



***ASSOCIATION FOR THE STUDY OF THE CUBAN ECONOMY  
(ASCE)***

***Special Bulletin, Winter 2003***

**CURRENT OFFICERS:**

**PRESIDENT:**

*Beatriz C. Casals*

**VICE-PRESIDENT:**

*Carlos N. Quijano*

**SECRETARY:**

*Rolando H. Castañeda*

**TREASURER:**

*Antonio Gayoso*

**BOARD OF DIRECTORS:**

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*Oscar Echevarría*

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*Joaquín Pujol*

*Matías Travieso-Díaz*

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*Roger Betancourt*

*Jorge F. Pérez-Lopez*

*Armando M. Lago*

*Antonio Gayoso*

*Lorenzo Pérez*

*Sergio Díaz-Briquets*

*Carlos N. Quijano*

**January 27, 2003**

**Dear ASCE Members and other Colleagues,**

**On January 21, 2003 the Board of Directors of ASCE, at a Special Meeting convened in accordance with the provisions of Article V of the Association's Bylaws, unanimously adopted several changes to the Bylaws.**

**The changes, which are intended to increase the efficiency of operations of the organization and address certain technical issues, include among others: (1) eliminating the alternative requirement that at least 45 voting members be present in order to have a quorum at the Members' Meeting (but retaining the 20% quorum requirement); (2) designating the immediate Past President as Vice President of the organization and allowing him or her to replace the President in the event of the President's resignation, permanent disability or death and to serve temporarily in the President's stead (at the Board's request) upon the President's temporary absence or unavailability; and (3) eliminating the requirement that the Secretary and Treasurer be selected from the members of the Board. A copy of the Bylaws, as amended, is attached for your information.**

**I hope that you had very happy holidays and wish a great new year to all.**

**Best regards,**

**Rolando H. Castañeda  
Secretary of ASCE**

**P.O. BOX 0567 • MCLEAN, VA • 22101-0567**

**CHANGES APPROVED BY THE BOARD TO THE ASCE BYLAWS**  
**ON JANUARY 21, 2003**

**Note:** This an blue line and underlined version of the ASCE Bylaws showing the changes that the Board made to the bylaws, with a brief explanation of the basis for each change included as a footnote. Please let the Board know if you have any questions.

**ASCE Bylaws**

**ARTICLE I: NAME, DURATION AND LOCATION.** The name of record of this Association is "Association for the Study of the Cuban Economy", [a corporation duly organized and existing under the laws of the State of Maryland](#), hereafter referred to by its acronym "ASCE" or simply the "Association", and it shall have perpetual existence unless dissolved sooner as provided below.<sup>1</sup> ~~ASCE is located in the State of Maryland.~~

**ARTICLE II: PURPOSES OF ASCE.** The purposes of ASCE are:

- (a) To promote interest in the study of the Cuban economy in its broadest sense, including but not limited to offering recommendations on the social, economic, legal and environmental aspects of a transition to a free market economy and the development of a democratic society in Cuba;
- (b) To promote economic scholarship, research and publications by Cuban Americans and other interested persons in furtherance of its purposes; and
- (c) Any other similar activities that the Board of Directors may deem to foster, encourage or stimulate the above purposes.

The Association shall function as a charitable, non-profit, non-partisan, tax exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the Regulations thereto (the "Code"). It is expressly agreed that the Association, in the enjoyment of its tax exempt status, shall solely engage in the activities outlined above and that it shall not carry other activities not permitted under the Code.

The Association shall not engage in partisan or political activities, it shall not contribute to, or otherwise support or assist any political party or candidate, nor shall it advocate, sponsor or promote legislation in the Congress or the United States or any state legislature, nor shall it engage in any activities rendering it ineligible for exemptions under tax laws and no officer, director, Member, staff member of the Association, nor any other person, shall have authority to represent otherwise.

**ARTICLE III: MEMBERSHIP.** Membership is open to all scholars, teachers, students, institutions and other persons professionally concerned with the study of the Cuban economy and furthering the purposes of ASCE as outlined in Article II.

