

# BRASA - Brazilian Studies Association

## Constitution and By-Laws

### **ARTICLE I. Name**

This organization shall be the Brazilian Studies Association (BRASA), herein designated “the Association.”

### **ARTICLE II. Purposes**

The Association is a not-for-profit professional association of scholars dedicated to the promotion and strengthening of Brazilian studies around the world, and in the United States in particular. Its principal purposes are:

1. To foster a broader and deeper understanding of Brazil and encourage the teaching of the Portuguese language.
2. To encourage a multidisciplinary approach to scholarly research and to promote dissemination of research results.
3. To provide a forum for policy makers, scholars and the public sector to exchange views on problems unique to Brazil and to its role in regional and global affairs.
4. To foster cooperation with the Latin American Studies Association (LASA) and with the several regional Latin American and Brazilian studies associations as well as with other public and private organizations.
5. To foster the establishment of interdisciplinary Brazilian studies programs in those institutions of secondary and higher education where they do not now exist.
6. To encourage collaborative research between Brazilian and non-Brazilian colleagues and facilitate relations between U.S.-based, Brazilian, and other universities and research organizations.
7. To stimulate the establishment of scholarships, grants, and exchange programs for students and scholars.
8. To discuss, publicize and exchange experiences related to the problems and needs in Brazilian Studies as an interdisciplinary field of studies.

### **ARTICLE III. Membership**

The following principles shall govern membership in the Association.

1. Active membership is extended to all persons interested in the purposes and objectives of the Association, from the academic community, the professions, government service and the private sector.
2. Annual dues shall be set by the Executive Committee.
3. Life membership is available to active members who make a one-time contribution of \$500.00 (five hundred U.S. dollars) to the Association. Life membership is extended free of charge to former Presidents and Executive Directors of the Association upon completion of their terms in office.
4. Only members in good standing shall have the privilege of a vote and shall be eligible to hold office.

### **ARTICLE IV. Administrative Structure and Officers**

The officers of the Association shall be: a President, a Vice President, an Immediate Past President, and an Executive Director. All serve simultaneously on the Executive Committee and have voice and vote in its meetings.

1. The terms of the President, Vice President, and Immediate Past President shall be approximately two years in length, and shall be defined as the interval between the biennial Congresses of the Association (hereafter, “two-year term”). Rotation of the officers shall occur simultaneously with the adjournment of each Congress.
2. The active President shall:

- Preside at meetings of the Executive Committee and at plenary meetings of the Association.
  - Arrange for the holding of biennial Congresses, in consultation with the Executive Director and with the advice and consent of the Executive Committee.
  - Appoint both standing and ad hoc committees with the advice and consent of the Executive Committee.
3. Upon completing his or her term, the President shall remain as an officer of the Association, with the title of Immediate Past President, for an additional two-year term.
  4. The Vice President shall be elected for a two-year term and shall accede to the presidency for the following term. The active Vice President shall:
    - Chair the Nominations Committee and the Lifetime Contribution Award Committee, as provided for in Article III(1) of the By-Laws.
    - Assume the presidency in case of resignation or incapacity of the President.
  5. The Executive Director shall:
    - Be appointed by the Executive Committee and serve at its pleasure.
    - Supervise the staff and operations of the BRASA Secretariat.
    - Keep membership records.
    - Give adequate notice of all meetings to members of the Executive Committee and of general meetings to all members of the Association.
    - Exercise the function of Association treasurer, collecting membership dues and making payments from the funds of the Association, investing the available funds of the Association to provide the best possible return, keeping accurate records of all receipts and expenditures, and preparing an annual financial statement to be presented to the Executive Committee.
    - Carry out the instructions and policies prescribed by the Executive Committee.
    - In consultation with the Executive Committee, oversee the organization and programming of biennial Congresses.
    - Maintain a BRASA archive with documents relating to the founding and history of BRASA, including proceedings, committee reports, minutes, newsletters, and other pertinent materials.
  7. The Association shall maintain a Secretariat office, at a location chosen by the Executive Committee after considering bids submitted from bona fide academic institutions. Unless the arrangement is terminated by a two-thirds vote of the Executive Committee, the Secretariat shall conduct the business of the Association and house its records for a term that shall normally be at least six years in length.
  8. An officer may be removed by a two-thirds vote of the Executive Committee upon presentation of evidence of malfeasance, or other dereliction of duty.
  9. Any person made a party to any action, suit, or proceeding by reason that she/he was an officer of the Association or of any corporation in which she/he served at the request of the Association, shall be indemnified by the Association against the reasonable expenses incurred by her/him in connection with the defense of such action, suit or proceeding except in relation to matters as to which it shall be adjudged, by a two-thirds vote of the Executive Committee, that such an officer is liable for malfeasance.

