

**FOURTH AMENDMENT TO**  
**BRAZIL-TEXAS CHAMBER OF COMMERCE (BRATECC)**  
**BYLAWS**

The **BRAZIL-TEXAS CHAMBER OF COMMERCE** ("BRATECC") is a non-profit corporation organized under the Texas Non-Profit Corporation Act ("Act") governed by these by-laws ("By-Laws") and applicable law. The principal office of BRATECC shall be located at such place as designated by the Board of Directors.

BRATECC has an indefinite term and its purpose includes all lawful purposes permitted under the Act, including the promotion and advancement of commercial trade and investment between the Federative Republic of Brazil and the State of Texas, and other U.S. states and territories as determined by the Executive Committee, through conferences, seminars, meetings, missions, publications, educational and social activities, provision of technical advice to public and private entities and other means of support to the membership.

**Article 1**

**MEMBERS**

**Section 1.01. Members.** Anyone can participate as a Member of BRATECC, whether an individual or a legal entity, who is willing to contribute to BRATECC's objectives, subject to the conditions of admission and classification established in these By-Laws.

- (a) No Member shall be individually, jointly or severally liable for the obligations of BRATECC.
- (b) Membership shall not be determined on race, creed, sex or other protected characteristic under applicable law.

**Section 1.02. Member Representative.** Member Representatives are individuals appointed by a Member authorized to exercise the Members's rights, including voting and participating in governance. The Executive Committee determines the maximum allowed number of Member Representatives in accordance with the Membership Category.

**Section 1.03. Membership Categories, Dues, Rights and Benefits.** The Executive Committee shall determine the categories of memberships, eligibility requirements, membership dues, duration, and related matters in accordance with these By-Laws. All dues are payable on each Member's anniversary date and are non-refundable. Members shall have the right to participate in BRATECC events, receive BRATECC communications, and be informed of actions taken by the Board of Directors.

**Section 1.04. Admission.** Applicants for BRATECC membership shall accept BRATECC's terms and conditions, internal code of conduct, and pay the applicable dues. Membership is continuous until terminated as provided in these By-Laws.

**Section 1.05. Withdrawal.** Any Member may resign from BRATECC at any time by providing written notice to the Executive Committee. Resignation is effective immediately upon receipt, but the Member remains liable for any dues or financial obligations accrued prior to resignation.

**Section 1.06. Suspension and Termination of Membership.** Membership may be suspended or terminated for: (i) nonpayment of membership dues or any other financial obligations to BRATECC; or (ii) any activity, conduct or behavior deemed by the Board of Directors, in its sole discretion, to be detrimental to or in conflict with BRATECC's best interests, mission, vision, or ethical principles. Suspension or termination shall be recommended by the Executive Committee and approved by a majority of the Board of Directors.

- (a) Upon adoption of such resolution, all rights and obligations of such Member concerning BRATECC, except accrued obligations, shall cease.
- (b) In case of suspension, the suspended Member's rights and obligations shall be reinstated at the expiration of the suspension period specified in the resolution.

**Section 1.07. Transfer of Membership.** Membership transferability shall depend on the Membership Category and its benefits, as defined by the Executive Committee.

**Section 1.08. Voting Rights.** All designated representatives of Members in good standing and with annuities paid shall be entitled to vote in accordance with their Membership Category on matters submitted to a Member vote.

## Article 2

### MEMBERS MEETINGS

**Section 2.01. Annual Meeting.** BRATECC's Annual Member Meeting shall be held during the fourth quarter of each year at a time and place determined by the Executive Committee. The Annual Member Meeting shall:

- (a) receive information on annual financial reports and budgets;
- (b) elect members to the Board of Directors; and
- (c) receive the annual report of the Committees.

**Section 2.02. Special Meeting.** The Executive Committee may call special meetings, to be held at such time and place as designated in the notice.

**Section 2.03. Notice of Meetings.** Notice of any meeting shall be provided by electronic mail to each Member at least five (5) business days prior to the meeting, sent to the email address on record with BRATECC. The notice shall include the agenda, time, place, and format (in-person, teleconference, video conference or other format) of the meeting.

**Section 2.04. Decisions.** Decisions shall be made by a majority vote of the voting Members present. In the event of a tie, the President shall have the casting vote.

