

**BYLAWS  
OF  
BRAZIL INDUSTRIES COALITION, INC.**

**ARTICLE I**

*Name*

Section 1.01 The name of the Corporation is **Brazil Industries Coalition, Inc.** (the “Corporation”).

**ARTICLE II**

*Purposes*

Section 2.01 The purposes for which the Corporation is organized and operated are to advance the collective interests of Brazilian industry and to engage in such other activities as permitted under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, and any corresponding provision in any future federal income tax law (the “Code”), including but not limited to the following:

- (a) To promote the economic relations between the United States and Brazil;
- (b) To defend the interests of the Corporation’s members in the field of trade and investment;
- (c) To foster and strengthen Brazilian investments in the United States; and to promote and attract investments from the United States into Brazil;
- (d) To represent the Brazilian private sector in connection with its relations with all branches and agencies of the United States Government;
- (e) To undertake initiatives to improve market access to Brazil’s exports, imports, and investments; to oppose trade barriers which might adversely affect Brazil’s exports, imports,

and investments; and to strengthen the bilateral economic regulatory framework between Brazil and the United States;

(f) To sustain direct dialogue on issues of common interest and mutual benefit between the Brazilian private sector, on the one hand, and the United States Government and private sector, on the other; and

(g) To foster a deeper economic and political relationship between Brazil and the United States.

In furtherance of the above, the Corporation shall have the authority to exercise all powers granted to it under the District of Columbia Nonprofit Corporation Act of 2010, or otherwise to do all things necessary or convenient to carry out its business and affairs, including, but not limited to, the power to accept donations of money or property, whether real or personal, or any interest therein, wherever situated, on behalf of the Corporation.

### **ARTICLE III**

#### *Prohibited Activities*

Section 3.01 No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, Directors, Officers or other persons, except that the Corporation shall have the authority to pay reasonable compensation for services actually rendered to or for the Corporation and to make payments and distributions in furtherance of the purposes set forth in Article Two. The Corporation may engage in lobbying or political campaign activities only insofar as such activities are consistent with its stated purposes and not inconsistent with section 501(c)(6) of the Code. Notwithstanding any other provision of these Bylaws, or any provision of the Articles of Incorporation or the District of Columbia Code

governing or pertaining to the Corporation, the Corporation shall not engage in or carry on any activities not permitted to be engaged in or carried on by a corporation described in section 501(c)(6) of the Code, or any successor provisions thereto or the regulations adopted thereunder from time to time.

## **ARTICLE IV**

### *Offices; Agent; Seal*

Section 4.01 Principal Office. The principal office of the Corporation and such other offices as it may establish shall be located at such place or places, either within or without the District of Columbia, as may be designated by the Board of Directors (the "Board").

Section 4.02 Registered Office and Agent. The Corporation shall continuously maintain within the District of Columbia a registered office and a registered agent at such place as may be designated by the Board. Any change in the registered office or registered agent shall be accomplished in compliance with the District of Columbia Nonprofit Corporation Act of 2010.

Section 4.03 Seal. The seal of the Corporation shall contain its name, the year of its incorporation and the words "District of Columbia." The seal may be used by causing it or a facsimile thereof to be affixed, impressed, or used in any other manner permitted by law.

## **ARTICLE V**

### *Membership*

Section 5.01 Qualifications. The membership of the Corporation shall consist of legal entities which have demonstrated interest in and commitment to the Corporation's purposes and activities and which meet the requirements for membership imposed by the Board, including the payment of annual dues at such levels as may be set by the Board of Directors from time to time.

Section 5.02 Classes of Membership. The Corporation shall have two classes of members.

(a) *Class A Members*. Each Class A Member shall be entitled to appoint a person to serve on the Board of Directors as provided in ARTICLE SIX. The Board of Directors, or a membership committee designated by the Board of the Directors, shall established the criteria for membership in Class A, which may include the Member's gross revenues, number of employees, or other such criteria as the Board of Directors determines is appropriate.

(b) *Class B Members*. All members who do not meet the criteria for membership in Class A shall be Class B Members.

Section 5.03 Applications and Approval. Applications for membership in the Corporation shall be addressed, in writing, to the Executive Director of the Corporation at the principal office of the Corporation. After preliminary approval by the Executive Director and the determination of membership classification as provided in accordance with these Bylaws, applications shall be submitted to the Board of Directors for final approval.