#### **ARTICLE V. Executive Committee**

The Executive Committee shall administer the affairs of the Association, and shall be considered for legal purposes its Board of Directors. The Executive Committee shall be composed of the President, Vice-President, the Executive Director, the immediate past president, and a maximum of ten additional members. The limit of ten additional members shall include all persons elected by virtue of being a second-placed candidate for vice-president, as provided for in Article I(3) of the By-Laws. These additional members shall be elected for a term of approximately four years, defined as two consecutive biennia between BRASA Congresses

(hereafter, "four-year term"). They shall represent, insofar as possible, different disciplines and geographic regions. The Executive Committee shall:

1. Convene at least twice per calendar year.
2. Represent the members of the Association and seek to recruit new members.
3. Vote upon and set Association policies and procedures.
4. Determine the location and term of the Secretariat.
5. Approve the appointment of the Executive Director.
6. Approve the establishment and composition of committees.
7. Assist the President and Executive Director in the planning and organization of Congresses and meetings.
8. Provide a forum in which to resolve unforeseen problems or circumstances.
9. Appoint a recording secretary who shall keep minutes of Executive Committee meetings, plenary and business sessions at Congresses, and any other activities of the Executive Committee.

#### **ARTICLE VI. Meetings**

The Association will hold biennial Congresses at such time and place as approved by the Executive Committee. The agenda of a Congress shall include:

1. Organization of panels and topical sessions for the purpose of the presentation of professional research papers and discussions of pertinent issues.
2. The presentation of BRASA awards and prizes.
3. Other matters properly presented to the meeting.

In addition to the biennial Congresses, the President, in consultation with the Executive Committee, may convene additional meetings for business or substantive programs of a scholarly nature.

#### **ARTICLE VII. Amendments**

Amendments to this constitution may be proposed either by two-thirds of the members of the Executive Committee or by petition of fifty members in good standing. Ratification procedures shall be as follows:

1. Amendments proposed by two-thirds of the members of the Executive Committee must be published and distributed electronically to the membership by the Executive Director.
2. Such amendments shall be considered ratified unless at least one hundred members protest in writing to the Executive Director within ninety days of electronic distribution of the proposals.
3. Amendments that have been protested shall be submitted to a ballot and shall be considered ratified if approved by a majority of the voting membership that responds within ninety days of the electronic distribution of the ballot.
4. Amendments proposed by petition, whether subsequently endorsed by two-thirds of the Executive Committee or not shall be subject to the same ratification procedure as provided in sections 1-3 of this Article.
5. Amendments proposed by petition but not endorsed by two-thirds of the Executive Committee shall be submitted to a ballot of members in good standing as in Section 4 above.

#### **ARTICLE VIII. Dissolution of the Association**

The Association may be dissolved by a majority vote of the members registered and attending a Congress. This vote must then be ratified within ninety days by a majority vote of all members in good standing, who shall receive an electronic ballot. In the event of the dissolution of the Association, funds in the Treasury shall be used to pay outstanding bills. Any remaining funds shall be awarded to a charity designated by the Executive Committee at the time of the dissolution.

## **BY-LAWS**

### **ARTICLE I. Nominations**

The Nominations Committee shall submit nominations for the Vice Presidency and the Executive Committee (hereafter, "EC") to the EC for approval. This ballot may be altered by a two-thirds vote of EC members present. Once approved, the ballot shall be submitted to the membership. Nominees must be members in good standing (hereafter, "Members"). The Nominations Committee shall present to the EC a nomination list broadly representative of the membership at large, including academic disciplines, genders and geographic locations. The candidates for the Vice Presidency shall be nominated according to the following procedure.

1. The EC shall nominate two candidates for the position.
2. Members of the Association may propose additional candidates by submitting petitions signed by at least fifty Members for each such candidate.
3. The Executive Director shall formulate an official ballot with the names of the two candidates approved by the EC and the names of any other candidates nominated by the petition process.
4. The candidate receiving the most votes is elected Vice President. The candidate receiving the second largest number of votes is elected to the EC.

If an incumbent Vice President assumes the office of President, through the resignation or incapacity of the President, the Vice Presidency shall be filled as follows:

1. If a regular election has already been held, the Vice President-elect shall immediately assume the office and duties of the Vice Presidency.
2. Lacking such an election, the EC shall name from its own ranks a member to serve as Vice President until the election can be held.

