

# CONSTITUTION AND BY-LAWS

Latin American Studies Association

Updated May 2022

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## Constitution

### Article I. Name and Status

1. The name of this organization shall be The Latin American Studies Association (LASA).
2. It shall be a nonprofit corporation that shall qualify and remain qualified as exempt from federal income tax under Section 501(c)(3) of the United States Internal Revenue Code of 1954, as the same may be from time to time amended.
3. LASA is an independent professional association and is not affiliated with any government.

### Article II. Purposes

LASA fosters intellectual discussion, research, and teaching on Latin America, the Caribbean, and its peoples throughout the Americas, promotes the interests of its diverse membership, and encourages civic engagement through network building and public debate.

### Article III. Membership

Membership in the Association is open to anyone with a scholarly or other professional interest in Latin American studies. Only members in good standing shall be eligible to vote and to serve on the Executive Council, as officers of the Association, or as members of committees and Task Forces. Student members, who shall enjoy voice and vote in the conduct of the association, are defined to mean students who are pursuing a degree at a university or college. No one may hold student membership for more than seven years.

### Article IV. Officers

1. The officers of the Association shall be a President, Vice President, and a Treasurer.
2. The President shall serve one term of one year. Upon retirement as President, she/he shall remain on the Executive Council and on the Ways and Means Committee as a voting member of those bodies for an additional period of one year.
3. The Vice President shall serve in that capacity for a term of one year, upon completion of which she/he shall become the President. The membership of the Association shall elect a new Vice President every year, by \*electronic ballot, procedures for which are prescribed in the By-Laws. In the event that the Vice President is unable to assume the office of President, nominations and election for the Presidency shall then be carried out as prescribed in the By-Laws for the Vice Presidency. If the Vice President's inability to advance to the Presidency becomes known after the regular annual elections but before

the time when the new President is to take office, the Executive Council shall call a special election for the Presidency, to be carried out as prescribed in the By-Laws for the Vice Presidency. In the event of absence, death, resignation, or incapacity of the President, her/his duties shall fall upon the Vice President, who shall serve as President through the current and succeeding one year terms.

If neither the President nor the Vice President is able to serve, the Executive Council shall elect one of its own members to serve as Acting President through the current one year term; nominations and elections for the Presidency for the succeeding one year term shall be carried out as prescribed by the By-Laws for the Vice Presidency.

4. The President shall serve as chairperson of the Executive Council. The President, with the advice and consent of the majority of the Council members, shall appoint such committees as are specified in the By-Laws as well as any Task Forces deemed useful in pursuing the general objectives of the organization. The current President assumes the role of Editor-in-Chief of the LASA Forum.

5. The Treasurer shall serve in that capacity for a term of three years. Upon retirement as Treasurer, he/she shall remain on the Investment Advisory Committee as an ex officio member for an additional period of one year. The membership of the Association shall elect a new Treasurer every two years, by electronic ballot, procedures for which are prescribed in the By-Laws.

6. The Executive Council shall appoint an Executive Director who shall serve at the pleasure of the Council, under the terms and conditions specified in writing by the Council and accepted in writing by the Executive Director. She/he shall carry out the instructions and policies prescribed by the membership and/or the Executive Council, and shall supervise the work of the Secretariat. Once each year the Executive Director shall prepare the budget and annual financial report of the Association for review by the Executive Council. The Executive Director will be responsible for the publication of the LASA Forum, on a quarterly basis, or as determined by the Executive Council.

7. The Ways and Means Committee assists and provides guidance to the President and Executive Director between meetings of the Executive Council. It is composed of the President, Vice President, Past President, Treasurer, and Executive Director, the latter to have voice but no vote.

8. Any person made party to any action, suit, or proceeding by reason of the fact that she/he is or was an officer of the Association or of any corporation in which she/he served as such 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 that such an officer is liable for negligence or misconduct in the performance of her/his duties.

## Article V. Executive Council

1. The Executive Council shall administer the affairs of the Association, and for corporate purposes be considered as its Board of Directors.

a. The Executive Council shall consist of: eleven voting members (the Immediate Past President, President, Vice President, Treasurer, a Graduate Student, and six elected members), and the following ex officio members with voice but no vote: the LASA Executive Director, the Editor of the Latin American Research Review, the current Congress Program Chair(s), the Editor(s) of the Latin America Research Commons (LARC), and the Strategic Plan Oversight Committee, and two section advisory representatives.

b. The terms of the six elected members shall be for three years. Two shall be elected every year by electronic ballot as prescribed in the By-Laws.

c. The terms of the Graduate Student shall be for two years. One shall be elected every two years by electronic ballot as prescribed in the By-Laws.