- (a) **Classes of Members:** ASCE shall have the following classes of Members:
  - (i) **Regular Members:** All persons interested in furthering ASCE's purposes are eligible for full membership upon payment of dues therefor promulgated by the Board of Directors. A Regular Member shall enjoy all rights accorded under ASCE's Articles of Incorporation and these Bylaws.
  - (ii) **Student Members:** Bonafide students shall be eligible to become Student Members upon payment of a special reduced rate of membership dues therefor promulgated by the Board of Directors. A Student Member shall have the same rights as a Regular Member.

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<sup>1</sup> [What is important is where the Association is incorporated, not where it is "located"](#).

**(iii) Individual Sponsoring Members:** Individuals may become Individual Sponsoring Members of ASCE upon payment of prescribed dues therefor promulgated by the Board of Directors. Individual Sponsoring Members shall have the same rights as Regular Members.

**(iv) Institutional Members:** Educational institutions, businesses, libraries, and other institutions may become Institutional Members of ASCE upon payment of prescribed dues therefor promulgated by the Board of Directors. Each Institutional Member shall have the right to send one representative to membership meetings, who shall have voice but not the right to vote or to become a candidate for office.

**(b) Membership Rights:** Regular, Student and Individual Sponsoring Members are entitled to:

**(i)** Participate at all meetings of ASCE's Members subject to registration charges, when applicable.

**(ii)** Present motions, including motions of no confidence.

**(iii)** Vote at ASCE Members' meetings on the matters, which may come before any meeting thereof.

**(iv)** Become a candidate for, [and serve as, a member of the Board of Directors or an Officer office of ASCE.](#)<sup>2</sup>

**(v)** Submit summaries of papers to be presented at various ASCE forums, and once such summaries have been approved by the Board of Directors and the applicable fees have been paid, to present such papers at coming forums.

**(vi)** Publish papers in the publications of ASCE subject to financial charges and peer review, as may be approved by the Board of Directors.

**(vii)** Make ordinary and extraordinary contributions to ASCE's general or specific purposes.

**(c) Membership In Good Standing:** A Member is held in good standing provided he or she retains eligibility and provided the applicable dues are paid regularly. A Member may withdraw from membership by written notice to the Secretary.

#### **ARTICLE IV: MEMBERS' MEETINGS.**

**(a) Composition:** Members in good standing who enjoy voting rights shall have the right to participate in Members' Meetings.

**(b) Functions:**

**(i)** The ultimate authority for conducting the activities and exercising the powers of ASCE shall be vested in the Members' Meetings.

**(ii)** The Members' Meetings shall receive reports from the President, the Secretary, the Treasurer, and of the appointed Tellers Committee.

**(iii)** The Members' Meetings may develop general policies and programs as well as directives to the Board of Directors.

**(iv)** ~~Upon recommendations of the Nominating Committee, the members Meetings shall elect the members of the Board of Directors, except its ex-officio member.~~<sup>3</sup>

**(iv)** The Members' Meetings may pass a vote of no confidence against any or all members of the Board of Directors.

**(v)** The Members' Meetings shall have authority to approve amendments to the Articles of Incorporation and the possible dissolution of ASCE, as recommended by the Board of Directors, and decide in all questions of no confidence as provided in these Bylaws.

**(c) Dates:** The Members' Meetings shall be held annually at a place and date designated by the Board of Directors at which the business of ASCE will be conducted. Special meetings may be called whenever necessary indicating in the notice with specificity the matters to be discussed then.

**(d) Notices:** Written notice of the Members' Meetings shall be sent to all Members at least one month in advance.

<sup>2</sup> [The Bylaws should make clear that only members could become Board members or officers.](#)

<sup>3</sup> [This item is deleted because it does not happen this way: The Members' Meeting does not elect the members of the Board of Directors.](#)

(e) **Quorum:** The quorum for the Members' Meetings shall be twenty percent of the Regular, Student and Individual Sponsoring Members, ~~one fifth or 45 voting members, which ever is greater~~. Meetings dealing with motions of no confidence or for the amendment of the Articles of Incorporation or dissolution of ASCE shall require a quorum of one-fourth of the Regular, Student and Individual Sponsoring Members, ~~membership or 75 voting members, which ever is greater~~.<sup>4</sup>

(f) **Decisions:** Decisions at Members' Meetings shall be reached through a plurality of the votes cast except in cases of a no confidence motion and of amendments to the Articles of Incorporation or dissolution of ASCE that are governed by Articles VIII and IX below.

