

Conference of Latin American Geography (CLAG) Bylaws

Board Approved March 21, 2025

Mission: The **Conference of Latin American Geography (CLAG)**, a not-for-profit corporation incorporated in Indiana in 1978, aims to promote scholarly inquiry among researchers of Latin American geography by publishing an international scholarly journal (Journal of Latin American Geography, JLAG), holding international scholarly meetings, and supporting research and publication.

Article I. Membership and Dues

Section 1. Membership is open to geographers and friends of geography, with an interest in Latin America. There shall be different classifications of membership according to the member's professional status (student, professional, and retiree), their residency (Latin American, US/Canada based, or other) and duration of membership (one year or lifetime). Organizations can also seek membership.

Section 2. All members shall pay an annual fee (unless a lifetime membership has been purchased) as set by the Board of Directors and ratified by a majority of the membership voting at the Annual Board Meeting.

Article II. Board of Directors

Section 1. The property and affairs of CLAG shall be managed by a Board of Directors (hereafter referred to as "the Board").

Section 2. The Board shall consist of nineteen members, elected by electronic vote by the total membership. At least one Board member shall be a student member, who must be a student at time of election, with the same rights and responsibilities as other Board members except with regard to serving on ad hoc evaluation panels involving student work. The members will serve a three-year term, and approximately one-third of the membership will be replaced each year as of July 1.

Section 3. The Board shall have the following duties and responsibilities:

- a. The Board shall establish an Executive Committee to consist of a Chairperson, a ViceChairperson, and at least two other officers, to carry out such business of the Board as authorized by the Board. The Executive Committee may not amend the ByLaws or Articles of Incorporation, assess or change the dues of the members, admit institutions as members or terminate their membership, elect officers of the Board, merge or dissolve CLAG, or perform such other acts as are prohibited by statute.
- b. The Board may establish standing and special committees as deemed necessary.

- c. The Board may appoint a separate Executive Director from other than the membership of the Board, with or without salary, and if with salary, fix that salary and other conditions of employment. The Board shall determine the individual's duties and define their authority to act for the Board.
- d. The Board shall provide for the planning, execution, financing, and evaluation of CLAG projects and programs, either independently or through the membership, or through other qualified and specially appointed persons, within budgetary limitations.
- e. The Board may establish, or cause to be established, such ancillary or auxiliary organizations as shall be deemed consistent with or necessary to the purpose of CLAG.
- f. The Board shall exercise all the powers of CLAG, and it may do all such lawful acts as are not prohibited by statute or the ByLaws or otherwise delegated in addition to the powers and authority expressly conferred upon it in these ByLaws.
- g. The Board shall hold meetings at such times and in such places as it shall determine. One such meeting of the Board shall be held during the CLAG Conference and shall be called the Annual Board Meeting, for the purpose of reviewing the activities of CLAG and transacting such other business as is appropriate. Special meetings of the Board shall be held whenever called by the Chairperson, or upon written request of three members of the Board. A majority of the Board shall constitute a quorum for the transaction of business. Notice of each Board meeting shall be given in writing to each Director and officers preferably at least thirty (30) days prior to the date of such meeting, and a written statement of the business to come before the meeting shall similarly be delivered prior to the date of the meeting. These requirements may be waived only by unanimous prior agreement of the Directors.

Article III. Officers

Section 1. The Officers of the Board, and concurrently of CLAG, shall be a Chairperson and a Vice-Chairperson; a Secretary, a Treasurer, an Executive Director, an Editor (or Co-Editors) of the Journal of Latin American Geography, an editor of the CLAG Newsletter, a Social Media Coordinator, and a Communications Coordinator, who need not be Directors. The Board may appoint such other officers, committees, and agents as it shall deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as determined by the Board.

Section 2. The Chairperson and Vice-Chairperson shall be elected for a term of two years by electronic ballot of the Board and shall serve from July 1 to June 30 of the corresponding year. The Secretary and Treasurer shall be appointed by the Chairperson and shall serve concurrently with the Chairperson and Vice-Chairperson during their term in office. The officers shall be eligible for re-election or re-appointment. Officers of CLAG shall hold office until their successors are elected or appointed. Elected offices which fall vacant during the year shall be filled for the balance of the term by special election as soon as practicable following the vacancy.

