

**BYLAWS**  
**OF THE**  
**NORTH CENTRAL COUNCIL OF LATINAMERICANISTS, INC.,**  
**a Wisconsin, Non-Stock Corporation (“NCCLA”)**

**ARTICLE 1**  
**OFFICES**

**SECTION 1. PRINCIPAL OFFICE**

- A. The principal office of NCCLA (“NCCLA Secretariat”) is located in Milwaukee County, State of Wisconsin.
- B. Its current address is:

NCCLA Secretariat  
C/O Center for Latin America  
University of Wisconsin-Milwaukee  
Garland Hall 202  
P.O. Box 413  
Milwaukee, Wisconsin 53201

**SECTION 2. CHANGE OF ADDRESS**

The designation of the county or state of NCCLA’s principal office may be changed by amendment of these Bylaws and proper amendment or rescission of the agreement between NCCLA and the Secretariat in effect at the time (“Secretariat Agreement”).

**SECTION 3. OTHER OFFICES**

NCCLA may also have offices at such other places, within or without the State of Wisconsin, where it is qualified to do business, as its business and activities may require, and as the Executive Committee may, from time to time, designate.

**ARTICLE 2**  
**NON-PROFIT PURPOSES**

**SECTION 1. CHAPTER 181 and I.R.C. SECTION 501 PURPOSES**

NCCLA is organized exclusively for one or more of the purposes specified in Chapter 181 of the Wisconsin Statutes and in Section 501 of the Internal Revenue Code of the United States.

**SECTION 2. SPECIFIC OBJECTIVES AND PURPOSES:**

The specific objectives and purposes of NCCLA are:

- A. To provide an academic, intellectual organization to promote mutual understanding of the Americas, and in order to meet this purpose NCCLA will invite into membership all persons who are interested in this endeavor.
- B. To provide committees by which communication, coordination, and cooperation of efforts might be realized with those individuals, academic groups and institutions, corporations and public bodies which have an interest in Latin America.
- C. To seek greater exchange of faculties and students among institutions of learning in the Americas.
- D. To provide sources of understanding through seminars for persons who have interests in Latin America. NCCLA will assist in the dissemination of information on the character of the different cultures.
- E. To influence the mass media within the communities to publish news about Latin America.
- F. To help strengthen the course offerings and programs relating to Latin America in the educational institutions with which its members are associated.
- G. To establish a newsletter or journal to be published periodically (“**Boletín**”). Such instruments would provide information about the sources of money, study programs, and other items relating to Latin America, and would also provide a means for publication of new knowledge and

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interpretations on Latin America.

- H. To keep members and interested persons and agencies informed of developments and progress of NCCLA.
- I. To hold regularly scheduled meetings of NCCLA for the purposes of exchanging ideas and information and to provide for the sense of unity among those interested in Latin American issues.

### **ARTICLE 3 EXECUTIVE COMMITTEE (“BOARD OF DIRECTORS”)**

#### **SECTION 1. NUMBER**

NCCLA shall have seven (7) directors/officers, and collectively they shall be known as the Executive Committee (See Article 4, Section 1 below). For purposes of these Bylaws, the terms “Board of Directors” shall be interchangeable with “Executive Committee,” and “Director(s)” with “Member(s) of the Executive Committee.”

#### **SECTION 2. QUALIFICATIONS/ELECTION**

Member of the Executive Committee shall be of age of majority and shall otherwise meet any other qualifications required by Wisconsin law.

##### **A. Elections**

- 1. Elections shall be held via a mail ballot distributed to members with the spring Boletín.
- 2. The ballot shall include a brief biographical sketch of each nominee.
- 3. In the event of a vacancy on the ballot, the Executive Committee shall present a candidate for the office to the membership at the fall business meeting.
- 4. Members who have been active in NCCLA for at least one year shall be eligible to vote for officers and to hold offices. Active members

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are those who have paid annual dues and have regularly attended NCCLA activities for a particular year.

