



BYLAWS OF THE MAIS UNIDOS GROUP

I. GENERAL PROVISIONS

The **MAIS UNIDOS GROUP**, hereinafter **+UNIDOS**, based in São Paulo, acting in the framework of the common welfare and with the mission to strength public-private alliances to optimize and enhance corporate social responsibility (CSR) initiatives of U.S. and U.S.-affiliated companies in Brazil, toward sustainable achievements in accordance with the Millennium Development Goals.

+UNIDOS is guided by the premises of the intergovernmental public policies adopted in the framework of the common welfare and social responsibility practices and by regulations of the Brazilian and the United States of America legislations, as well as by the present statute.

+UNIDOS is subordinated to the counsel of the **U.S. EMBASSY** and the **U.S. AGENCY FOR INTERNATIONAL DEVELOPMENT (USAID)** and carries out its own activities in close cooperation with member corporations and organizations from U.S. and U.S.-affiliated companies with operations in Brazil. **+UNIDOS** is an independent group, which has its own financial reports and standard seal with its name, acting in accordance with the legislation of the country of its residence.

II. PRINCIPAL ACTIVITIES AND FUNCTIONS

II.1. The principal activities of **+UNIDOS** are as follows:

- exchange of CSR information, best practices, and success stories;
- realization of coordinated CSR actions, workshops, and activities;
- development of recommendations on joint/common CSR opportunities;
- facilitation of the visibility of member corporations' CSR projects;
- promotion of public-private partnerships broadly.

II.2. The principal functions of **+UNIDOS** are as follows:

- to be a prominent reference for its contributions and creative solutions;
- to promote the common welfare and advance the prosperity of Brazilian society through CSR actions;
- to catalyze and inspire a multi-sectoral response to sustainable development challenges, engaging the civil society, public sector, and private entities in environmental, social, and economic development initiatives;
- to encourage that CSR actions are designed within the framework of the common welfare and sustainable development;
- to enhance the visibility of CSR initiatives of U.S. and U.S.-affiliated corporations.

III. MEMBERSHIP

III.1. **+UNIDOS** shall be comprised of representatives from U.S. and U.S.-affiliated corporations and organizations with operations in Brazil who wish to participate and agree to abide by the **+UNIDOS'** statutes. Corporations that are Brazilian-owned, but have strong links to a U.S.-based headquarters, shall be permitted to participate in **+UNIDOS**. The Board shall have the possibility to establish other membership criteria as appropriate.

III.2. Representatives of U.S. and U.S.-affiliated corporations who would like to be members shall fill out the membership form, complete financial obligations and receive membership approval by the Steering Committee.

III.3. An annual financial contribution of \$25K BR for group administrative costs and allocations to cover current project implementation partners for the duration of elected +Unidos projects will constitute membership dues.

III.4. The Steering Committee shall maintain a record of all members and contact information.

IV. STRUCTURE AND GOVERNANCE

IV.1. **General Assembly – Responsibilities** – The General Assembly shall provide input regarding decisions of **+UNIDOS** and actively participate in **+UNIDOS** activities and meetings. They shall be the primary beneficiaries of **+UNIDOS'** activities.

IV.2. **General Assembly – Structure** – The General Assembly shall be comprised of all formal members of **+UNIDOS**.

IV.3. **Board of Directors – Responsibilities** – The Board of Directors (“Board”) shall have supervision, control, and direction of the affairs of **+UNIDOS**, shall determine its policies or changes therein within the limits of the bylaws, and shall actively prosecute its purposes. Governance of group activities as well as term limits shall be overseen by the Board in partnership with the US Embassy and related Steering Committee teams. The Board and its individual members will serve to represent the institution in case of special events and/or invitations to do so. Board members are responsible to seek throughout their terms a nominee to succeed their positions.

IV.4. **Board of Directors – Structure** – The Board shall consist of the U.S. Ambassador and the USAID Mission Director, as well as presidents/chief executive officers (CEOs) of member corporations. The Board shall consist of no more than fifteen CEOs. The Board shall be led by a CEO as Co-Chair, with the U.S. Ambassador as Honorary Co-Chair. Each Board member shall have one vote and decisions shall be approved by a simple majority. Board members shall serve a term of two years and shall be permitted to serve more than one term. CEOs from all participant companies are entitled to serve as a Board Member. The nominations shall be made by another Board member or by self-nomination to one of the Co-Chairman. The nomination will be approved if there is no objection by any of the Board members. At the end of each Board member’s term, a new Board member(s) shall be nominated to fill upcoming vacancies, or the existing Board member shall nominate him/herself to serve another term. Nominees shall be approved by a simple majority of the present/outgoing Board members. If a Board member is no longer the CEO of the company, (i.e. change of jobs), the company will keep its seats on the Board which will be fulfilled by the new CEO, if so he/she desires to be a Board member.