Section 3. Powers and Duties of Officers

- **Chairperson:** The Chairperson is the chief executive officer of CLAG, presides at meetings of the Board of Directors, is Chairperson of the Executive Committee, sees that orders and resolutions of the Board are carried into effect, executes bonds, mortgages, deeds, and other contracts on behalf of CLAG, is ex-officio member of all standing committees of the Board, and has the general powers and duties of supervision and management usually vested in the office of president of a corporation, with the exception of those granted to the Executive Director. The Chairperson serves for two years.
- **Vice-Chairperson:** The Vice-Chairperson of the Board of Directors is nominated and elected from the Board's membership to serve a two-year term of office. The ViceChairperson performs the duties and exercises the powers of the Chairperson in the absence or disability of the Chairperson. Traditionally, the Vice-Chairperson of the Board becomes Chairperson of the Board upon completion of the latter's term of office.
- **Executive Director:** The duties of the Executive Director are: 1) to assist in the development of organization goals and priorities; 2) to consult with the Board of Directors on arrangements for the annual meeting and other programs; 3) to establish and/or maintain contacts with other appropriate professional organizations and funding agencies; 4) to provide secretarial and mailing assistance for organization business; 5) to facilitate the flow of communication in the organization; 6) to serve as a consultant to organization committees; 7) to file an annual report to the Board of Directors and general membership; and 8) to assist the Treasurer in maintaining CLAG's tax-exempt status. The Executive Director serves a three-year renewable term.
- **Secretary:** The duties of the Secretary are: 1) to prepare minutes of such meetings; 2) to perform all duties which usually pertain to the office of Secretary and such other duties as may be assigned by the Chairperson and by the Board. The Secretary serves a three-year renewable term.
- **Treasurer:** The duties of the Treasurer include: 1) to hold organization financial records and oversee the principal bank account; 2) to make payments as requested by the Executive Director or the Chairperson; 3) to have custody of CLAG funds and securities, keeping a full and accurate account of receipts and disbursements of CLAG, and deposit all monies and other valuable effects in the name and to the credit of CLAG in such depositories as may be designated by the Board; and 4) to maintain CLAG's tax-exempt status as a 503(c)(3) organization and incorporation by submitting required information (e.g., form 990) to the Internal Revenue Service and to the State of Indiana in a timely manner; 5) to serve as Chair of the Finance Committee, which shall produce a two-year budget proposal for Board consideration at the Board's annual meeting. The Treasurer shall disburse the funds of CLAG as may be ordered by the Board, taking the proper voucher for each disbursement, and shall render to the Chairperson and Directors at regular meetings of the Board, or whenever they may require it, an account of all transactions as Treasurer and of the financial conditions of CLAG, following provisions in article V. The Treasurer serves a renewable three-year term.
- **Editor or Co-Editors, Journal of Latin American Geography:** The Editor(s) of the Journal is/are appointed by the Chairperson with the advice of the Chair of the Publications Committee. Editor duties include: 1) to edit the Journal producing three editions per year (normally in March, June and October); 2) to keep adequate records of publication

transactions, under the direction of Chair of the Board and the Chair of the Publications Committee; 3) To work closely with the Publications Committee of the Board in carrying out the organization's principal publication activities; 4) to manage JLAG personnel with the goal of producing quality editions with a wide diffusion; 5) To file an annual report on the activities of the Journal with the Board of Directors and CLAG members at the annual business meeting.

- Editor, CLAG Newsletter: The Newsletter Editor's duties include: 1) to collect and/or solicit items of news and information of interest to Latin Americanist geographers for the CLAG Newsletter; 2) to publish the Newsletter two times per year; 3) to provide electronic copy of the Newsletter to the Webmaster for posting on the CLAG site.
- Coordinator, Social Media: The duties of this officer include: 1) to maintain and update the CLAG social media sites, adding materials that are provided to her/him by other officers.
- Coordinator, Communications: The duties of this officer include: 1) to maintain the CLAG webpages, adding materials that are provided to him/her by other officers; 2) to maintain an up-to-date electronic listserv of members; 3) to coordinate conference registration on the CLAG website as needed; 4) to maintain a CLAG server; and 5) to maintain the membership system.

Article IV. Salaries and Compensation

Section 1. No Director shall receive any salary from CLAG for services as a Director.

Section 2. The Board may delegate to the Chairperson or to a separate executive officer, when appointed, the power to provide stipends for expert assistance and fix the corresponding compensation within budgetary limits. All such appointments and related conditions shall be subject to approval of the Board.

Section 3. Stipends and compensation for CLAG support staff such as JLAG Editors, JLAG Production Managers, JLAG copy editors, and others with specific tasks will be reviewed annually by the Board to ensure fair compensation.