Members of the EC shall be nominated according to the following procedures:

1. The EC shall approve up to two candidates per impending vacancy.
2. Members may propose additional candidates for the EC by submitting a petition signed by at least fifteen Members for each candidate.
3. The Executive Director shall formulate a ballot with the names of candidates approved by the EC, including those submitted by petition.

### **ARTICLE II. Elections**

The Vice President and the members of the EC shall be chosen by an Internet-based balloting system. Only Members may vote. The Executive Director shall be charged with holding the elections in a timely manner and verifying the validity of each vote cast.

In the event of a tie in the election for Vice President, the Vice President shall be chosen by the EC, in a secret ballot, within thirty days.

In the event of a tie in the election for EC members, which would cause the EC to exceed the size limit of "ten additional members" as specified in Article V of the Constitution, the EC shall break the tie by voting in a secret ballot, within thirty days.

### **ARTICLE III. Committees and Task Forces**

There shall be two Standing Committees: the Nominations Committee and the Lifetime Contribution Award Committee, both serving under the direction of the EC and created by it. Each standing committee shall be chaired by the Vice President and must include at least one member of the Association from outside the EC.

The EC may, by majority vote, create ad hoc task forces, temporary committees, or working groups to address specific needs or objectives, specifying in each case the duration of each group. The President shall appoint the chairperson and members of such groups, with the advice and consent of the Executive Committee. Any such group must include at least one Member of the Association from outside the EC.

Reports of standing committees and ad hoc working groups shall be made at least annually by the Chairpersons to the President of the Association for action by the EC if necessary, or to be communicated to the membership in Association publications, if not.

Funds, if needed by the standing committees or ad hoc groups, must be requested of the EC, and may not be disbursed without prior approval of the EC.

#### **ARTICLE IV. Congress**

At each Congress the EC may choose to hold a business session during which only Members may vote. Such votes shall be effective for any purpose consistent with the Constitution and By-Laws of the Association. Neither the Constitution nor By-Laws may be amended at any such meeting. By unanimous consent of those present non-members may be allowed to speak at the business session, but they may not make or second motions.

If the Executive Committee chooses not to hold a business session at the Congress, and a petition requesting such a session is signed by 100 (one hundred) Members, the business session shall be held during the Congress.

A quorum for voting in the business session shall consist of twenty percent of members registered for the meeting.

Robert's Rules of Order shall govern the proceedings of the business session.

Votes may be made in three ways: yea, nay, and abstention.

The agenda for the business session may include committee reports and such business as the EC may choose to present to the membership. Members who wish to propose items for discussion at the business session must do so by electronic mail or postal mail to the Executive Director, received at least thirty days prior to the date of the session.

The purpose of the business session is to discuss the operations and administration of the Association. Members wishing to bring other issues before the membership must present their motions, in writing, signed by at least five Members, to the EC at least twenty-four hours before the business meeting.

Within thirty days after the business session, any legislative action taken by the members at the meeting shall be submitted to the membership at large for ratification via an Internet-based balloting system. Actions taken at the business session shall be considered ratified if approved by a majority of the voting membership that responds within ninety days of the distribution of the ballot.

#### **ARTICLE V. Dues**

Membership dues shall be set by a two-thirds vote of the EC.

#### **ARTICLE VI. Amendments**

Amendments to these By-Laws may be proposed either by two-thirds of the members of the EC or by petition of at least fifty Members. Ratification procedures shall be as follows:

1. Amendments proposed by two-thirds of the members of the EC must be published and distributed by e-mail to the membership by the Executive Director.
2. Such amendments shall be considered ratified unless at least one hundred members protest in writing to the Executive Director within ninety days of distribution of the proposals.
3. Amendments that have been protested shall be submitted to a ballot and shall be considered ratified if approved by a majority of the voting membership that responds within ninety days of the distribution of the ballot.
4. Amendments proposed by petition and whether subsequently endorsed by two-thirds of the EC or not shall be subject to the same ratification procedure as provided for in sections 1-3 of this Article.
5. Amendments proposed by petition but not endorsed by two-thirds of the Executive Committee shall be submitted to a ballot of members in good standing as in Section 4 above.

Note: The Constitution and By-laws of the Brazilian Studies Association (BRASA), as amended, were approved by the Executive Committee on March 26, 2008, in the city of New Orleans, Louisiana. Pursuant to Article VII of the Constitution and Article VI of the By-Laws, they were ratified and took effect on 7 September 2008.