2. The Executive Council shall carry out the Association's purposes and promote its professional interests.

3. The Executive Council shall conduct and supervise the business of the Association, manage its properties, receive gifts, grants, donations, approve and implement annual budgets, and take all the necessary actions in the interest of the Association.

4. The Executive Council shall meet as frequently as the interests of the Association dictate, and at least once a year. The President is empowered to call meetings of the Executive Council, and is required to do so on the petition of four council members.

5. The Executive Council is authorized to call meetings of the membership.

## Article VI. Annual Audit

There shall be an annual audit or financial review of the accounts of the Association, the results of which shall be reported to the membership.

## Article VII. Amendments

Amendments to this Constitution may be proposed by two-thirds of the membership of the Executive Council, or by a petition of one hundred members in good standing. Ratification of such amendments shall require approval of a majority of those members who vote within ninety days following the email request to all members, who shall vote online at the indicated website. The date by which ballots must be received will be included in the email request for an amendment ballot. The Executive Director is responsible for the distribution, counting, and reporting of results to the Executive Council and to the membership.

## Article VIII. Latin American Research Review

The official journal of LASA is the Latin American Research Review (LARR). The appointment of the Editor shall be made by the Executive Council. This appointment and that of Associate and/or Assistant Editors and Editorial Board, and the relations between the journal and LASA shall be governed by the Agreement Relating to the Editorship of the Latin American Research Review.

## Article IX. Latin America Research Commons

LASA's online publication platform is the Latin America Research Commons (LARC). Editor(s) of LARC shall be appointed by the Ways and Means Committee and their appointments ratified by the Executive Council.

## Article X. Strategic Plan Oversight Committee

The Strategic Plan Oversight Committee is appointed by the Ways and Means Committee. It consists of a maximum of three members who are involved in the development and implementation of the strategic plan and who serve for the duration of the current strategic plan (5 years).

## Article XI. Ethics and Professional Conduct

It is incumbent upon all members to carry out their professional actions in ways that convey respect for the integrity of LASA as an organization, and the status and rights of all members as professional persons regardless of gender, age, sexual preference, nationality, ethnicity, race, or belief.

## By-Laws

### Article I. Nominations

1. A Nominations Committee of no fewer than five persons nor more than seven, including a chairperson, shall be appointed by the Executive Council every year to select candidates for Vice President and Executive Council. One member of the current Executive Council shall be designated by the EC to serve on the Nominations Committee, but never as chair. The chair of the previous Nominations Committee may be a member, but not chair, of the new committee. The Committee will be selected at least six weeks prior to the formulation deadline for the ballot.

- a. In constituting the Nominations Committee, the Executive Council shall endeavor to achieve diversity of region, discipline, gender, and by such other criteria as may be judged appropriate.
- b. In considering candidates for membership on the Nominations Committee, the Executive Council should select persons with ample experience in their respective fields and who have broad knowledge of the personnel in their disciplines.
- c. The Nominations Committee must put forth at least two candidates for each position opening to be elected.
- d. The Nominations Committee will submit its choices of candidates to the Executive Council, accompanied by a brief report which summarizes the Committee's deliberations, including the names and numbers of candidates for each position, pertinent comments describing the reasons for these elections, and recommendations to the Executive Council. The Executive Director shall review the ballot of candidates suggested by the Nominations Committee prior to its submission to the electoral process to verify that candidate qualifications are in order and the By-Laws followed. The Executive Council may alter this ballot only by a two-thirds vote of all members of the Council with a right to vote.
- e. The Executive Director will assist the Nominations Committee as needed in the provision of information, and the placing of any announcements in the LASA website and by email notification to the membership, pertinent to the selection process.

2. The Nominations Committee in making its selections, and the Executive Council in reviewing them, shall take into account the following attributes for candidates, adhering to these guidelines:

- a. Each nominee for office on the official ballot must have been a member of the Association in good standing for at least one year prior to her/his nomination;
- b. Disciplines: The Committee shall seek to assure that at least four different disciplines are represented on the Executive Council at all times;
- c. Geography: The Committee shall seek to assure representation on the Executive Council from the various regions in which members reside;
- d. Age and academic rank or its equivalent: The Committee shall seek to assure that younger members are represented on the Executive Council at all times;
- e. Gender: The Committee shall seek to assure that all genders should be represented among the nominees for the Executive Council at all times.

3. Candidates for the Vice Presidency shall be nominated according to the following procedures:

- a. The Nominations committee shall nominate at least two candidates each election;
- b. The Executive Director shall enter on an official ballot the names of the candidates proposed by the Nominations Committee and the names of all candidates proposed by petition.

4. Candidates for the Treasurer shall be nominated according to the following procedures:

- a. The Nominations committee shall nominate at least two candidates each election. Candidates must possess accounting and/or financial knowledge or expertise;
- b. The Executive Director shall enter on an official ballot the names of the candidates proposed by the Nominations Committee and the names of all candidates proposed by petition.