Section 5.04 Resignation. A Member may resign at any time by giving written notice to the Executive Director. Such resignation will take effect at the beginning of the fiscal year immediately subsequent to the resignation, or at such earlier time as is specified in the resignation. Resignation shall not relieve a member of liability for unpaid dues or other obligations previously accrued.

Section 5.05 Termination. Membership may be terminated by a majority vote of the Board of Directors upon a good faith determination that the Member has failed to meet the

qualifications of membership, including but not limited to the failure to pay dues. The Board of Directors shall establish procedures to ensure that a Member's right to due process is protected.

Section 5.06 Voting. Each Member, regardless of classification, shall be entitled to cast one vote. Members who are in good standing, are current on their membership dues and other obligations, and have satisfied all requirements relating thereto, shall be entitled to vote at membership meetings. Each Member shall from time to time designate to the Executive Director the name of the individual authorized to cast votes on behalf of such Member. The Executive Director shall have the right to rely on the latest written designation received by him or her at the offices of the Corporation.

Section 5.07 Services to Members. The Corporation shall not be authorized to perform services for its Members, other than of a minor or inconsequential nature unless the Board of Directors has determined that the services are in the best interests of the Corporation and are consistent with the requirements of section 501(c)(6) of the Code.

Section 5.08 Annual Dues and Assessments. Annual membership dues, perquisites, and periodic assessments, if any, shall be as determined by the Board. Dues and assessments may vary according to gross revenues, numbers of employees, or other such criteria as the Board of Directors shall determine is appropriate.

Section 5.09 Membership Meetings.

(a) Place of Meetings. Meetings of the Members of the Corporation shall be held at the principal office of the Corporation or at such other place within or without the District of Columbia as the Board of Directors may authorize.

(b) Annual Meeting. The annual meeting of Members shall be held on such day as shall be designated therefor by the Board. The Members shall elect the Board of Directors and transact such other business as may properly come before the annual meeting.

(c) Notice. Notice for the Annual Meeting shall be given no fewer than ten (10) nor more than sixty (60) days before the meeting date. Notice shall be provided to all Members entitled to vote at the meeting as of the date of the notice.

(d) Special Meetings. In addition, special meetings of Members may be called by the Board of Directors or the Executive Director or at the written request of twenty-five (25) percent of the Members entitled to vote at such meeting. Notices of any special meeting shall be given not less than fifteen (15) days prior to the actual date thereof and no more than sixty (60) days before the meeting date and shall include a description of the purpose for which the meeting is called.

(e) Quorum. The presence in person or by proxy of a majority of the Members entitled to vote shall constitute a quorum at all meetings of the Members. In the event a quorum shall not be present at any meeting, a majority of the Members entitled to vote at such meeting, present in person or by proxy, shall have power to adjourn the meeting from time to time, without notice other than an announcement at the meeting, until the requisite number of Members entitled to vote shall be present.

(f) Voting. The affirmative vote of a majority of the votes entitled to be cast by the Members present or represented by proxy at such meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the Members.

(g) Proxies. A Member may vote in person or by proxy executed by signed writing, which is clear that the member authorized the appointment of the proxy. No proxy shall be valid

for a period greater than eleven (11) months, unless the proxy specifies otherwise, but in no event may exceed three (3) years.

## ARTICLE VI

### *Board of Directors*

Section 6.01 Board of Directors. The business of the Corporation shall be managed, and its corporate powers exercised, by a Board of Directors. Directors shall be individuals who may or may not be affiliated with Members of the Corporation. Directors need not be residents of the District of Columbia. The Board of Directors shall possess, and may exercise, any and all powers granted to the Corporation under the District of Columbia Nonprofit Corporation Act of 2010, the Articles of Incorporation, or these Bylaws.

Section 6.02 Chair; Vice-Chair.

(a) There shall be a Chair of the Board of Directors elected from among the Directors by a majority of the members of the Board of Directors. The Chair is not required to be affiliated with a Member. The Board of Directors may, in addition, elect a Vice-Chair from the Directors, to have such powers and perform such duties as shall be defined by the Board.

(b) Duties and Authority. The Chair of the Board of Directors shall preside at all meetings of the Board of Directors and Members. The Chair shall exercise general supervision over the interests and welfare of the Corporation. The Chair shall have the deciding vote in the event of a tie. If there is a Vice-Chair of the Board of Directors, the Chair shall determine the duties and responsibilities that shall be assigned to the Vice-Chair to most effectively advance the interests of the Corporation.

