



Organizational Overview and Bylaws of CENCAM

Name: “CENCAM – Consortium on the Epidemic of Nephropathy in Central America and Mexico / Consorcio de la Epidemia de la Nefropatía en Centroamérica y México.”

Mission Statement: The mission of the Consortium is to contribute to knowledge generation and to promote and facilitate activities and policies to reduce CKDu occurrence in Central America and Mexico.

Primary Objectives:

- To increase international collaboration for the exploration and research of CKDu
- To contribute to a reduction in the overall prevalence and impact of CKDu
- To raise awareness and action about CKDu in Central America and Mexico

Organizational Activities:

- Compile and disseminate research
- Facilitate a collaborative approach to research
- Provide a forum for communicating results
- Inform other initiatives
- Promote global collaboration
- Promote conferences, workshops and exchanges

Members¹:

Members: *Researchers, clinician researchers and non-researcher professionals actively involved in knowledge generation and communication relevant to CKDu.*

New members: Additional members will be approved by the Board based on an application form and a CV. Board members may ask potential members for references if necessary.

Membership responsibilities and privileges: Members are free to carry out, publish and present their work as individuals. Members may be invited to participate in specific Consortium activities, but are not obligated to do so. Members may not speak or write on behalf of the Consortium without permission from the Board of Directors.

Special rule for the first (inaugural) election: Since the Consortium was started as a result of the First International Workshop on the Mesoamerican Epidemic Nephropathy (MeN) held November 28-30, 2013 in Costa Rica, *voting members for the first (inaugural) election include all participants in the 2012 meeting regardless of membership category.*

Other interested parties: can request to be kept informed as desired.

¹ Modified in the General Assembly November 20, 2015.



Governance: A Board of Directors of nine (9) individuals will oversee pursuit of the mission (see Appendix). A Board secretary will be appointed by SALTRA and the remaining eight (8) Board members will be elected. All Board members will serve a two year term. At least four (4) elected members will be from Central America and/or Mexico. Board members will not receive monetary compensation.

Administration: The Consortium will be managed by SALTRA as the initial administrator (see appendix).



APPENDIX

Below is an outline of the proposed structure of bylaws concerning the Consortium's Board of Directors. Please see section 14 for proposed rules of election. A separate document has been drafted for the inaugural elections including the schedule.

Bylaws pertaining to CENCAM Board of Directors

The Consortium Board of Directors oversees pursuit of the mission of the Consortium; synergizing human and financial resources on the regional and international level, providing coherence to research initiatives related to CKDu, promoting interdisciplinary and eco health approaches, and providing information for effective translation of research into policies. Any of these bylaws may be changed by amendment or repeal and adoption of a new bylaw, which can be achieved by first a quorum of the Board and then sending the suggested change to all Consortium members four weeks before a vote. A two-thirds majority of members who register a vote on the proposed change is necessary to approve any modification in the bylaws.

1. **Composition** – There will eight elected board members. One (1) additional board member will be appointed by SALTRA as the secretary of the board for a total of nine voting members. The Board may invite observing (non-voting) members as desired. Each elected board member should be a member of the Consortium.
2. **Terms of Office** – Every elected Board member shall hold office for a term of two years. Board members may be elected for consecutive terms and be elected for an unlimited number of terms.
3. **Powers** –The Board is responsible for acting on behalf of the Consortium between any future membership meetings that may occur.
4. **Officers** -- Officers are board members with specific roles that will be determined by Board vote.
5. **Duties & Responsibilities**
 - a. **Duties of the Board:** The Duties of Board of Directors at large shall be as follows:
 - i. Promote the Consortium's agenda.
 - ii. Supervise any employee of the Consortium.
 - iii. Select officer positions to manage the activities of the Board
 - iv. Review and accept applications for membership in accordance with established criteria.
 - v. Establish and oversee working groups and their members.
 - vi. Communicate consensus statements regarding Consortium activities, positions, and institutional responses to regional and international policy makers and media.
 - b. **Duties of Board Officers** – The following officer positions will be determined by a vote of the Board. Only voting members of the Board are eligible for officer positions. Other officers may be chosen from the Board members as appropriate.
 - i. Chairperson –responsible for the effective leadership of the Board