**Section 2.05. Quorum.** At least thirty percent (30%) of qualified voting Members, present in person or by written proxy, shall constitute a quorum. If a quorum is not present at an Annual Member Meeting, a majority of the Members present may determine that a sufficient quorum exists.

**Section 2.06. Proxies.** Proxies submitted via electronic mail or physical mail shall be accepted if received by the President before the meeting.

**Section 2.07. Voting by Electronic Mail.** The Executive Committee may authorize any voting process to be conducted by electronic mail.

## Article 3

### **BOARD OF DIRECTORS**

**Section 3.01. Powers.** In addition to the other responsibilities contained in these By-Laws, the Board of Directors shall:

- (a) ensure the achievement of BRATECC's objectives and the image;
- (b) elect or remove members of the Executive Committee and of Advisory Board;
- (c) advocate on matters it deems relevant and authorize the Executive Committee to contract professional services, including but not limited to an Executive Director, to support BRATECC initiatives and complement Member support; and
- (d) approve amendments to the By-Laws recommended by the Executive Committee.

**Section 3.02. Voting Rights.** Except the Executive Director, each elected Director shall have one (1) vote.

**Section 3.03. Selection and Term of Elected Directors.** The Board of Directors shall consist of up to forty-one (41) voting Members in good standing.

- (a) Directors shall be elected for a two (2) year term ending in December 31 of the second year, with no term limits.
- (b) A Director's position is non-transferable. A Director who ceases to be a Member or a representative of a Member shall have ninety (90) days to regain good standing or shall forfeit their position.

**Section 3.04. Annual Board of Directors Meetings.** The annual meeting of the Board of Directors shall be held according to these By-Law prior to the Annual Member Meeting.

**Section 3.05. Regular and Special Board of Directors Meetings.** Regular Board Meetings shall generally be held quarterly at a time and place selected by the Executive Committee. Recommendations for agenda items may be proposed in writing by the Executive Committee or Directors to the Secretary at least two (2) business days prior to the meeting. Special meetings may be called by the President or any two (2) Directors, at time and place specified in the notice. The Executive Committee may invite Members and/or guests to attend Board meetings, but they shall not have voting rights.

**Section 3.06. Notice.** Notice of the time and place of each Board meeting shall be sent by mail or electronic mail to each Director at least five (5) business days before the meeting, addressed to the contact information on file with BRATECC. Notices for Special Meetings shall state the purposes of the meeting. Notice is not required for a Director who waives notice in writing (via conventional or electronic mail) before the meeting or attends the meeting.

**Section 3.07. Quorum.** At least thirty percent (30%) of Board Members, present in person or written proxy, shall constitute a quorum. If a quorum is not present, a majority of the Board Members present may determine that a sufficient quorum exists.

**Section 3.8. Board Decisions.** Decisions shall be made by a majority of the Directors present at a meeting where a quorum is present, unless a greater number is required by these Bylaws.

**Section 3.9. Compensation.** Directors shall receive no compensation, except for reimbursement of reasonable expenses as pre-approved in writing by the Executive Committee.

**Section 3.10. Removal of Directors.** In addition to Section 3.03 (b), any Director may be removed upon recommendation by the Executive Committee and approval by a majority of Board of Directors.

**Section 3.11. Resignation.** Any Director may resign by submitting a written letter of resignation to the President.

## Article 4

### **ADVISORY BOARD**

**Section 4.01. Advisory Board.** The Advisory Board shall consist of an unspecified number of individuals of notable professional reputation. Advisory Board Members may, by invitation, attend Board of Directors meetings and participate in discussions but may not introduce or second motions or vote.

**Section 4.02. Selection and Removal.** Advisory Board Members shall be appointed by the Executive Committee and approved by a majority of the Board of the Directors. Advisory Board Members may be removed from the Advisory Board by decision of the Board of Directors.

**Section 4.03. Duties.** The Advisory Board shall provide counsel and guidance to the Board of Directors and Officers regarding BRATECC's strategic direction.

**Section 4.04. Term.** The Advisory Board Member may serve for three (3) consecutive years on the Advisory Board. The term can be renewed as approved by the Board.