(g) **Mail Vote:** Decisions by the membership may also be taken through mail ballot, as determined by the Board of Directors.

**ARTICLE V: BOARD OF DIRECTORS.** The Board of Directors shall consist of not less than eight nor more than sixteen persons elected biennially by the plurality of votes of the membership by mail vote to be held every two years beginning in 1998. Such Board members shall hold office for the term of two years and until their successors are elected and hold office. The Board of Directors may fill vacancies occurring due to death, incapacity, or resignation of any Board members, for the remaining term of their office.

The immediate past-President of ASCE shall be an **ex officio** member of the Board of Directors with full voting rights and shall serve as Vice-President.<sup>5</sup>

All powers, business, and affairs of the Association shall be exercised by and under the authority to the Board of Directors. The Board of Directors shall have authority to make, execute and deliver deeds and contracts; to receive and expend funds; and to plan, and negotiate, with private or public sources, funding and programs pertinent to the purposes of the Association.

The internal affairs of the Association shall be regulated by these Bylaws and the activities and affairs of the Association shall be managed and conducted by the Board of Directors in accordance with these Bylaws.

The power to adopt, amend or repeal these Bylaws shall be vested in the Board of Directors, and shall require a two-thirds majority of the Board at a Special Meeting thereof, provided, however, that the amendment or repeal of Article IX shall require the approval of a majority of Members at a Members' Meeting or through a mail vote.<sup>6</sup>

The Association may provide Errors and Omissions Insurance Coverage for its Board members in an amount approved by the Board.

The Board of Directors, as a body, may not endorse any candidate in any ASCE election.

The following provisions shall be applicable to the meetings of, and decisions by, the Board of Directors:

(a) **Regular and Special Meetings.** Meetings of the Board, regular or special, may be held at a place designated by the Board of Directors, upon the call of the President, or any two of the **members of the Board of Directors**.

(b) **Notice of Regular Meetings.** Written notice stating the place, day and hour of the meeting shall be sent to the Directors at least ten days before the scheduled time.

(c) **Notice of Special Meetings.** The purpose or purposes for which the meeting is called, shall be given by personal delivery, fax, telegram, cablegram, or similar means of telecommunications to all directors, not less than ten days before the time for the holding of the meeting or by mail sent to each directors. Notice of an adjourned duly organized meeting shall not be required.

(d) **Participation.** Any or all directors may participate in a meeting of the Board of Directors or a committee of the Board, if appointed, by telephone or other means of communication by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence in person at the meeting.

<sup>4</sup> [Setting a numerical threshold may be self-defeating because it may result in no quorum being declared even for a relatively well-attended meeting \(e.g., should we declare no quorum when 44 people are present if the total membership dropped to 50?\)](#)

<sup>5</sup> [Change made for clarification. Also, since there are no other Vice-President, why make him/her "Executive Vice-President"?](#)

<sup>6</sup> [This must have been a typographical error. Art. X deals with fiscal year. Art. IX deals with amendment to the Bylaws and dissolution of the organization.](#)

**(e) Quorum and Majority.** At any of its meetings, a majority of the directors shall constitute a quorum and any motion made, seconded and adopted by the majority vote of the directors present then, shall be the act of the Board.

**(f) Action without a Meeting.** Any action that may be taken at any regular or special meeting of the Board of Directors of the Association, may be taken by consent in writing setting forth the action to be taken, signed by all Directors.

**(g) Terms of Office.** The term of office of all members of the Board of Directors shall be two (2) years and they shall be eligible for re-election for one consecutive additional term.

