

**PROPOSED CHARTER and BYLAWS of the
LATIN AMERICAN SECTION of the SOCIETY FOR RISK ANALYSIS
(SRA-LATIN AMERICA)**

**Approved by SRA Council June 6, 2008
Slightly revised version: 10 June 2008 including Council's recommendations.**

SECTION I

1. Identity and Membership

1.1 The Latin American Regional Organization of the Society for Risk Analysis (hereinafter and generally referred to as "SRA-LA") shall be a part of the Society for Risk Analysis ("The Society"), which is incorporated under the provisions of the District of Columbia Non-profit Corporation Act

1.2 Membership of SRA-LA shall be open to all persons and organizations eligible for membership of the Society and, in particular, resident or working in one of the countries lying within the geographic region of Latin America and the Caribbean, as generally understood.

1.3 Classes of Membership. SRA-LA has two classes of membership:

(a) Active: persons who are engaged in some phase of development or application of risk analysis or have a continuing interest in risk analysis.

(b) Student: students engaged in a degree program.

Members of any of these two categories may also be members of the Society, with no differences in their SRA-LA status excepted as noted in 1.5.

1.4 Membership application. Application for membership shall be made directly to SRA-LA Secretariat or via SRA Secretariat, and shall be acted upon in accordance with procedures to be agreed between SRA Council and SRA-LA Executive Committee in a Memorandum of Understanding (MoU). Membership applications sent to SRA-LA secretariat shall be forwarded electronically to SRA Secretariat and vice-versa to keep up-to-date the list of member. The periodicity of the exchange of information shall be agreed and specified in the MoU.

1.5 Rights and privileges. Active SRA-LA members in good standing, shall be eligible to vote on any matter subjected to a vote of the SRA-LA membership. Active membership of the Society is required for anyone wishing to run for and hold an office in SRA-LA. Other members shall not be entitled to vote or to hold office, but shall be eligible to attend all meetings, receive all information, and otherwise to participate in the affairs of SRA-LA.

1.6 Membership fees. The basic fees for each category of membership shall follow the decisions established by SRA-LA Executive Committee.

1.7 Resignation. Resignation from SRA-LA membership shall be made in writing to the Society. Resignation shall not relieve any SRA-LA member from liability for any fees accrued and unpaid at the time when such resignation is submitted.

1.8 Delinquency. Any member whose SRA-LA membership fees remain unpaid within the time specified by the SRA Council shall automatically be dropped from membership in SRA-LA.

SECTION II

2. Objectives

- 2.1 The general objectives of SRA-LA shall be in compliance with those of the Society as expressed in Section III of its Bylaws.
- 2.2 The special objectives of SRA-LA are:
- (a) To promote risk research and knowledge and understanding of risk analysis techniques within Latin America and elsewhere.
 - (b) To facilitate communication and sharing of ideas and techniques between researchers, risk analysis experts and other interested parties working or with an interest in Latin America.
 - (c) To identify and address specifically Latin American issues in the field of risk, to promote debate and to impress upon decision-makers the usefulness of risk research and risk analysis in dealing with such issues.
 - (d) To act as a focal point for communication with risk researchers and analysts for Latin American members and issues.
 - (e) To facilitate exchanges of information and opinion between professionals in industry, government, universities, research institutes, and consultancies, with the aim of furthering research and improving the practical application of risk analysis.
 - (f) To convene and promote scientific and educational meetings on risk research, risk analysis in Latin America.
 - (g) To encourage and facilitate the development of multinational and multidisciplinary research groups on issues related to risk in Latin America
 - (h) To promote the interests of the Society in Latin America and elsewhere.

SECTION III

3. Executive Committee

3.1 Composition of the Executive Committee. The affairs of SRA-LA shall be conducted by an Executive Committee (EC) comprising five members elected in accordance with Section III, Articles 3.5 and 3.6 of this Charter. In addition, the elected SRA-LA EC members may at any time designate up to three other members to serve on the EC, for the purpose of encouraging membership of the committee and of the Society in those Latin American countries in which the Society is not strongly represented, or for any other purpose as the elected members may decide. Designated members do not enjoy voting rights.