## Article 5

### **OFFICERS**

**Section 5.01. Officers.** BRATECC Officers serve in a pro-bono, non-compensated capacity and maybe exempted from paying dues or fees upon request. Officers include the President, Vice-President(s), Immediate Past President, Secretary, Treasurer, Legal Officer(s), and other officers elected in accordance with these By-Laws. Collectively, they form the "**Executive Committee**". Any two or more offices may be held by the same person, in which case that individual shall cast only one (1) vote.

**Section 5.02. Term.** Officers shall be elected for two-year terms without term limits by the Board of Directors. They shall take office on the January 1 following their election (the "Initial Term Date") and serve until December 31 of the second year (the "End of the Term Date"), or until a successor is elected and confirmed. Officers appointed after the Initial Term Date shall serve until the End of the Term Date.

**Section 5.03. Removal.** Any Officer may be removed upon recommendation by the Executive Committee and approval by a majority of the Board of Directors.

**Section 5.04. Vacancies.** Vacancies in the Executive Committee shall be provisionally filled by appointment by the Executive Committee and ratified by the Board of Directors at the next meeting.

**Section 5.05. Resignation.** Any Executive Committee member may resign by submitting a written letter of resignation to the Executive Committee.

**Section 5.06. Meetings.** The Executive Committee shall meet at a location determined by the President to assess and conduct BRATECC's business and manage the different Committees, as well as the planning of BRATECC activities.

- (a) Meetings of the Executive Committee require the presence of at least three (3) acting Officers. Resolutions of the Executive Committee shall be approved by a majority vote of Officers present, with the President casting the deciding vote in case of a tie.

**Section 5.07. Roles and Responsibilities of the Executive Committee.**

1. **President.** The President shall:

- (a) ensure commitment to BRATECC's governance;
- (b) promote a positive image for BRATECC and communicate its objectives and accomplishments;
- (c) review proposed amendments to the Articles of Incorporation and Bylaws and make recommendations;
- (d) oversee day-to-day business and operations, including staff management;
- (e) provide advice and services to Board Members in the interest of serving the membership as a whole;
- (f) ensure the implementation of standardized administrative procedures designed to provide continuity in the operation of BRATECC affairs; and
- (g) execute, with the Legal Officer, all corporate documents.

**Eligibility.** The President must be domiciled in the United States.

2. **Vice-President(s).** In the absence or temporary incapacity of the President, the Vice-President(s) shall assume their duties. The Vice-President(s) shall perform additional duties as directed by the President or Board of Directors.

**Eligibility.** At least one (1) Vice-Presidents must be a domiciled in the United States.

3. **Immediate Past President.** The Immediate Past President shall serve as an advisor and counselor on the Executive Committee unless unable or unwilling to serve. Their role is to ensure continuity during transitions and organizational change, ensure the appropriate succession of Officers and to support the President in his/her role. The Immediate Past-President shall provide historical context for decision-making, strategic planning, and for refining BRATECC's objectives.

4. **Secretary.** The Secretary shall maintain all non-financial records of BRATECC, attend meetings, record proceedings, ensure the accuracy of meeting minutes, and perform other duties as provided for in these Bylaws or as delegated by the Board of Directors.

5. **Treasurer.** The Treasurer shall safeguard BRATECC's funds and tangible assets and is responsible for:

- (a) recommending to the Board of Directors on assessments, changes to dues, fees and other activity as seems necessary to assure the financial stability of BRATECC;

- (b) arranging preparation of financial reports for review by the Executive Committee and approval by the Board of Directors as determined by the Executive Committee;
  - (c) preparing annual budgets for Executive Committee review, Board approval, and presentation in the Annual Member Meeting;
  - (d) overseeing bank and financial instruments, including but not limited to contracts with financial institutions, checks, securities, and money orders;
  - (e) ensuring compliance with BRATECC's financial policy;
  - (f) overseeing collection of dues, fees, donations; and
  - (g) maintaining accurate accounting records, available for Board verification.
6. **Legal Officer(s)**. The Legal Officer(s) shall provide legal assistance and counsel to the Board and the Executive Committee and to perform such other duties as provided for in these By-Laws or as delegated by the Board. In addition, the Legal Officer(s) shall be responsible for:
- (a) the legal documentation of BRATECC;
  - (b) preparing, monitoring and advising on compliance matters; and
  - (c) signing, with the President, all corporate documents.