Section 6.03 Number of Directors. There shall be at least three (3) and not more than eight (8) Directors, including the Chair of the Board of Directors, as determined by resolution of the Board of Directors. No amendments may reduce the number of Directors to less than three (3), and no reduction in the number of Directors shall have the effect of shortening the term of any Director in office at the time such amendment becomes effective.

Section 6.04 Appointment and Election. Each Class A Member may appoint one individual to the Board of the Directors. The remaining Directors shall be elected by majority vote of those Members entitled to vote who are present in person or by proxy at the annual meeting of Members.

Section 6.05 Term. The term of office for Directors shall be two (2) years. Each Director shall hold office for such Director's term and until a successor has been duly elected and qualified. Directors may be re-elected for additional terms of two (2) years.

Section 6.06 Resignation. Any Director may resign at any time by giving written notice of his or her resignation to the Chair of the Board, to the Executive Director, or to the Secretary/Treasurer of the Corporation. Unless otherwise specified in such notice, the resignation shall be effective upon delivery.

Section 6.07 Removal. Any Director appointed by a Class A Member may be removed with or without cause by the Member that appointed such Director. Any Director elected by the Members may be removed with or without cause by the Members. The notice of a meeting of Members at which removal of a Director is to be considered shall include as one of the purposes, the removal of the director.

Section 6.08 Vacancies. Any vacancy on the Board of Directors of a Director appointed by a Class A Member shall be filled by such Class A Member. Any vacancy on the

Board of Directors of a Director elected by the Members, existing between annual meetings of the Members, may be filled by majority vote of the Board of Directors. A Director so elected shall serve for the remainder of the unexpired term. Any vacancy created by an increase in the number of Directors shall be filled by majority vote of the Directors in office until the next annual meeting of the Members.

Section 6.09 Committees. The Board, by resolution adopted by a majority of the Directors in office, may create one or more Committees of the Board of Directors that consist of one or more Directors.

Section 6.10 Meetings of the Board of Directors

(a) Place and Time. The Board of Directors may hold its meetings at the office of the Corporation or at such other places either within or without the District of Columbia as it may from time to time determine.

(b) Annual Meeting. An annual meeting of the Board of Directors shall be held immediately following, or in conjunction with, the annual meeting of the Members, at the place of such annual meeting of the Members.

(c) Notice of Meetings of the Board. The annual meeting of the Board of Directors may be held without notice at such time and place as it shall from time to time determine. Special meetings of the Board of Directors may be called by the Executive Director or twenty percent of the Directors in office upon seven (7) days' notice to each Director delivered personally, by mail, by email, or by telephone. Notice of a meeting need not be given to any Director who submits a Waiver of Notice whether before or after the meeting or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice.

(d) Quorum; Adjournment. At all meetings of the Board, the presence of one-third of the Directors then in office (but not less than two Directors) shall constitute a quorum for the transaction of business, and the affirmative vote of a majority of the Directors present at any meeting of the Board of Directors at which there is a quorum shall be the act of the Board, except as may be specifically provided in these bylaws or by the Articles of Incorporation. If a quorum is not present at a meeting of the Board, the Directors present may adjourn the meeting until a quorum is present.

(e) Action by Consent. Any action required or permitted to be taken at a meeting of the Board of Directors (including amending the Bylaws) or of any committee may be taken without a meeting if written consents describing and authorizing the action are signed by all of the members of the Board of Directors or of such committee, as the case may be. Such consents shall have the same force and effect as a unanimous vote of the Board of Directors or of the committee, as the case may be. Such consents (which may be in one instrument or several instruments) shall be filed with the corporate records. An action so taken shall be deemed to have been taken at a meeting held on the effective date so certified.

(f) Meetings by Telephone. The members of the Board of Directors or of any committee may participate in a meeting by means of a conference telephone or similar communications equipment by which all Directors participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at such meeting.

Section 6.11 Reimbursement. Members of the Board of Directors shall receive no compensation for their services but, by resolution of the Board of Directors, may be reimbursed for reasonable expenses paid while acting on behalf of the Corporation.

## ARTICLE VII

### *Officers and Other Positions*

Section 7.01 Designation of Officers. The officers of the Corporation shall consist of an Executive Director and a Secretary/Treasurer, and other officers as may be determined by the Board of Directors. All officers shall be hired or appointed by the Chair with the consent of the Board of Directors.

Section 7.02 Compensation of Officers, Employees, and Agents. The Corporation may pay officers, employees, and agents such reasonable compensation for services rendered to, and reimbursement for reasonable expenses incurred on behalf of, the Corporation, as the Board of Directors may from time to time determine.