- 3.2 The officers of the Executive Committee, SRA-LA shall be:
- (a) the President
 - (b) the President Elect
 - (c) the Immediate Past President (hereinafter referred to as "Past President")
 - (d) the Secretary
 - (e) the Treasurer

- 3.3 Powers of the Executive Committee. The Executive Committee shall have the power of management and supervision of the property and affairs of the SRA-LA, including appropriation of funds, establishing the SRA-LA fees, establishing speciality groups, selecting individuals for SRA-LA awards, calling the SRA-LA membership meetings, sponsoring or patronising meetings in co-operation with other societies, and all other authority relating to the management of the SRA-LA that customarily resides in a corporation's board of directors.
- 3.4 Chairperson. The President of the SRA-LA shall serve as the chairperson of the Executive Committee unless absent, in which case the President Elect shall preside, failing which the Executive Committee shall designate a temporary Chair for the meeting.
- 3.5 Eligibility. To be eligible for membership of the SRA-LA Executive Committee, an individual shall be a member of the Society and an Active member of SRA-LA.
- 3.6 (a) Nomination and election. Elections to fill the vacancies of the SRA-LA Executive Committee shall be held bi-annually [every second year], the declaration of results to coincide with an annual business meeting.

(b) SRA-LA members can not be re-elected immediately for the same office of the SRA-LA EC. After one term of the office has passed, they can be re-elected for an office that they previously held.

Designated members shall serve for a duration that is stated when they are designated and that shall not exceed three years.

The President Elect shall serve for three consecutive positions, as President Elect, President, and Past President respectively, regardless of the length of any prior service on the Executive Committee. This duration can be made shorter or longer depending on the exact date of the SRA-LA annual business meeting, but the difference shall not exceed four months.

(c) The number of candidates elected as members of the Executive Committee shall be equal to the number of vacancies.

(d) The Past-President shall appoint and chair a committee composed of two SRA-LA members to serve as the Nominating Committee. Nominations for election as a member of the Executive Committee may be made by the Nominating Committee or by any active member of SRA-LA, delivered to the Secretary or chairperson of the Nominating Committee at least two months prior to the date of the election. For individual member nominations, the support of at least five additional members, or 5% of the current membership, whichever is greater, shall be required. Letters of support shall be sent electronically to the Nominating Committee president.

(e) All nominees must be members of the Society and active members of SRA-LA. The Nominating Committee must identify a minimum of two candidates for each position and strive to represent a broad range of scientific disciplines, types of organisations, and countries on the slate. It must inform the candidates of the rights and duties of members of the SRA-LA Executive Committee, and it must verify that they have the will and ability to take an active role in the SRA-LA Executive Committee.

(f) The procedure for nominations shall be in accordance with Section III, Article 3.6(d) of this Charter. The procedure for voting for Executive Committee membership shall be as specified in Section III, Article 3.6(g) of this Charter. The procedures for counting the votes and the determination of the voting result shall be as specified in Section III, Article 3.6(h) of this Charter.

(g) A web-based electronic ballot of all active SRA-LA members shall be held prior to the SRA-LA bi-annual meeting, using a voting procedure that considers one single list of eligible

candidates, and provides the means for the members to choose the candidates of their preference as specified on the ballot.

(h) The votes of members receive equal weight, and the result is counted at one point in time, by at least three persons of the Nominating Committee. A written results list shall be established, ranking all candidates in the order of number of votes received, and forwarded to the Secretary of the Executive Committee.

3.7 Term of office. The term of office for each officer of the SRA-LA shall commence at the end of the annual business meeting of the SRA-LA and shall last for the following periods of time:

(a) The President shall serve for a term of two years, beginning at the end of the annual business meeting after service as President-elect and continuing through the annual business meeting of the SRA-LA that follows taking office.

(b) The President Elect shall serve for a term of two years, beginning at the end of the second annual business meeting that follows the election as President Elect and continuing until the second annual meeting that follows taking office as President Elect, and shall thereafter automatically become the President of SRA-LA.

(c) The Past President shall have been the President of the two preceding years, and remains in office two years, beginning at the end of the second annual business meeting that follows the election as President and continuing through the annual meeting that follows taking office as Past President. During the initial two years of SRA-LA creation, the Past President will be vacant.

(d) The Secretary shall serve for a term of two years, beginning at the end of the annual business meeting that follows the election and continuing through the second annual business meeting that follows taking office, and shall be eligible for one re-election for a second term of two years.