**Eligibility.** At least one (1) of the Legal Officer must be qualified to practice law in a U.S. jurisdiction.

## **Article 6**

### **COMMITTEES**

**Section 6.01. Establishment.** Committees may be proposed, amended and dissolved by the Executive Committee subject to approval by the Board of Directors to support BRATECC's strategies, mission and vision.

**Section 6.02. Committee Reports.** Each committee shall submit reports of major activities to the Executive Committee or, upon request, to the Board of Directors. Reports may include recommendations, progress updates, or information. Committee chairs shall maintain complete records of activities.

**Section 6.03. Chair.** Each committee shall have a chair or co-chairs, appointed by the President and approved by the Executive Committee, who must be a Member.

**Section 6.04. Vacancies.** Committee vacancies shall be filled in the same manner original appointments.

**Section 6.05. Rules.** Committee members shall be appointed by their respective chair. Committees may adopt internal rules consistent with these By-laws and rules adopted by the Board of Directors. Non-members may serve on a Committee if the chair determines they contribute to the Committee's objectives.

## **Article 7**

### **ELECTION OF DIRECTORS AND OFFICERS**

**Section 7.01. Term.** Officers and Directors shall serve two-year term starting January 1, with Officer and Director elections held in alternate years.

**Section 7.02. Elections Committee.** Ninety (90) days prior to the Annual Member Meeting, the Executive Committee shall appoint the Elections Committee to supervise, review, and implement the election process for the Directors and Officers.

**Section 7.03. Nominating & Electing Procedure for Directors.**

(a) Nomination of Directors:

i. The Elections Committee shall:

- i. confirm in writing whether current Directors wish to continue serving as Director;
- ii. request voting Members to propose in writing candidates from the BRATECC's membership to serve as Director;
- iii. confirm in writing whether proposed candidates accept the nomination; and
- iv. compile roster of acceptable candidates.

ii. Candidates must be proposed by at least by three (3) voting Members to be included on the slate.

iii. Except in unique situations determined by the Executive Committee, the Elections Committee may use the following criteria for nominations:

1. Commitment to BRATECC.
2. Involvement in BRATECC committees.
3. Attendance at BRATECC functions.
4. History of sponsoring and/or attracting sponsors for BRATECC functions.
5. Significant involvement in the Brazilian-American community.

The Election Committee may disqualify candidates who do not meet any of these criteria.

(b) Appointment of Directors Outside Election Cycles. Directors may be appointed by the Executive Committee and approved by the Board of Directors at a Board Meeting, with a pro-rata term.

(c) Election Procedure and Timeline:

i. The Elections Committee shall send an electronic notice to all Members, at least sixty (60) calendar days prior to the Annual Member Meeting, requesting nominations for Directors. Nominations must be received at least forty-five (45) calendar days before the Annual Member Meeting. Candidates must be Members in good standing, with paid dues, and committed to BRATECC's vision and mission.

- ii. The Elections Committee shall review all nominations properly submitted and prepare a slate of Directors and submit it to the Members at least thirty (30) calendar days prior to the Annual Member Meeting.
- iii. Members shall have fifteen (15) calendar days to vote electronically. Election results shall be announced at the Annual Member Meeting.

**Section 7.04. Nominating & Electing Procedure for Officers.**

- (a) Nomination:
  - a. The Elections Committee shall:
    - i. request Directors in writing to propose candidates from BRATECC membership;
    - ii. confirm in writing whether proposed candidates accept the nomination; and
    - iii. compile a roster of acceptable candidates.
- (b) Election Procedure and Timeline:
  - a. The Elections Committee shall send electronic notice to all Directors at least sixty (60) calendar days prior to the Annual Member Meeting, requesting nominations for Officers. Nominations must be received at least forty-five (45) calendar days before the Annual Member Meeting. Candidates must be Members in good standing and committed to BRATECC's vision and mission.
  - b. The Elections Committee shall review all nominations properly submitted and prepare a slate of Officers and submit it to Directors at least thirty (30) calendar days prior to the Annual Member Meeting.
  - c. Directors shall have fifteen (15) calendar days to vote electronically. Election results shall be announced at the Annual Member Meeting.

**Section 7.05. Electronic Balloting Procedure.** The Elections Committee shall adopt an electronic balloting procedure to ensure election integrity. Upon completion of the voting process, the Elections Committee shall compile votes and report results to the Executive Committee.