Section 7.03 Duties and Authority of the Executive Director. The Executive Director shall serve as the chief executive officer of the Corporation. Subject to the supervision of the Board of Directors, the Executive Director shall have control of the day-to-day operations of the office of the Corporation and all of its activities. As provided by the Board of Directors, he or she shall have authority to sign legal documents and other instruments in the name of the Corporation. The Executive Director shall assist the Directors, at their request, with such counsel, data, association material, and other documentation as will aid them in the performance of their duties as Directors. The Executive Director shall also be responsible for liaison with government agencies, trade organizations, and Members. The Executive Director shall attend all meetings of the Board of Directors, shall regularly report to the Board of Directors on the activities of the Corporation, and shall submit a report on the preceding months at each meeting. The Executive Director shall have such other authority and duties as are usual and necessary to the proper performance of the office.

Section 7.04 Duties and Authority of the Secretary/Treasurer. The Secretary/Treasurer, who may or may not be the Manager, shall be responsible for keeping complete and accurate accounts of receipts and disbursements of the Corporation, and deposit such funds in such banking institutions as may be approved by the Board of Directors. Whenever required by the Board of Directors the Secretary/Treasurer shall render a statement of accounts. The Secretary/Treasurer shall prepare an inventory of property to be maintained and shall supervise the preparation of the budget.

The Secretary/Treasurer is responsible for preparing or supervising the preparation of the minutes of the meetings of the Board of Directors and of the Members, for maintaining custody of all books, records, and documents pertaining to the Corporation, and keeping a list of current Members of the Corporation.

The Secretary/Treasurer shall perform such other duties as may be lawfully required or as may ordinarily and usually pertain to the office of a Secretary/Treasurer, and shall perform such other duties as may be assigned by the Executive Director.

Section 7.05 Other Positions. The Board of Directors may create additional non-officer positions and direct the Officers to hire individuals qualified to fill such positions. The Corporation shall have an International Trade Specialist as an employee unless the Board of Directors resolves otherwise.

## **ARTICLE VIII**

### *Receipt of Gifts and Contributions*

Section 8.01 The Board of Directors shall have full power and authority to borrow money and receive gifts and contributions on behalf of the Corporation whenever, in the

reasonable discretion of the Board, the exercise of said power is required in the general interests of the Corporation. The Board of Directors may authorize the appropriate officers of the Corporation to make, execute, and deliver in the name and on behalf of the Corporation such notes, bonds and other evidence of indebtedness as said Board of Directors shall deem proper, and said Board of Directors shall have full power to mortgage the property of the Corporation or any part thereof, as security for such indebtedness, and no other action of the Corporation shall be requested as to the validity of such note, bond, evidence of indebtedness, or mortgage.

## **ARTICLE IX**

### *Notices*

Section 9.01 Form; Delivery. Whenever, under provisions of applicable law, the Articles of Incorporation, or the Bylaws, notice is required to be given to any Director or Member, such notice may be given in writing by regular or electronic mail, addressed to such Director or Member at his or her post office address or electronic mail address as it appears on the records of the Corporation. Such notice shall be deemed to be given at the time it is deposited in the United States mail or the date it is sent, in the case of electronic mail. Notice may also be communicated in person.

Section 9.02 Waiver. Any required notice may be waived through means of a written waiver signed by the person or persons entitled to said notice and filed with the records of the meeting, whether before or after the time stated therein. In addition, any Member who attends a meeting of the Members in person or is represented at such meeting by proxy, without protesting at the commencement of the meeting the lack of notice, shall be conclusively deemed to have waived notice of such meeting. Similarly, any Director who attends a meeting of the Board of

Directors, or any member of a committee who attends a committee meeting, without protesting at the commencement of the meeting such lack of notice, shall be conclusively deemed to have waived notice of such meeting.

## **ARTICLE X**

### *Indemnification and Insurance*

Section 10.01 Liability. A Director or Officer of the Corporation shall not be liable to the Corporation or its Members for monetary damages for breach of fiduciary duty as a Director or Officer; provided, however, that the foregoing provision shall not eliminate the liability of the Director or Officer for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or for any transaction from which the Director or Officer derived an improper personal benefit. No amendment, modification or repeal of this section shall adversely affect any right or protection of a Director or Officer that exists at the time of such amendment, modification or repeal.