### **B. Terms of Office**

1. Terms of office for elected positions shall be one year. Terms of office shall commence at the conclusion of the fall Executive Committee meeting. The incoming president shall preside at the annual fall business meeting.
2. The president or president-elect may not succeed themselves in the same office.
3. At the conclusion of his/her term, the outgoing president will automatically remain a member of the Executive Committee for one year with full voting privileges. This position shall not be subject to election.
4. The president-elect shall serve as president in the event that the president should vacate the office for whatever reason.
5. The president-elect shall become president in the next term following.
6. Subject to no. 2 above, all other elected officials may succeed themselves in office upon re-election by the membership.

## **SECTION 3. POWERS**

Subject to the provisions of Wisconsin law and any limitations in the Articles of Incorporation and these Bylaws, the activities and affairs of NCCLA shall be conducted and all corporate powers shall be exercised by or under the direction of the Executive Committee.

## **SECTION 4. DUTIES**

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It shall be the duty of all Directors or Members of the Executive Committee to:

- A. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
- B. Appoint and remove, employ and discharge, and except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation of all agents and employees of NCCLA (if any);
- C. Supervise all agents and employees of NCCLA to ensure that their duties are performed properly;
- D. Meet at such times and places as required by these Bylaws or by the collective agreement of a majority of the Executive Committee;
- E. Register their addresses with the NCCLA Secretariat; notices of meetings mailed or otherwise delivered to them at such addresses shall be valid notices thereof.

### **SECTION 5. COMPENSATION**

Members of the Executive Committees shall serve without compensation, except that NCCLA may allow, from time to time, reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

### **SECTION 6. MEETINGS/QUORUM**

- A. NCCLA shall meet at least once each academic year in the Fall, at what time a general business meeting and academic conference shall be held.
- B. The format and substantive character of the academic conference held at the annual meeting shall be determined by the Program Chair.
- C. Roberts Rules of Order shall be used at all general meetings.

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- D. Special committees of NCCLA will meet as often as necessary in order to fulfill their responsibilities.
- E. Minutes of all meetings shall be available for review by the membership.
- F. Quorum for all meetings shall consist of simple majority of the Executive Committee. No business shall be considered by the board at any meeting at which the required quorum is not present, and the only motion which the President shall entertain at such meeting is a motion to adjourn.

Meetings of the Executive Committee shall be presided by the President, or in his/her absence, the Vice-President/President Elect, or in the absence of both persons, by a chair chosen by a majority of the Members of the Executive Committee present at that meeting.

### **SECTION 7. RESIGNATION/VACANCIES**

Members of the Executive Committee may resign effectively only upon giving written notice to the President of the Board and the NCCLA Secretariat. Members of the Executive Committee may not resign if NCCLA would then be left without any duly elected Member of the Executive Committee or Directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of this state. Vacancies may be filled by the President upon consultation with other members of the Executive Committee. A person filling a vacancy shall hold office until the next election of the Executive Committee.

### **SECTION 8. NON-LIABILITY OF DIRECTORS/INDEMNIFICATION**

- A. The directors shall not be personally liable for the debts, liabilities, or any other obligations of NCCLA.
- B. The directors and officers of NCCLA shall be indemnified by NCCLA to the fullest extent permissible under Wisconsin law.

## **ARTICLE 4 OFFICERS AND SECRETARIAT**

### **SECTION 1. OFFICERS**

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- A. The Executive Committee shall include the following officers:
1. President
  2. Vice President/President-Elect
  3. Secretary-Treasurer
  4. Program Chairperson
  5. Communications and Membership Chairperson
  6. Nominations Chairperson
  7. Immediate Past President
- B. The Executive Committee shall meet periodically during the year (at least once in the fall and once in the spring), as often as its members deem necessary to conduct the affairs of NCCLA effectively. The Executive Committee will provide its own rules of procedure. It will receive and approve the reports of the other committees, reporting those in turn to the membership at the general business meeting. The Executive Committee may exercise the functions of any standing committee as necessary due to the failure, for whatever reason, of a particular standing committee to carry out its responsibilities. The membership must ratify the acts of the Executive Committee at the annual general business meeting.

