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## Model Constitution of an ISPOR Regional Chapter

### Article I: NAME and TERRITORY

The name of this organization is the International Society for Pharmacoeconomics and Outcomes Research **Brazil** Regional Chapter, herein referred to as the “Chapter”. The Chapter shall represent the International Society of Pharmacoeconomics and Outcomes Research (“ISPOR”), as ISPOR’s affiliate in **Brazil** (the “Territory”), pursuant to and in accordance with ISPOR’s mission, in compliance with all applicable laws in the Territory, and in coordination with ISPOR.

### Article II: MISSION

The mission of the Chapter is to support the mission, vision, and strategic direction of ISPOR in the Chapter’s Territory.

### Article III: AFFILIATION

The Chapter maintains affiliation with ISPOR as a Regional Chapter of ISPOR pursuant to a Regional Chapter Affiliation Agreement entered into between the Chapter and ISPOR (the “Affiliation Agreement”).

The Chapter is a recognized legal organization in the Territory and complies with local government policies.

### Article IV: MEMBERSHIP

**Section 1. Eligibility.** Membership in the Chapter is open to any individual who supports the mission of the Society and the Chapter, and is willing to contribute to the achievement of those objectives.

The Chapter shall maintain a minimum of ten full ISPOR members. All Chapter Officers must be full ISPOR members.

**Section 2: Rights and Privileges of Membership.** Each Chapter member has the right to vote for Chapter Officers and Directors. All members shall have the right to serve on the Board of Directors or Committees, unless additional qualifications are specified for a particular office.

### Article V: GOVERNANCE

The Chapter is governed by this Constitution, the Affiliation Agreement, and other operating documents including policies and procedures developed by the Chapter, provided that they are consistent and comply with the ISPOR governing documents.

### Article VI: OFFICERS

Section 1. **Officers.** Chapter Officers shall be the President, President-elect, Immediate Past President, Secretary/Treasurer. The Officers and Directors comprise the Chapter Board of Directors, also called the Board.

Section 2. **President.** The President shall be the Chair of the Board and overseeing Chapter activities and presiding at Chapter Board and member meetings. In addition, the President is responsible for completing an Annual Report for ISPOR Headquarters.

Section 3. **Immediate Past President.** The Immediate Past President assists the President with the responsibilities and duties of the office of President as requested and delegated by the President.

Section 4. **President-elect.** The President-elect performs the duties of the President in the absence of the President, and performs other duties as assigned by the Board. Qualifications specified for the President are required for the President-elect.

Section 5. **Secretary/Treasurer.** The Secretary/Treasurer maintains the records of the Chapter including membership records, meeting minutes, financial transactions, and correspondence. The Secretary/Treasurer reports the financial status of the Chapter to the Board of Directors and the membership.

## Article VII. BOARD OF DIRECTORS

Section 1. **Composition.** The Board of Directors shall consist of the Officers and at least two Directors. Each member of the Executive Committee must reside or work within the Territory. Members of the Executive Committee should represent diverse geographic locations and work environments.

Section 2. **Duties and Authority.** The Board of Directors is responsible for the strategic direction and management of the Chapter and oversees and supports activities and other initiatives. The Board is responsible for ensuring that the Chapter serves the mission of ISPOR and complies with the Bylaws and Policies of ISPOR, as well as complying with local government policies and laws.

Section 3. **Meetings.** A regular meeting of the Board of Directors shall be held at least once during the year at such time and at such place as the Board may determine. Special meetings of the Board may be called by the President or at the request of a majority of Board members. Action taken by electronic mail or telephone conference call of the members of the Board in which a majority of the Board indicate themselves in agreement, shall constitute a valid action of the Board if reported at the next regular meeting of the Board.

Section 4. **Quorum.** A majority of the voting members of the Board of Directors shall constitute a quorum for the transactions of business.

Section 5. **Term of Office.** The Term of Office for all Officers and of Directors shall be from May 31 to May, 30 of the following year.

The President-elect shall serve one three year term and shall automatically become President. The President may serve up to two three year terms. The President automatically becomes the Immediate Past President and serves one three year term.

The Secretary/Treasurer and Directors serve three year terms and may be elected to serve one additional consecutive term.

Section 6. **Recall of Officers or Directors.** Any officer or Director may be recalled by a vote of all eligible members of the Chapter.

## Article VIII: COMMITTEES, AD HOC GROUPS

Section 1. **Nominations Committee.** The Board of Directors shall appoint a Nominations Committee that is responsible for selecting nominees for the position of President-elect, Treasurer/Secretary, and Directors. The Nominations Committee is also responsible for developing nominations procedures.

Section 2, The Board may create Committees and Ad Hoc Groups deemed necessary or desirable for the operations of the Chapter.

## Article IX: ELECTIONS

Section 1. **Elected Officials.** Officers and Directors are elected every three years.

Section 2. **Nominations.** The Board of Directors shall recommend at least three Chapter members from diverse work environments and geographic locations. The Nominations Committee shall solicit additional candidates through a call for candidates prior to the end of the term of the incumbent. From the Board's recommendations, and call for candidates, the Nominations Committee shall select candidates for each open position, ensuring that the slate represents the Chapter membership with respect to education, professional interest, work environment, geography, and gender.

Section 3. **Election Procedures.** Elected Officers and Directors shall be elected by ballot of all Chapter members. Ballots shall be distributed to members eligible to vote at least thirty days prior to the election.

Section 4. **Elections and Ties.** Candidates receiving the plurality of votes for each position shall be elected to the respective position. The Board shall break any tie votes.

Section 5. **Reporting.** The incumbent Chapter President shall provide notice to the ISPOR Board of Directors of the newly elected Board via email directed to: [regionalchapter@isp.org](mailto:regionalchapter@isp.org).

Section 6. **Vacancies.** A vacancy in the office of the President shall be filled by the President-elect. If both vacate, the Board elects the President to complete the term, and the members elect the incoming President as well as the President-elect at the next election. A vacancy in any other office resulting from death, disability, or resignation shall be filled on a pro tem basis by a Chapter member appointed by the President with the approval of the Board. Successor Board members will serve until the expiration of the term of their predecessors.

## ARTICLE X: MEETINGS

Section 1. **General Business Meeting.** The Chapter must hold at least one general meeting of its members each year. A report of the Chapter's activities shall be presented. Any member of the Chapter may submit a motion for consideration by the members as a whole or by the Board of Directors. All such motions must be submitted in writing to the President at least 48 hours prior to the General Meeting.

Section 2. **Special Meeting.** The Chapter may hold such special meetings as approved by the Board. The time and place, program and order of business for each special meeting shall be approved by the Board.

## **ARTICLE XI. AMENDMENTS**

Proposed changes to the Constitution must be submitted to the Board not less than thirty days prior to a scheduled Board meeting. Each proposed amended version of the Constitution shall be available for review and comment by the Chapter membership. Amendments of the Constitution require a two thirds majority vote of the Board.

## **ARTICLE XII. PROCEDURES**

**Section 1. Books and Records.** The Chapter shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of the General Business Meeting, Board Meetings and other organizational meetings. Upon request, these records must be provided to the ISPOR Board of Directors.