Article V. Checks, Deposits, and Gifts

Section 1. All checks or demands for money and notes of CLAG shall be authorized by such officer or officers as the Board shall designate.

Section 2. The Board may accept and administer on behalf of CLAG any grants, contributions, gifts, bequests, or devices for the general purposes or for any special purposes of CLAG.

Section 3. The FitzSimmons Bequest: CLAG will use any annual proceeds from an endowment established by this specific bequest to fund the Carl and Lorena Sauer Award to support graduate student field work. The Board of Directors, itself or through a committee managing and overseeing student awards, will be responsible for issuing the Award call, establishing selection criteria, reviewing applications, and selecting recipients. CLAG officers shall maintain a gift

agreement with the executors of the FitzSimmons estate and follow the specific arrangements in the gift agreement. If CLAG ceases to exist as an organization, the officers shall transfer any remaining capital to the American Association of Geographers Latin America Specialty Group.

Section 4. CLAG Chairperson, Vice-Chairperson, Executive Director, and Treasurer shall have signature authority over CLAG financial assets, and they shall relinquish such authority upon the end of their term.

Article VI. Honors, Awards, Grants

Any board or committee members with the potential appearance of a conflict of interest with any honors, award, or grant applicant shall recuse themselves from evaluation of applications.

Article VII. Fiscal Governance

Section 1. The fiscal year of CLAG shall follow the calendar year.

Section 2. CLAG bank accounts shall have at least two authorized signers and normally less than five authorized signers. One authorized signer shall be the Treasurer. Other authorized signers shall be indicated by the Chair from the current members of the Executive Committee.

Section 3. Authorized signers must regularly monitor account activities and report irregularities immediately to the Chair and bank authorities. Authorized signers must remove themselves from account(s) upon the end of their term. Authorized signers must use CLAG accounts only for transactions authorized through the CLAG budget or approved by the majority of the Executive Committee.

Section 4. If the Treasurer is temporarily or permanently unable to execute the duties assigned to this role, then the Executive Director shall assume those responsibilities as Acting Treasurer until the Chair appoints a new Treasurer.

Article VIII. Records

Section 1. CLAG shall keep correct and complete records and accounts, minutes of the proceedings of its Board of Directors, and regular reports detailing the activities and actions of the committees of the Board. CLAG shall keep a record giving the names and addresses of its members. All records of CLAG may be inspected by any member or agent or attorney, for any purpose at any reasonable time, when requested in writing to the Chairperson of CLAG.

Article IX. Use of Facilities

Section 1. Any research, service, or other facility of CLAG shall be made available to qualified scholars, investigators, and students, regardless of institutional affiliation, subject to such terms and conditions as the Board may determine.

Article X. Limitation Upon Liability

Section 1. Except for the obligation to pay dues to CLAG as stipulated in Article I, members do not assume any responsibilities or liability either in their individual capacities or jointly, financially or legally, for any action taken by CLAG or its Board. No member or members of CLAG shall have any power or authority, individually or collectively, to act as agents for, or to make any commitments binding upon, any other member or members.

Article XI. Rules of Order

Section 1. The most current edition of Robert's Rules of Order (revised) shall govern all parliamentary matters not specifically covered by the ByLaws.

Article XII. Amendments

Section 1. The ByLaws may be amended, except as otherwise limited by statute, by the affirmative vote of a majority of the members voting at the Business Meeting of CLAG, or by an electronic vote if the Board shall so determine. Bylaw amendments require a recommendation from $\frac{2}{3}$ of the CLAG Board of Directors for the amendment to be put forward to a vote by all active CLAG members. For an amendment of the ByLaws to proceed, the amendment must receive a simple majority of all votes received from the active CLAG membership.

Article XIII. Declaration of Non-Profit Organization Status

Section 1. The Conference of Latin American Geography is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Section 2. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these ByLaws. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Section 3. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article XIV. Privacy Statement for Members' Personal Information

Section 1. The Conference of Latin American Geography shall collect the necessary personal information of its members to facilitate distribution of the Journal of Latin American Geography, and to operate the CLAGnet listserv.

Section 2. The personal information of CLAG members will not be shared with third parties, with the exception of the items listed in Section 1.

Section 3: These privacy policies may only be modified by a majority vote of all Board Members

Recommended by CLAG Board of Directors, 21st day of March, 2025

Recommended by CLAG Membership, 7th day of April, 2025