**Article 8**

**OPERATIONAL MANAGEMENT**

**Section 8.01. Executive Director.** The Executive Director, appointed as determined in Section 3.01(c), shall manage BRATECC's day-to-day activities under the direction of the Executive Committee. The Executive Director is responsible for the management of BRATECC operational framework, as directed by the Executive Committee and based on approved procedures, methods, resources, and tools.

**Section 8.02. Reporting.** The Executive Director shall report to the President on the day-to-day operational needs and provide monthly reports to the Executive Committee.

**Article 9**



## **FINANCIAL POLICIES AND PROCEDURES**

**Section 9.01. Financial Policies & Procedures.** The Treasurer shall be responsible to issue a financial policies and procedures manual, subject to approval by the Executive Committee.

**Section 9.02. Financial Reports.** The Treasurer shall review and approve monthly financial reports, issue and submit quarterly reports to the Board of Directors, and prepare annual budgets for approval by the Board of Directors. Executive Committee may request to the Treasurer additional Financial Reports on specific activities.

### **Article 10**

#### **FISCAL YEAR**

**Section 10.01. Determination.** BRATECC's fiscal year shall be January 1 to December 31.

### **Article 11**

#### **AMENDMENT OF BYLAWS**

**Section 11.01. Amendment Process.** These Bylaws may be amended, repealed, or replaced by a majority vote of the Board of Directors, requiring at least fifty percent (50%) plus one vote of the quorum, in person or by proxy, at a Board of Director's Meeting. The notice or waiver of notice for such meeting shall specify the proposed amendment, repeal or new Bylaws.

### **Article 12**

#### **WAIVER OF NOTICE**

**Section 12.01. Waiver.** Whenever notice is required under Texas Law, the Articles of Incorporation, or these Bylaws, a written waiver signed by the person or persons entitled to such notice, before or after the stated time, shall be equivalent to giving such notice.

### **Article 13**

#### **DISSOLUTION**

**Section 13.01. Voluntary Dissolution.** Voluntary dissolution of BRATECC requires a resolution from the Board of Directors recommending dissolution, approved by at least two-thirds (2/3) of the votes cast by Members with voting rights, present in person or by proxy, at a Member Meeting.

**Section 13.02. Asset Distribution.** Upon dissolution, the Board of Directors shall first pay or make provisions for the payment of all of the liabilities of the entity, and then dispose of all of the assets exclusively for the purposes of BRATECC in such manner, as determined by the Board. Assets shall be distributed to organization(s) organized and operated exclusively for charitable, educational, or scientific purposes as at the time shall qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law). No assets shall be returned to or distributed to any Officer, Director, Member, or individual connected with BRATECC directly or indirectly.

### **Article 14**

#### **CERTIFICATES**

**Section 14.01. Issuance.** The President or Executive Committee may issue certificates or other form of recognition. Certificates shall be signed by the President, Vice- President(s), or the Executive Director.

**Article 15**

**INDEMNIFICATION**

**Section 15.01. Indemnification.** BRATECC shall indemnify current and former Directors, Officers and individuals serving at BRATECC’s request, and their heirs, executors, and administrators, against all costs, expenses, judgments, and liabilities, including attorneys’ fees, reasonably incurred by or imposed upon him or her in connection with or resulting from any action, suit, or proceeding, civil, or criminal, including, but not limited to, all claimed acts of negligence, misfeasance, or nonfeasance, real or imagined, in which he or she is or may be made a party by reason of his or her service to BRATECC except in cases of willful misconduct in the performance of his or her duty to BRATECC. This indemnification shall extend to settlements and compromises. The foregoing right of indemnification shall be exclusive of other rights to which such persons maybe entitled as a matter of law.

**Article 17**

**CHAPTERS**

**Section 17.01. Establishment.** The Board of Directors may establish chapters in Texas and Brazil, considering factors such as geographical location, local interest, commitment, and budgetary constraints. Chapters shall be established by Board resolution and governed by a charter prepared and approved by the Board of Directors, the Articles of Incorporation, and these Bylaws.

**[SIGNATURE PAGE FOLLOWS]**

**CERTIFICATION**

I hereby certify that these Bylaws were adopted at the Annual Member Meeting held on **October 13, 2025**.

By:

  
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**Raul Vieira**, Corporate Secretary