for the fulfillment of its strategic objectives.
- g. Communicate to the Advocacy Committee the priorities selected, indicating the reasons or rationale for their selection.

7. Alliance Partners

Any organization interested in the conservation of the Amazon basin, the responsible management of its territory, citizen science and collaboration systems between actors to protect the resources and rights of Amazonian populations may be a member of the Alliance.

Membership will be evaluated by the Board of Directors. The evaluation and joining procedure is available in the Alliance Membership Terms and Conditions.

Rights of partner organizations:

- a. Participate and vote in the General Meetings through their accredited and authorized representatives.
- b. Candidate to be part of the Board of Directors or to form the Committees and programs of the Alliance.
- c. Apply or be nominated as a host organization.
- d. Have access to partner-only data, information, strategies and campaigns in accordance with the Alliance's data access and use policy and advocacy protocols.
- e. Participate and contribute, individually or collectively, to the fulfillment of the Alliance's objectives by providing information, supporting the implementation of strategies and contributing technical and/or financial resources.
- f. Receive regular updates on the progress of the Alliance.
- g. Manage resources to develop activities related to the Alliance or that contribute to its strategic objectives, in accordance with its strategic plan and following financial sustainability guidelines.
- h. Represent the Alliance in accordance with the terms and conditions of membership.
- i. Participate in the Alliance's capacity building and development activities when these are open access or have special rates if a contribution is required.

Responsibilities of the members:

- a) Designate, through its legal representative, one regular representative and one alternate authorized to vote in the General Assemblies.
- b) Designate, through its regular representative, the individuals from its organization who participate in the collaboration and governance spaces of the Alliance.
- c) Maintain up-to-date representatives and contact information for communications with Alliance partners.
- d) Maintain its commitments voluntarily assumed according to its capabilities, possibilities and scope of action. There is no qualification of contributions, since within the Alliance all contributions are considered significant, as long as they contribute to the achievement of the strategic objectives.
- e) Propose and commit to implement advocacy actions for emblematic cases promoted by the Alliance.
- f) Propose and commit to implement advocacy actions for emblematic cases promoted by the Alliance.
- g) Share the principles of the Alliance, cooperate in good faith and in a spirit of solidarity and transparency.
- h) Participate in face-to-face and virtual meetings of Alliance partners and in Alliance programs, contributing their knowledge and experience.
- i) Respect the agreements expressed in the Governance Model, policies, guidelines and manuals, including the policies of access and use of data and information of the Alliance, the manual for the use of image, among others.

8. Memberships

Termination of membership may occur if: Membership is indefinite and begins upon approval by the Board of Directors. 1) the member organization dissolves, 2) the member resigns by submitting a request to the Board of Directors, or 3) by decision of the Board of Directors upon the recommendation of the Conduct Committee, providing the reasons in writing.

The different categories of Alliance memberships are partner, stakeholder, strategic ally and sponsor. The procedure for joining is detailed in the Alliance Membership Terms and Conditions.

Memberships: Memberships are unpaid, however, Alliance members may make a voluntary annual contribution.

Stakeholders: Organizations or individuals interested in collaborating or supporting the Alliance without necessarily being partners, may join through the channels provided for this purpose or contact the Technical Secretariat, in which case they are considered Stakeholders.

Strategic Alliances: Specific collaborations may also be established between the Board of Directors and strategic partners through memorandums of understanding, in which case they are considered Strategic Allies.

Sponsors: Organizations that provide financial resources for Alliance activities are called sponsors. Other benefits may be agreed upon by the Board of Directors or the Technical Secretariat depending on the terms under which funding has been negotiated.

9. Transparency and accountability

The Board of Directors, the Technical Secretariat and the Alliance Programs will be accountable at the Ordinary General Assembly. The approved management reports will be available on the Alliance website.

The Board of Directors or the Technical Secretariat shall promote the participation of experts or other key individuals who are not members of the Alliance, in an advisory capacity on strategic, financial or policy issues, as well as in the management and accountability of the Alliance.

10. Updating or modification of the bylaws

Amendments to the Bylaws must be approved by the Assembly, by a two-thirds qualified majority (see section 7.1).

11. Evaluation of the Governance Model

The Governance Model shall be fully evaluated every four years, the Board of Directors shall lead this process and submit it for approval by the Ordinary General Assembly. The Board of Directors may propose to the Assembly or make, according to its competence, partial modifications to the Governance Model.

12. Other Provisions

First Transitory Provision: In situations not foreseen or contemplated in the present bylaws, we shall proceed in accordance with the decisions or strategies proposed by the Board of Directors and approved by a qualified majority of the General Assembly, as long as the strategies are fully aligned with the objectives of the Alliance and do not contravene them. Such strategies shall be exceptional and transitory, and shall not exceed a period of 1 year.



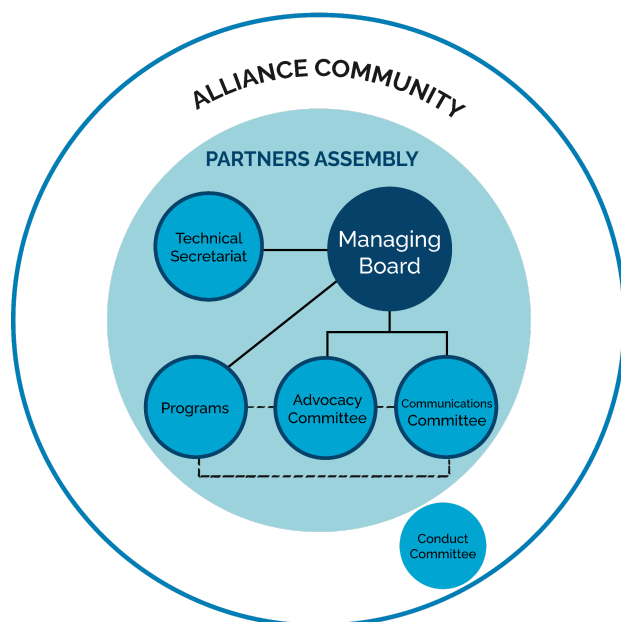
Second Transitory Provision: exceptionally for the election of the first Board of Directors of the Alliance, the period of validity of those appointed by the programs will be two years in order to maintain partial changes in the Board of Directors and avoid a total change of members that could generate discontinuity in the processes and difficulty in the transition between new and old members.

Final provision: Upon dissolution or cancellation of the Alliance, the assets of the Alliance (if any) shall be transferred to the organization designated by the Assembly. They shall be used immediately and exclusively for the promotion of citizen science in the Amazon.

These Bylaws shall become effective upon approval by a simple majority of the Assembly.

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

Annex 1. Governance Structure



Governance structure

General Assembly of Alliance members: highest decision-making body.

Board of Directors: executive body of the Alliance

Conduct Committee: oversees the principles and values of the Alliance.

Advocacy Committee: proposing instance

Communications Committee


Technical Secretariat: support body of the Board of Directors.

Programs: lead the strategic actions of the alliance and are in turn organized into working groups.

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5.1	Modification approved by the General Assembly September 2025.	10-Sept- 2025	Rodriguez, V. Leite, G.; Varese, M., Soacha, K., Eyng, V., Gomes, M., Hanks, C., Rada, O., Anderson, E., Wood, C., Bonilla, C., Doria, C., Pena, S., Couto, T.
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