The Executive Committee shall, upon recommendation from the Program Chair, set the date and location for the annual meeting.

Any past-President of NCCLA may attend Executive Committee meetings at any time in an advisory, non-voting capacity, with the sole exception of the Immediate Past-President, who is a voting member of the Executive Committee.

### C. SPECIFIC DUTIES

1. The President shall chair the Executive Committee. In that capacity the President shall maintain close contact with the Secretariat and with other members of the Committee, receiving periodic reports from them, to insure the smooth functioning of the organization. The President shall prepare the agendas for the Executive Committee meetings and the annual general business meeting. The President will also write the "President's Corner" for the Boletín.

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2. In the absence of the President, the Vice President/President Elect shall perform all the duties of the President and when so acting shall have all the powers of, and be subject to, all the restrictions on the President. The Vice President/President Elect shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Executive Committee.
3. The Secretary-Treasurer shall take minutes of the Executive Committee and the annual general business meetings and will submit them typed to the Secretariat promptly for inclusion in the Boletín. In addition, the Secretary-Treasurer shall report on the membership and treasury to the Executive Committee and the General Business meetings. In general, the Secretary-Treasurer shall perform all duties incident to his/her office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Executive Committee.
4. The Program Chairperson shall recommend the dates and locations for the general meetings of NCCLA, plan the programs to be conducted at the regular meetings, and review and select papers or addresses to be delivered at the regular meetings. In addition the Program Chair will be responsible for coordinating the selection process for the Research and Teaching Awards, as well as the Student Travel Grants. The Program Chair shall also be responsible for coordinating the publication submission pursuant to the Secretariat Agreement.
5. The Nominations Chairperson shall accept and review the names and qualifications of persons recommended by the membership for the elective offices of NCCLA. The request for nominations shall be contained in the winter issue of the Boletín. The Executive Committee shall prepare a slate of nominees, from among the names submitted, to present to the membership in a mail ballot contained in the spring Boletín. Space will be provided for write-in nominations.

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6. The Communications and Membership Chairperson, working with the Secretariat, shall oversee the Boletín, shall maintain communication with the membership through correspondence, shall serve as a liaison between the organization and others outside of the organization who are interested in Latin America, and shall actively work toward membership recruitment. The Communications and Membership Chairperson will also coordinate the Award of Merit selection process.
7. Any chairperson may appoint a committee to assist in the discharge of his/her duties.
8. The Executive Committee will create such special committees as it deems necessary for the efficient operation of NCCLA, and shall appoint the members of said committees.
9. All committees and chairpersons will be accountable to the Executive Committee, and will submit their reports and actions for its approval. At the minimum all committees will submit an annual written report to the Executive Committee.
10. Except where otherwise prohibited in these Bylaws, the tenure of committee members shall be of such a duration and of such a staggered term as to afford a reasonable measure of continuity within the committees and NCCLA itself. The Executive Committee will verify that there is some continuity in the membership of all committees.

### SECTION 2. SECRETARIAT

- A. The Executive Committee shall negotiate with a higher education institution to act as Secretariat and to assume specified responsibilities not assigned to NCCLA officers and chairpersons herein. Specification of duties shall be by mutual agreement between the NCCLA (by its President) and the Secretariat (by a duly authorized representative), and shall be contained in a writing executed by representatives of NCCLA and the Secretariat (“Secretariat Agreement”), original copies of which will be maintained by both parties.

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- B. The Secretariat's designated representative shall attend Executive Committee meetings in an advisory, non-voting capacity.

**ARTICLE 5  
MEMBERS, DUES AND FEES**

**SECTION 1. CLASSES OF MEMBERSHIP**

- A. NCCLA shall have two classes of membership: professional and student.
- B. No member shall hold more than one membership in NCCLA. Except as otherwise expressly provided in or authorized by the Articles of Incorporation, the Bylaws of this corporation, or provisions of law, all classes of membership shall have the same rights, privileges, restrictions or conditions. Applicants shall be admitted to membership. There is no limit on the number of members NCCLA may admit.