5. Candidates for the Graduate Student position shall be nominated according to the following procedures:

- a. The Nominations committee shall nominate at least two candidates each election (to take place every two years);
- b. The Executive Director shall enter on an official ballot the names of the two candidates proposed by the Nominations Committee and the names of all candidates proposed by petition.

6. The LASA By-Laws are amended to permit the write-in of candidates for both the Executive Council (EC) and the vice presidency. LASA members will receive two communications. The first will inform members of the change in the nominations procedure and indicate that the nominations process is open. Members will have six weeks in which to nominate candidates. A second communication will present the approved slate and encourage members to submit the names of write-in candidates. Signatures of a minimum of 4 percent of the membership in good standing will be required for each write-in. Members will then have six weeks to submit additional names of write-in candidates. To be included on the ballot, the candidate must be a member in good standing and must meet the conditions of the By-Laws. Members will have six weeks to respond to this second communication. The final ballot presented for vote will indicate which candidates are on the approved slate and which are write-ins.

7. In the event that an incumbent LASA Vice President assumes the office of LASA President, resigns, or is otherwise unable to continue as Vice President, the Vice Presidency thus vacated shall be filled in the following manner:

a. If a regular LASA election has already been held, the Vice President-elect shall immediately assume the office and duties of the Vice Presidency, OR

b. If the regular LASA election referred to above has not yet been held, the Executive Council shall name from among its number one member to serve as Vice President until such election is held.

8. Members of the Executive Council shall be nominated according to the following procedure:

a. The Nominating Committee shall nominate four candidates for each election for two vacancies on the Executive Council for three-year terms;

b. The Executive Director shall enter on an official ballot the names of the candidates proposed by the Nominations Committee together with the names of the candidates by petition.

9. In the event that a member of the Executive Council does not attend two consecutive Executive Council meetings, said member shall vacate the office and be replaced by an alternate. In the event of the death or resignation of a member of the Executive Council, two candidates will be nominated for each vacancy at the next regular election. Pending that election, however, the alternate member of the Executive Council who received the highest number of votes in the preceding election shall serve as a member of the Executive Council in place of the member who has died or resigned.

## Article II. Elections

1. The Vice President and the members of the Executive Council shall be elected by electronic ballot sent once a year by the Executive Director (and every two years for the Graduate Student position) to all members in good standing. The Executive Director shall be responsible for counting ballots and submitting a report to the Executive Council. Election results will be published online.

2. Of the candidates for the Executive Council on the ballot, the two receiving the highest number of votes shall be declared elected to the Council for the ensuing three years. The two receiving the next highest number of votes in that order shall be alternates for one year to serve in the event of temporary inability of a regular member of the Executive Council.

## Article III. Treasurer

The Treasurer is the officer principally concerned with financial oversight of the Association's affairs. The Treasurer will review and report to the Executive Council on all annual and quarterly financial reports of the Association, making such recommendations as she/he sees fit. The Treasurer will cooperate with the President in proposing financial policies and plans.

## Article IV. Removal of Officers and Council Members

Any elected officer or member of the Executive Council may be removed from office by a petition bearing the signatures of two-thirds of the members. In such an event the Council shall call a special election to fill the vacated post.

## Article V. Removal of LASA Members

Any LASA member procedurally found in violation of the LASA official codes of conduct can be removed from LASA by a vote of two-thirds of the Executive Council and face any other penalties imposed by the codes of conduct by a vote of simple majority of the Executive Council.

## Article VI. Commissions, Committees, Task Forces, and Sections

1. There shall be three standing committees: the Ways and Means Committee, the Membership Recruitment Committee, and the Nominating Committee. The Executive Council may, if it so decides, assume the functions of the Membership Recruitment Committee. The Executive Council is empowered to create other committees to be governed by a Memorandum of Understanding approved by the Executive Council.

2. The Executive Council may, by majority vote, create Task Forces specifying in each case the duration of the existence of such groups if different from the normal term. The President of the Association shall appoint the chairperson and the members of Task Forces, with the advice and consent of the Council. The Council must approve the creation of LASA Sections, which shall operate in accordance with the provisions contained in the LASA Manual on Sections. To the maximum extent feasible, appointments to all bodies named herein shall be used to broaden membership participation in the Association.

3. The size and terms of office of all committees shall ordinarily include a member of the Executive Council. The chairperson of each committee shall make such report on the work of her/his committee as may be requested by the Executive Council. The names of the members of each committee and their terms of office shall be made known to the membership of the Association at least annually.

4. No funds shall be solicited or accepted by any commission, committee, Task Force, or Section, without the prior approval of the Executive Council.

5. Committees shall normally be appointed for the specific term of one year, to coincide with the cycle of International Congresses, and all Task Forces shall dissolve at the end of their term.