**(h) Resignations.** Resignations from the Board of Directors shall be considered and accepted by the Board of Directors. Elected members of the Board of Directors may be removed through a vote of no confidence approved either at a Members' Meeting or through a mail ballot of the Members, as provided in these Bylaws.

**ARTICLE VI: COMMITTEES.** The Board of Directors may appoint committees, whether standing (which are appointed for a term) or select (appointed for a special purpose). All committees shall consist of two (2) or more of the members of the Board of Directors, one of which shall be its chairperson, and such other persons as may be designated by the Board of Directors with due regard of the recommendations of the chairperson of the applicable committee. These committees shall be subject to the following:

**(a) Committee Governance.** The Board of Directors may define the duties of, and the breadth of actions by, the committees.

**(b) Executive Committee.**

**(i) Number and Qualification.** The Board of Directors may appoint an Executive Committee composed of not less than four (4) not more than six (6) members of the Board of Directors, to include the President, the Secretary and the Treasurer.

**(ii) Powers.** The Executive Committee shall have the power to coordinate all powers of the Officers and to adopt temporary measures on all matters within the powers conferred to or duties imposed upon the Board of Directors subject to their ratification at the next scheduled Board meeting.

**(iii) Governance.** The provisions of this Bylaws regarding the functioning of the Board of Directors, shall be applicable, as applicable, to the operation, and meetings, of the Executive Committee.

**(c) Nominating and Tellers' Committees.** The Board of Directors shall appoint a Nominating Committee, for the preparation of the voting ballots and a Tellers Committee for the counting of the valid voted ballots six months in advance of the scheduled biennial election, on even number years.

The President and the Secretary of the Association shall be **ex-officio** members of these Committees.

The Nominating and Tellers' Committees shall conform to the following rules:

**(i) Nominating Committee:** Six months in advance of a biennial election on even number years, the Board of Directors shall appoint, from among the Regular, [Student and Individual Sponsoring Members](#) of the Association, a Nominating Committee to prepare a ballot for election of the Board of Directors.<sup>7</sup>

The members of the Nominating Committee shall not be candidates for the elections, which the Nomination Committee organizes, except the case of its **ex-officio** members.

The Nominating Committee shall be charged with the following functions: To:

**(A)** Receive nominations of individual candidates from the voting Members by regular mail, fax or electronic mail. The Board of Directors is also granted the authority in advance of each election to grant specific exceptions to the requirement that nominations of individual candidates from the voting Members be received by regular mail, fax or electronic mail.

**(B)** Verify that the nomination is submitted by no less than five voting Members in good standing

**(C)** Prepare a list of duly nominated candidates.

<sup>7</sup> [Addition made for clarification.](#)



(D) Request the Secretary to submit by May 1 a copy of the ballot, for identification purposes, duly stamped to show it is an official ballot, to each of the voting Members in good standing. The voting Members in good standing shall mark the ballots with their selection of as many candidates as the total of members of the Board of Directors and return the voted ballots to the Secretary, or any other member of the Tellers Committee designated by the Board, by June 15. On or before June 30, the Secretary shall deliver to the Tellers Committee the envelopes received from the Members.

(E) Adopt its report to be delivered by the Secretary to the Members' Meeting at the forthcoming biennial session.

(ii) **Tellers Committee:** At the same time as the Nominating Committee, the Board of Directors shall appoint a Tellers' Committee of Members in charge of counting the voted ballots received by the Secretary in even years.

The President and the Secretary of the Association and a Regular Member selected by each one of the slates contained in the voting ballots shall be **ex-officio** members of this Committee.

The Tellers Committee shall discharge the following duties: To:

(A) Meet and receive the voted ballots sent to the Secretary in the unopened voting envelopes and count them.

(B) Immediately proceed to open each voting envelope, separating the envelopes from the voted ballots contained therein.

(C) Examine each voted ballot to verify it is duly stamped as an official ballot and determine the number (if any) of those voting ballots not so stamped and declare them illegitimate.

(D) Determine the number of ballots in blank or containing more selections than the number of members of the Board of Directors to be elected and rule them null and void.