- Preside at all meetings of the Board.
 - Set the Board Agenda. Organize and coordinate all Board activities.
 - Oversee dissemination of information related to Board activities and decisions
- ii. Secretary (SALTRA-appointed)
- Maintain a copy of these bylaws, up to date and as amended, such other place as determined by the Board.
 - Maintain a record of minutes of all meetings of directors, and where possible the meetings of appointed working groups,
 - Oversee the dissemination of meeting minutes, upcoming agendas, and other relevant communications to Board members
 - Provide notices in accordance with Consortium by-laws
 - Keep all membership records, containing names, physical and email addresses, and membership status of all current and former members.
- iii. Treasurer
- Keep and maintain adequate and transparent records of the Consortium's properties, financial transactions.
 - Prepare financial statements in accordance with the law and as deemed necessary by the Board.
6. **Compensation** – Directors shall serve without compensation. If Consortium funds allow, they shall be entitled to reasonable reimbursement of expenses occurred in the performance of their duties.
7. **Place of Meetings** – Meetings of the Board will be held electronically unless otherwise determined.
8. **Meetings** – Regular meetings of the Board shall be held once every two months.
9. **Special Meetings** – Special meetings of the Board may be called by any two Board members or the Board Chair. Discussion at special meetings shall be restricted to the topic(s) for which the meeting was called. Special meetings of the Board shall require reasonable notice, generally at least three (3) days with the exception of urgent situations.
10. **Quorum for Meetings** – At any meeting of the Board, a majority (5) of the Board members shall constitute a quorum.
11. **Majority Action as a Board Action** – A majority of the Board members present shall decide any question, including the election of Board officers.
12. **Action by Unanimous Written Consent Without Meeting** – Any action permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if all the directors consent to the action in writing and the written consents are filed with the Board Secretary. Such consents shall be treated for all purposes a vote cast during the course of a meeting.
13. **General Consortium Meetings** – The Board can call for general meetings of all Consortium members. Such meetings may be held in conjunction with other events and should be announced at least 2 months prior to being held. Meetings will be open to all members of the Consortium, but will not be obligatory. Other individuals may be invited to attend at the



discretion of the Board. Decisions can be made based on a simple majority of voting members who are present.

14. **Election**

- a. **Frequency and Timing²** – Board elections shall be held once approximately every two years, but no later than 6 months after the 2-year anniversary of the previous election, with exact timing to be determined by the Board.
- b. **Eligibility** – To be nominated for and serve on the Board of Directors, a person must be a member of the Consortium.
- c. **Nomination and Election Procedures**
 - i. Notification of Election Rules – Two weeks prior to the commencement of the nomination period, all eligible voting members will receive, via email, nomination rules, requirements, and procedures.
 - ii. Elections will be administered online. They will be conducted in accordance with the election procedures outlined in the election procedures document.
 - iii. SALTRA will serve as the coordinating body for the election process.
- d. **Election by Written Ballot** –Should, for whatever reason, a voting member be unable to participate in online elections, (s)he may request to vote via email or fax (See election guidelines).

15. **Vacancies and Removal**

- a. **Vacancies** – Any vacancy in the Board of Directors may be filled temporarily by the Board by a two-thirds vote of all voting members, until the next regularly scheduled election, provided that the remainder of term amounts to one (1) year or less. Otherwise, a special election will be held to elect a new member. That member will then hold office for the remainder of the term and be eligible to participate in regularly scheduled elections. The vacancy term will not be counted towards term limits.
- b. **Removal** – Any Board member may be removed or suspended with cause such as suspension violations of the law; these bylaws; codes of medical, scientific, or research ethics relevant to their work as individuals or as members of the Board. Inability to effectively fulfill his or her responsibility as a Board member, or noncompliance with organizational guidelines, policies, and practices shall constitute grounds for dismissal. A Board member may be removed only after he or she has been given reasonable notice and has had an opportunity to be heard. Removal of the board member will be decided by a two-step process:
 - i. Upon a two-thirds majority of the Board of Directors, agreeing, a vote will be put to the membership.
 - ii. A majority of votes cast by the Consortium members for removal of the Board members.

16. **Resignation** – A Board member may resign by giving his or her written notice of resignation to Board members and the president. Such resignation shall be effective upon receipt unless

² Modified via online vote April 15, 2015.



- otherwise specified and formal acceptance thereof shall not be necessary for the resignation to take effect.
17. **Liability** - Limitation of Liability for Board of Directors- The Board of Directors shall not be liable for the debts, liabilities, and other obligations of the Consortium.
 18. **Duties of SALTRA**- The standing duties of SALTRA are to: administer Board elections and fulfill the duties of the secretary position.