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### **SECTION 2. DUES AND FEES**

- A. Dues and fees shall be set from time to time to meet the financial needs of NCCLA. Dues shall be set on an annual basis; a dues notice shall be included in the spring newsletter issue. NCCLA's financial year shall run from July 1 to June 30.
- B. Dues and fees shall be determined by the majority vote of the membership at the business meeting, upon recommendation of the Executive Committee. Registration fees for the annual meeting will be set by the host institution, subject to approval by the NCCLA Secretariat.
- C. Students attending a meeting with a faculty member who is a member of NCCLA shall be entitled to pay a reduced registration fee, whether or not they are student members of NCCLA.
- D. The passage of dues and fees provisions shall be by a majority of those present and voting.

### **SECTION 3. NON-LIABILITY OF MEMBERS**

A member of NCCLA is not, as such, personally liable for the debts, liabilities, or obligations of NCCLA.

## **ARTICLE 6 EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

### **SECTION 1. EXECUTION OF INSTRUMENTS**

The Executive Committee, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of NCCLA to enter into any contract or execute and deliver any instrument in the name of or on behalf of NCCLA, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind NCCLA by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

### **SECTION 2. CHECKS AND NOTES**

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Except as otherwise specifically determined by resolution of the Executive Committee, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of NCCLA shall be signed by the Secretariat, pursuant to the Secretariat Agreement.

### **SECTION 3. DEPOSITS**

All funds of NCCLA shall be deposited from time to time to the credit of NCCLA in such banks, trust companies or other depositories as the Executive Committee may select. Deposits of such funds shall be conducted in accordance with the terms of the Secretariat Agreement.

## **ARTICLE 7**

### **I.R.C. Section 501(C)(3) TAX EXEMPTION PROVISIONS**

#### **SECTION 1. LIMITATION ON ACTIVITIES**

- A. No substantial part of the activities of NCCLA shall be the carrying on of propaganda, or otherwise attempting to influence legislation [except as otherwise provided by Section 501(h) of the Internal Revenue Code], and NCCLA shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to, any candidate for public office.
- B. Notwithstanding any other provisions of these Bylaws, NCCLA shall not carry on any activities not permitted to be carried on (a) by a corporation tax-exempt under the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

#### **SECTION 2. PROHIBITION AGAINST PRIVATE INUREMENT**

No part of the net earnings of NCCLA shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private

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persons, except that NCCLA shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

**SECTION 3. DISTRIBUTION OF ASSETS**

Upon the dissolution of NCCLA, its assets remaining after payment, or provision for payment, of all debts and liabilities of NCCLA shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of Wisconsin law.

**ARTICLE 8  
MISCELLANEOUS**

- A. These Bylaws shall be subject to amendment by the active membership.
- B. Amendments shall be introduced at a meeting of the Executive Committee prior to the fall meeting.
- C. Any proposed amendment must be filed with the president thirty days (30) prior to the annual meeting.

It shall be the responsibility of the President to inform the membership of the pending action twenty days (20) prior to the meeting in which the action is to be voted upon.

- D. Voting on proposed amendments will take place at the Fall business meeting following their advocacy.
- E. Amendments shall take effect immediately upon their ratification unless otherwise stated in the proposed amendment.

- F. Amendments will be passed and ratified upon acceptance by two-thirds (2/3) of the members present and voting.
- G. These Bylaws shall be construed under the laws of the State of Wisconsin. If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation, the provisions of the Articles of Incorporation shall govern.
- H. Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

ADOPTED IN PRINCIPLE THIS 10th DAY OF OCTOBER, 1997.

ADOPTED UPON 2/3 MAJORITY MAIL VOTE THIS 12TH OF OCTOBER, 1998.

EFFECTIVE DATE: OCTOBER 15, 1998.