(E) Count the number of valid voted ballots and determine the number of votes received by each one of the candidates included in the ballots by the Nominating Committee.

(F) In election years, prepare a report to the Members Meeting, to be circulated [by the Board the Secretary](#) and placed as the first item on the agenda. At such Members' Meeting, the President shall declare elected the candidates in order of the votes received by each, who shall take possession then, or if not present at the Meeting, both those present and absent shall be declared in office and hold their respective offices for the term of two years and until their successors are elected and take office.<sup>8</sup>

(iii) **Committee Governance:** Unless otherwise provided by the Board of Directors, the provisions in these Bylaws applicable to the meetings of the Board of Directors will be applicable as well to any of these committees. The President and the Secretary, as well as a Member selected by each of the slates contained in the voting ballots, or in the absence thereof an independent person not a Member designated freely by the Board of Directors, shall be **ex-officio** members of all committees designated by the Board of Directors. None of the members of the Nominating or Tellers Committee may engage in public or in writing in partisan politics in support of any candidate for the Board of Directors.

**ARTICLE VII: THE OFFICERS.** The Officers of the Association shall consist of a President, to be elected in the Directors Elections Mail Vote, a Vice President, a Secretary, and a Treasurer. The Secretary and the Treasurer shall be elected by majority vote of the Board of Directors, ~~from among the elected members of the Board of Directors~~, at the Regular Meeting of the Board of Directors to be held immediately upon the Board's election.<sup>9</sup> The terms of office of the Secretary and Treasurer shall be two years, respectively. These Officers shall enjoy the following powers:

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<sup>8</sup> [Even though preparing this report is a function of the Secretary, it would seem that approving this report is an essential function of the Board as a whole.](#)

<sup>9</sup> [There is no reason for requiring that the Secretary and the Treasurer be members of the Board. This provision limits the Board's ability to staff Officer positions.](#)

(a) The **President** shall be the chief executive officer of the Association, shall have general and active management of the business and affairs of the Association subject to the directions of the Board of Directors, and shall preside at all meetings of the Members and Board of Directors. The President may only be elected for two successive terms. The President may be considered for reelection after the expiration of one term in which the office of President has been held by another person.

(b) ~~The immediately past President shall be ex-officio ASCE's Vice-President and will replace the President in the event of his/her resignation, permanent disability or death. The Vice-President may also replace the President, at the Board of Directors' request, when the President is absent or if the President advises the Board in writing that he/she is temporarily unable to exercise his/her office on account of absence, disability or another cause.~~<sup>10</sup>

(c) The **Secretary** shall serve as registered agent of ASCE, shall have custody and maintenance of all of the corporate records, except the financial records; shall record the minutes of all meetings of the Members and Board of Directors, send all notices of meetings out and perform such other duties as may be prescribed by the Board of Directors or the President.<sup>11</sup>

(d) The **Treasurer** shall have custody of all corporate funds and financial records, shall keep full and accurate accounts of receipts and disbursements and render accounts thereof at the annual meetings of Members and whenever else required by the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or the President.

Other Officers may be designated by the Board of Directors, and shall exercise such powers as the Board may grant them.

~~(e) The former President shall be ex-officio ASCE's Executive Vice President to replace the President in the event of his/her permanent disability or death. The Executive Vice President may also replace the President, at the latter or the Board of Directors request, when the President freely determines that he/she is unable to exercise his/her office or in his/her absence or temporary disability.~~ Other **Officers** may be designated by the Board of Directors, and shall exercised such powers as the Board may granted.

(f) **Removal of Officers.** Any officer or agent elected or appointed by the Board of Directors may be removed by the Board whenever in its judgment the best interests of the Association will be served thereby.

(g) **Vacancies.** Any vacancy, however occurring, in any office may be filled by the Board of Directors. Election or appointment of an officer or agent shall not of itself create contract rights.