6. No commission, committee or Task Force shall be allowed, without explicit Executive Council authorization, to create or ask to have created any subordinate bodies such as subcommittees or working groups.

## Article VII. International Congress

1. At each International Congress there shall be a Business Meeting, during which only members in good standing may vote. Such a vote shall be effective for any legislative purpose consistent with the Constitution and By-Laws of the Association. Neither the Constitution nor the By-Laws can be amended at the meeting. Nonmembers may speak at the Business Meeting with the consent of a majority of members present, but may not make motions or vote.

2. The agenda for the Business Meeting at the International Congress will be arranged by the President in consultation with the Executive Council and the Executive Director, and normally will include:

(1) a summary of the current report of the Executive Director for the previous one year; (2) the Treasurer's report for the fiscal year; (3) a concise report by the current President for the previous one year; (4) a concise statement by the President-Elect outlining forthcoming plans and discussing issues of importance to members and any other business members may choose to present. A place will be reserved on the agenda for discussion of the items presented.

3. Any legislative action of the members taken at a Business Meeting shall be submitted to an electronic ballot of all members.

4. The proceedings of the Business Meeting shall be governed by Robert's Rules of Order, newly revised.

5. All votes in the Business Meeting shall require a quorum, which shall consist of 10 percent of those members registered for the Congress.

6. On each occasion for voting, the presiding officer shall determine if a quorum is present and shall call for three categories of preference: yeas, nays, and abstentions.

7. Proposals intended as official LASA resolutions must be sponsored by at least 2 percent of the membership in good standing and received by the LASA Secretariat thirty days prior to the beginning of each Congress. Proponents must (1) provide data to substantiate the "whereas" clause; (2) demonstrate that named parties were given an opportunity to respond; and (3) propose actions that are realistic. Sponsors may support a proposal by signed mail, or by electronic communication to the Secretariat which indicates the name and address of the sponsor.

All proposed resolutions shall be reviewed by a Subcommittee on Resolutions, consisting of the LASA Vice President and two other members of the Executive Council appointed by the LASA President. This Subcommittee may seek advisory opinions from all sources it deems appropriate, and may recommend revisions. The Subcommittee on Resolutions is required to inform the proponents of a resolution of any changes they have made as well as the rationale behind those changes. The Subcommittee shall report its finding to the full Executive Council and recommend action to be taken.

All proposed resolutions approved by a two-thirds majority vote of the Executive Council shall be read at the Business Meeting. Discussion of each proposed resolution may take place, but attendees at the Business meeting shall not vote on the proposed resolution. Amendments to resolutions may be presented at the LASA Business Meeting, and if accepted as a friendly amendment by a duly empowered person present at the meeting, the resolution as amended will be sent out for a vote to the membership. If not accepted, the resolution will be sent out for vote in its original form.

All proposed resolutions shall be automatically emailed for electronic voting to each individual who is a member during the year in which the Congress is held, no later than fifteen days after the close of the Business Meeting. Votes must be received within sixty days of receipt of the email transmission. Twenty percent of the current LASA membership must vote regarding a proposed resolution and the majority must vote in favor of it for the resolution to pass. The results of the vote shall be posted on the LASA Internet site.

8. At business meetings, motions other than those dealing with procedural matters will be accepted only when they address unforeseen new events that preclude the use of normal resolution procedures. Such motions must be signed by thirty LASA members and presented in writing to the President of the Association at least twenty-four hours before the Business Meeting.

## Article VIII. Dues

The annual membership dues shall be set by a two-thirds vote of the Executive Council. The Council may set differential rates of dues for special categories of members. When the Council sets a special rate for student members, whose status is certified by their principal faculty advisers, such special rate shall be applicable to a member for a maximum of seven years.

## Article IX. Amendments

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

1. Amendments proposed by two-thirds of the members of the Executive Council must be published and distributed to the membership by the Executive Director.
2. Such amendments shall be considered ratified unless at least one hundred members object in writing to the Executive Director within ninety days of distribution of the proposals.
3. Any proposed amendments that have been so protested must be submitted to an electronic 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 subsequently endorsed by two-thirds of the Executive Council shall then be subject to the same ratification procedure as provided in sections 1–3 of this same Article.
5. Amendments proposed by petition but not endorsed by two-thirds of the Executive Council shall be submitted to an electronic ballot of the members in good standing and shall be ratified if approved by a majority of those members whose vote is cast online no later than ninety days after the electronic distribution of the ballot.

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### LATIN AMERICAN STUDIES ASSOCIATION

4338 Bigelow Blvd  
Pittsburgh, PA 15213  
[lasa@lasaweb.org](mailto:lasa@lasaweb.org)  
Tel: 412-648-7929  
Fax: 610-492-2791