(e) The Treasurer shall serve a term of two years, beginning at the end of the annual business meeting that follows the election and continuing through the second annual business meeting that follows taking office, and shall be eligible for one re-election for a second term of two years.

3.8 In the event of a vacancy in the office of the President, the President Elect shall succeed to that office and continue as President for the succeeding term. In the event of a vacancy in the office of President Elect, the Executive Committee shall provide for a special election. In the event of a vacancy in the office of Past President, the office shall remain vacant until filled by the accession of the current President to this. In the event of a vacancy in the rest of the Executive Committee, the remaining members of the Executive Committee may make an appointment to fill the vacancy until the unexpired term is completed.

3.9 Removal. Any officer may be removed, with or without cause, by a three fifths vote of all members of the SRA-LA Executive Committee or two-thirds vote of the SRA-LA active members of SRA-LA.

3.10 Resignation. Any officer of SRA-LA may resign by notifying the Society's and SRA-LA Secretary offices in writing.

3.11 Compensation. Officers shall receive no compensation for their services as officers, but may be reimbursed for their expenses incurred in carrying out their duties if approved by the SRA-LA

Executive Committee and if such reimbursement does not harmfully affect SRA-LA financial stability and founding objectives.

- 3.12 Annual Conference and Business Meeting. The Executive Committee shall organize every year an Annual Conference and an Annual Business Meeting, both open to all full paying members. The Executive Committee may delegate this responsibility to one of its members or to a Committee.

SECTION IV

4. Meetings of the Executive Committee

- 4.1 Meetings of the Executive Committee shall be convened by the President.
- 4.2 Notice. Regular meetings of the Executive Committee may be held upon notice to each Executive Committee Member and provisional agenda of not less than four weeks, either by e-mail, or facsimile. Unless otherwise specified in this Charter, any notice of a regular or special meeting of the Executive Committee, shall specify the time, place and the business to be transacted at the meeting. The agenda will be provided by the president and circulated by the Secretary.
- 4.3 Meetings. The Executive Committee shall hold at least one regular meeting each year, which may coincide with the general meeting of members of SRA-LA or with the Annual Meeting of the Society.
- 4.4 Quorum. At any meeting of the Executive Committee, either regular or special, a two thirds majority of the elected members (four out of the five elected members, excluding designated members) shall constitute a quorum. The vote of a majority of voting officers present at a meeting at which a quorum is present shall be necessary for the adoption decision of any matter. Each officer's vote has equal weight.
- 4.5 Action by Ballot. Any action required or permitted to be taken at a meeting of the Executive Committee may be taken by email or facsimile ballot. The affirmative vote of the majority of all members shall be necessary for the adoption of any matter voted upon by ballot by the Executive Committee.
- 4.6 Remote Meeting. The Executive Committee may meet by remote conference by telephone or any other means of communication by which all persons participating in the meeting are able to communicate and vote. Notice of any such remote meeting shall be given to all members of the Executive Committee in the way specified in Section IV, Article 4.2. of this Charter, but with a notice of at least two weeks in advance. The provisions governing a quorum and voting established in Section IV, Article 4.4 shall also apply to remote meetings .

SECTION V

5. Duties of Officers

- 5.1 Duties of Officers. The officers of the SRA-LA shall have the following duties:

(a) The President shall act as the chief executive officer and chief operating officer of SRA-LA and shall preside at all meetings of SRA-LA.

(b) The President Elect shall serve in the absence or inability of the President to act.

(c) The Secretary shall oversee the records of SRA-LA maintained by the SRA-LA Secretariat including the list of members and their status. He or she shall co-ordinate the production of correspondence with members of the SRA-LA, and the administration of elections. The Secretary shall make a report on the membership position at the Annual Business Meeting.

(d) The Treasurer shall oversee the SRA-LA accounts, prepare annual budgets and fiscal reports and provide a check on all transactions, including checking that all bills properly incurred by the SRA-LA are paid, and shall perform all other duties customarily undertaken by the Treasurer of a corporation. In association with the SRA-LA Secretary, the Treasurer shall prepare an annual account, which may be audited, and shall submit the same to the Executive Committee [before the Annual Business Meeting - ?].

(e) The Past-President shall chair the Nominating Committee meetings and be responsible for presenting the nominations of candidates for election to the Executive Committee. See § 3.2 and 3.7 f).