IV.5. Steering Committee – Responsibilities – The Steering Committee shall support the affairs of the Board and assist in actively prosecuting the purposes of **+UNIDOS**, including preparation for and attendance at all Board and General Assembly meetings. The Steering Committee shall also oversee the activities executed by various other support committees such as governance and communications.

IV.6. Steering Committee – Structure – The Steering Committee shall be comprised of working-level representatives of the corporations represented on the Board, as well as voluntary representatives from non-Board corporations that are members of the **+UNIDOS**. Volunteer membership with voting rights is contingent upon active participation in at least three Steering Committee meetings. Each Steering Committee representative shall have one vote and decisions shall be approved by a simple majority. Each Steering Committee member shall serve a term of two years and shall be permitted to serve more than one term. The Steering Committee shall develop officer positions (e.g. chair, secretary) and ad hoc committees, as appropriate.

IV.7. Administrative Coordinator – +UNIDOS shall have an Administrative Coordinator who works closely with the Board and Steering Committee to implement their decisions. The Administrative Coordinator shall communicate frequently with the U.S. Embassy, USAID, the Board of Directors, the Steering Committee, and the General Assembly. The Administrative Coordinator shall be a member of the Steering Committee or a third party, as appropriate. The Administrative Coordinator must partner with USAID and the Chairs of both the Board and Steering Committee to help preserve the group's by-laws and to play a lead implementation role of the group's strategic plan. Any Administrative Coordinator must be legally prepared to receive membership dues, process operational expenses and oversee grants and due diligence of group project partners.

IV.8. Vacancies – Vacancies among Board and Steering Committee members shall be filled by nominations by existing Board or Steering Committee members and approved by a simple majority of the respective entity, to fill the remaining term of office. Upon vacancies not prearranged for succession, an open process of recruiting Board or Steering Committee volunteers may be exercised. The U.S. Ambassador and/or Board co-Chair CEO/president can nominate and invite replacement members to be approved by majority vote. Likewise, the Steering Committee chair can nominate/invite new members.

V. FINANCIAL MANAGEMENT

V.1. Mais Unidos is a not-for-profit Group. The Board shall determine membership contributions (e.g. annual dues, voluntary donations) by a simple majority vote. Dues primarily shall be used to fund **+UNIDOS**-elected projects, as well as related operations of the group activities, with excess funds to be used on activities as the Board decides. The Administrative Coordinator shall account for the funds via financial reports.

VI. MEETINGS

VI.1. Regular Board of Director Meetings – There shall be a Board meeting no less than two times per year. A quorum for the Board meetings shall be a simple majority. If a Board member cannot attend a meeting, the Board member shall be permitted to designate a temporary representative to

act for him/her in the meeting in which the Board member will be absent. The temporary representative shall have voting rights at the respective meeting.

VI.2. Regular General Assembly Meeting – There shall be a General Assembly Meeting of all members of **+UNIDOS** no less than two times per year. The meetings shall be convened for the transaction of business as deemed appropriate by the Board. A quorum for the General Assembly Meeting shall consist of those members attending the meeting.

VI.3. Regular Steering Committee Meetings – There shall be a Steering Committee meeting no less than four times per year, though more frequently as needed. Four of the Steering Committee meetings shall take place prior the quarterly Board and General Assembly meetings and shall be dedicated to the preparation of these meetings. The Steering Committee shall have the option of holding virtual meetings, via conference call or another technological medium. A quorum for the Steering Committee meetings shall be a simple majority of the working-level representatives of the corporations represented on the Board.

VI.4. Special Meetings – Special Meetings of the General Assembly, Board of Directors, or Steering Committee shall be called as deemed appropriate by the corresponding entity.

VI.5. Location – While **+UNIDOS** shall be based in São Paulo, meetings and events shall have the possibility of taking place in other locations, as appropriate.

VII. FINAL CLAUSES

VII.1. The working language of **+UNIDOS** is English.

VII.2. **+UNIDOS** is based in São Paulo, Republic Federative of Brazil. Conditions of participation at **+UNIDOS** are stipulated by these statutes and regulated by Brazil Federative Legislation.

VII.3. These statutes may be altered, amended, or repealed by a simple majority vote of the Board and changes and/or additions may be included in the present statutes.

VII.4. These statutes were revised by the Steering Committee in August 2011 and approved by a unanimous vote of the **+UNIDOS** Board of Directors in October 2011.