**ARTICLE VIII: MOTIONS OF NO CONFIDENCE.** Motions of no confidence in any Director or Officer shall be initiated by at least thirty Members and shall be forwarded to the Board of Directors. Upon the receipt of such motion the President of the Association, no later than one month after the receipt, shall instruct the Secretary to either call a meeting of the Members or send out a mail ballot on the subject. In order for the no confidence motion to pass, it shall either be approved by a two-thirds majority of the Members present and voting at the special Members' Meeting, or by a plurality in a mail ballot received by the Secretary within one month after the dispatch of ballots. No Officer removed by a motion of no confidence may be reelected or reappointed by the Board of Directors.

**ARTICLE IX: AMENDMENTS OF ARTICLES OF INCORPORATION AND DISSOLUTION OF ASCE.** The Articles of Incorporation may be amended and ASCE may be dissolved through the following procedure:

(a) **Proposals:**

(i) Amendments or ASCE's dissolution may be initiated by any fifty Members by submitting the proposal to the Board of Directors.

(ii) The Board of Directors may propose the amendments or ASCE's dissolution on its own or based on proposals supported by not less than one-third of the Members.

<sup>10</sup> [This change is intended to clarify the succession in the event the President is unavailable.](#)

<sup>11</sup> [This change avoids the need to have a separate provision designating a registered agent \(see below the elimination of Article XI\).](#)

(iii) Proposals for amendments or ASCE's dissolution received by the Board of Directors shall be considered by it and either forwarded to the next Members' Meeting or submitted to mail vote, with the Board's recommendations.

(b) **Approval:**

(i) Properly convened Members' Meetings shall have the authority to approve the amendments or ASCE's dissolution proposed by the Board of Directors or by Members.

(ii) Members' Meetings may approve the amendments or ASCE's dissolution with a two-thirds majority of those present and voting, or with a two-thirds majority of the votes cast in case of the vote being taken by a Mail Vote, the returns of which shall be received by the Secretary during one month following their dispatch.

**ARTICLE X: FISCAL YEAR.** The fiscal year of ASCE shall end on June 30 of each year or such other period as may be fixed by the Board of Directors.

~~**ARTICLE XI: PRINCIPAL OFFICE/REGISTERED AGENT.** The principal office of the Association is located at 7017 Barkwater Ct., Bethesda, MD, 20817 and the Registered Agent of the Association is Stuart H. Lippe, whose business address is 7017 Barkwater Court, Bethesda, Maryland, 20817.~~<sup>12</sup>

~~**ARTICLE XII: ROSTER OF PRESENT DIRECTORS.** The present directors of this Association are the following:~~<sup>13</sup>

~~Jose Alvarez, Homestead, Florida  
Ernesto F. Betancourt, Bethesda, Maryland  
Sergio Diaz-Briquets, Alexandria Virginia  
Maria Dolores Espino, Miami, Florida  
Armando Linde, Washington DC  
Stuart Lippe, Bethesda, MD  
Jorge Perez Lopez, Falls Church, VA  
Michelle Pujol, Atlanta, Georgia  
Enrique Pumar, Bethesda, MD  
Carlos Quijano, Rockville, MD  
Jorge Luis Romeu, Syracuse, NY  
Jorge Sanguinety, Washington DC~~

These Bylaws supersede the bylaws of May 25, 2001 approved by the Board of Directors, as well as any other bylaws and a certain document titled the Constitution that were in force before the adoption of the bylaws of May 25, 2001.

~~**IN WITNESS WHEREOF**, the undersigned, Messrs. CARLOS QUIJANO and STUART LIPPE, respectively as President and Secretary of this Association, hereby execute this 25th day of May, 2001.~~

~~**IN WITNESS WHEREOF**, the undersigned, Ms. BEATRIZ CASALS and Mr. ROLANDO H. CASTAÑEDA, respectively as President and Secretary of this Association, hereby execute this 21st day of January, 2003.~~<sup>14</sup>

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<sup>12</sup> [The Bylaws should contain no individual names, else they have to be amended every time there is a change in Board or officers.](#)

<sup>13</sup> [Same reason as in footnote 12.](#)

<sup>14</sup> [Updating.](#)