Section 10.02 Indemnification. The Corporation shall indemnify any and all of its Directors or Officers or former Directors or Officers or any person who may have served at its request as a Director or Officer of another corporation, whether for profit or not for profit (each an "Indemnitee"), against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been, or actions taken or omitted to be taken, in the capacity of a Director or Officer of the Corporation, or of such other corporation, if the individual acted in good faith; reasonably believed, in the case of conduct in an official capacity, that the conduct was in the best interests of the Corporation; and in all other cases, that the

individual's conduct was at least not opposed to the best interests of the Corporation. The termination of any action, suit or proceedings by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that an Indemnitee's actions did not meet the relevant standard of conduct. Any such indemnification shall only be from the assets of the Corporation, and may include advances of amounts contemplated by this Section 10.02 in the Members' sole discretion. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled, under any bylaw, agreement, vote of Members, or otherwise. The Corporation shall not indemnify a Director or Officer unless a determination has been made that indemnification of the Director is permissible because the Director has met the relevant standard of conduct for indemnification. The determination shall be made, as provided in the District of Columbia Nonprofit Corporation Act of 2010, by the disinterested Directors, special legal counsel or by the Members.

Section 10.03 Survival of Rights. Any and all indemnity obligations with respect to any Indemnitee shall survive any amendment or revision of these Bylaws or termination of the Corporation. The rights of any Indemnitee to the indemnification and advancement of expenses provided herein shall extend to such Indemnitee's successors, assigns and legal representatives.

Section 10.04 Insurance. The Corporation may purchase and maintain insurance on behalf of itself or any person who is or was a Director, Officer, advisor, employee, or agent of the Corporation against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such.

## ARTICLE XI

### *Miscellaneous*

Section 11.01 Accounting Period. The Corporation's fiscal year shall be from March 1st through February 28th.

Section 11.02 Checks, Notes, and Contracts. The Board of Directors shall determine who shall be authorized from time to time on the Corporation's behalf to sign checks, drafts, or other orders for payment of money; to sign acceptances, notes, or other evidences of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments.

Section 11.03 Reports to Members. If requested, the Corporation shall furnish to Members its annual financial statements, to include a balance sheet as of the end of the fiscal year and a statement of operations for the year. If the financial statements are reported upon by a certified public accountant, the accountant's report must accompany them.

#### Section 11.04 Books and Records to be Kept.

(a) The Corporation shall keep as permanent records minutes of all meetings of its Members and Board of Directors, a record of all actions taken by the Members and Board of Directors without a meeting, and a record of all actions taken by a Committee of the Board of Directors on behalf of the corporation. The corporation shall maintain appropriate accounting records.

(b) At its principal office the Corporation shall keep a copy of the Articles of Incorporation and all amendments to them; the bylaws and all amendments to them, the minutes and records listed above for the past three (3) years, a list of the names and business addresses of the current Directors and Officers, and the most recent biennial report delivered to the Mayor of the District of Columbia.

(c) At its principal office the Corporation shall keep a list of its Members, in a form that permits preparation of a list of the names and addresses of all Members, in alphabetical order by class, and all communications to Members generally within the past three (3) years, including the annual financial statements.

(d) Any of the books, minutes and records of the Corporation may be in written form or stored in an electronic or other medium that is retrievable in perceivable form.

(e) Each Director has the right to inspect and copy the books and records when reasonably related to the performance of his or her duties to the corporation.

(f) Each Member is entitled to inspect and copy, during regular business hours at the Corporation's principal office, any of the records kept at the principal office, if the Member provides notice of at least five business days.

## **ARTICLE XII**

### *Amendments*

Section 12.01 These bylaws may be amended at an annual meeting of the Members, or at any special meeting thereof if notice of the proposed amendment to be made is contained in the notice of such special meeting, by the affirmative vote of a majority of voting Members; or by the affirmative vote of a majority of the Board of Directors at any regular meeting of the Board of Directors or at any special meeting of the Board, if notice of the proposed alteration or repeal to be made is contained in the notice of such special meeting. Members must approve all amendments relating to differences in the rights and obligations of Members; the levy of dues, assessments, and fees; the termination and suspension of membership; the purchase of

memberships; limiting the removal of Directors only for cause; or specifying what constitutes cause to remove a Director.

### **ARTICLE XIII**

#### *Dissolution*

Section 13.01 The Board of Directors, upon the approval of two-thirds of its members, may dissolve the Corporation. A committee shall thereupon be elected by the Board of Directors to liquidate the assets of the Corporation in conformity with the Articles of Incorporation of this Corporation and under such plan as the Board of Directors shall approve.