SECTION VI

6. Representation on the SRA Council

6.1 Election of Councilors of the Council of SRA is subject to the Bylaws of SRA. SRA-LA will designate a liaison to the SRA Council. In the event that an officer of SRA-LA is elected to the SRA Council, he or she may fulfil the role of SRA-LA liaison to SRA. Further details of the relationship between SRA-LA and the Society may be specified in a Memorandum of Understanding between SRA and SRA-LA.

SECTION VII

7. Committees and Speciality Groups

7.1 Establishing Committees. SRA-LA's Executive Committee may establish any number of Committees as may be deemed appropriate for the objectives of the SRA-LA. The Chairperson of such a Committee shall be a member of the Executive Committee.

7.2 The Nominating Committee. The Nominating Committee shall consist of at least three members of SRA-LA. The Nominating Committee shall submit nominations to the Secretariat for each vacancy for elective office of SRA-LA to be filled in any annual election.

7.3.1 Awards Committee. The Awards Committee shall consist of at least three members or past members of the SRA-LA Executive Committee and shall recommend awards to the Executive Committee.

7.3.2 Awards. After considering the recommendations of the Awards Committee, the Executive Committee may select individuals for the following awards:

(a) SRA-LA Distinguished Achievement Award, which shall be awarded to any person for extraordinary achievement in science or public policy relating to risk analysis issues related to Latin America.

(b) SRA-LA Distinguished Practitioner Award, which shall be awarded to any person for outstanding risk analysis practice related to Latin America.

(c) SRA-LA Student Award, which shall be awarded to a student from Latin America that shows extraordinary interest and proficiency in the areas of risk analysis

7.4.1 Establishment of Speciality Groups. The Executive Committee may establish criteria, requirements, and procedures for the formation, operation, and termination of speciality groups of SRA-LA. Such a group shall represent a substantive or disciplinary area of interest related to risk analysis. Speciality Groups in SRA-LA, when applicable, shall mirror and connect to the Speciality Groups of SRA extending internationally.

7.4.2 Purposes of Speciality Groups. The purposes and procedures of a speciality group shall be consistent with the principles established in this Charter.

7.4.3 Applications. Any member may submit an application to the Executive Committee for approval for the establishment of a speciality group.

7.4.4 Executive Committee Approval. A speciality group shall be established upon the approval of an application by the Executive Committee. Such speciality group shall continue in existence until the speciality group dissolves itself or until the Executive Committee takes action to withdraw its approval of the speciality group.

SECTION VIII

8. General Provisions

8.1 Auditors. The books of SRA-LA may be audited for each administrative year and at such other time or times and for such other periods as the Executive Committee may deem advisable. Reports will be provided on such audits and made available upon request to active members.

8.2 Prohibition Against Sharing in Society Earnings. No Councillor, officer, employee, or agent of, or person connected with, the SRA-LA or any other private individual shall receive at any time any of the net earnings or pecuniary profits from the operations of the SRA-LA, except that the Executive Committee may employ and pay any person reasonable compensation for services rendered to or for the SRA-LA in effecting any of its purposes.

8.3 Administrative Year. The administrative year of SRA-LA shall follow the term of the Treasurer.

8.4 Liability. SRA-LA does not assume any liability for the action of its directors and officers.

SECTION IX

9. Amendments

9.1 This Charter may be amended by a two-thirds majority vote of the active members attending and entitled to vote at the Annual Business Meeting, provided that a written notice of the wording of the proposed amendment and any Articles affected by it has been mailed to the members by the Secretary at least three weeks prior to the annual business meeting.. Amendments also require approval by the Council of SRA (the Society)

- 9.2 Amendments to this Charter may be proposed by the Executive Committee or by petition of 20% of full active members and must be submitted to the Secretary at least six weeks before the annual business meeting at which the vote is to be taken.

SECTION X

10. Special Provisions for Starting SRA-LA

- 10.1 The Organizing Committee are the signatories of the Petition to create SRA-LA
- 10.2 After these bylaws are approved by SRA Council, the Organizing Committee shall act as interim Executive Committee and as Nominating Committee.
- 10.3 As soon as SRA-LA is established, but no later than 3 months after its creation, the interim Executive Committee shall call for elections for all posts of the EC. In those elections, the requirement of having two candidates for each post may not apply.
- 10.4 For the first two years of SRA-LA, the role of the Immediate Past President will be vacant. The President will chair the Nominating Committee,