



# NONPROFIT BYLAWS

## ARTICLE I. NAME OF ORGANIZATION

### Section 1.1 Name of the Organization (Corporation)

Friends of the Cuban Arts Inc.

## ARTICLE II. CORPORATE PURPOSE

### Section 2.1 Nonprofit Purpose

This Corporation is organized exclusively for social welfare, civic improvement, pleasure, recreation, cultural, educational and advancement of education purposes.

### Section 2.2 Specific Purpose

Organize, sponsor and coordinate events to:

- a. Bring the Cuban community in Manitoba together,
- b. Promote the Cuban history, arts, language, sports, culture and support related programs,
- c. Provide emotional, financial and other support to, but not limited, current and new Cuban families settling in Manitoba,
- d. Support in case of illness and emergency disaster relief locally and in countries of need,
- e. Provide student scholarship to advance post-secondary education for community members.

### Section 2.3 Incorporation Date

Friends of the Cuban Arts Inc. was incorporated on February 12<sup>th</sup>, 2020

## ARTICLE III. GENERAL

### Section 3.1 Execution of Documents

Contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its board of directors (President, Vice-President, Treasurer and Secretary). In addition, the board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

### Section 3.2 Financial Year End

The financial year end of the Corporation is October 31st.



### **Section 3.3 Signing authority & polices of the board**

The president, vice-president, secretary and treasurer of the Corporation have signing authority with two of the four signatures required on all cheques. The board may by ordinary resolution designate another person (s) as having signing authority or the right to vote on behalf of the Corporation. The board may record any resolution under this section in the board's minutes. The board may adopt policies related to purchasing, borrowing, confidentiality and execution of instruments that must always be complied with.

### **Section 3.4 Annual Financial Statements**

The Corporation will publish a notice to its members stating that the annual financial statements and documents are available online or by email upon request. Hand copy will be available at the Annual General Meeting.

## **ARTICLE IV. MEMBERSHIP**

### **Section 4.1 Eligibility for Membership**

Application for voting membership shall be open to:

- a) Any current resident of the province of Manitoba that supports the purpose statement in Article II, Section 2.2.
- b) The individual is at least 18 years of age.

Membership is granted after completion and receipt of a membership application. All memberships shall be granted upon a majority vote of the Board.

### **Section 4.2 Annual Dues**

The amount required for annual dues shall be \$5 per member or \$10 per family, unless changed by a majority vote of the members at an annual meeting of the full membership. A family is composed of two adults and up to three kids 17 years old or younger.

### **Section 4.3 Rights of Members**

- a. Each member shall be eligible to apply for available community funds such as: support, scholarships, etc,
- b. Each member shall be eligible to get discounts to any fundraising event organized by the Corporation,
- c. Each member shall be eligible to get free sport, theatre, event tickets, when available,
- d. Each member shall be eligible to request, when traveling to Cuba, a humanitarian suitcase free of charge, if applicable to the aircraft they are traveling with,
- e. Each member shall be eligible to invite one guest, free of charge to one of our yearly events. Guest is considered to be parents, grandparents or family members visiting from out of province/country.
- f. Each member shall be eligible to appoint Board members at the Annual General Meeting,
- g. Each member shall be eligible to run as an officer, be a committee chair and be part of the Corporation committees,



- h. Each member shall be eligible to be part of the Folklorama organizing committee and be a youth or adult ambassador to represent our pavilion. When volunteering at the Cuban pavilion as Coordinator of any area, which typically implies a year of volunteer service, FCA Inc covers membership dues,
- i. Each member shall be eligible to propose activities, events, etc to be included in the yearly budget.
- j. Members has voting rights at meetings

#### **Section 4.4 Member Responsibilities**

1. Members shall volunteer with the Corporation on at least one of our volunteer opportunity categories each year:
  - a. Organize community events: Mother's and Father's Day, Christmas/New Year Celebration, Kids events and others,
  - b. Organize community support and fundraising events: socials, BBQs...
  - c. Organize sport related activities: domino, baseball, basketball, volleyball tournaments, etc
  - d. Folklorama,
  - e. Join the Corporation Committees.
2. Members shall attend the Annual General Meeting. Meeting takes place every year in the month of November as per Article V, Section 5.1

#### **Section 4.5 Non-voting Membership**

Individual under 18 years of age shall hold a non-voting membership. They will be able to participate, assist, volunteer, and propose activities and events.

#### **Section 4.6 Resignation**

Any member may resign by filing a written resignation with the secretary.

## **ARTICLE V. MEETINGS OF MEMBERS**

#### **Section 5.1 Annual Meetings**

An annual meeting of the members shall take place in the month of November the specific date, time and location of which will be designated by the chair. At the annual meeting the members shall elect directors and officers, receive reports on the activities and financial status of the Corporation, and determine the direction of the Corporation for the coming year.

#### **Section 5.2 Special Meetings**

Special meetings may be called by the majority of the Board of Directors. A petition signed by five percent (5%) of voting members may also call a special meeting.

#### **Section 5.3 Electronic Meetings**

Where the Corporation has adequate facilities and at the discretion of the Board, members may participate in meetings of members by telephone or electronic means. All participants, however, must be



able to communicate adequately with each other. Members participating in such meetings are deemed to be present, including for the purposes of quorum.

### **Section 5.4 Notice of Meetings**

Notice of each meeting shall be given to each voting member, by text, email or phone not less than one week prior to the meeting.

### **Section 5.5 Quorum**

A quorum for a meeting of the members shall consist of at least twenty percent (20%) of the active membership.

### **Section 5.6 Voting**

All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

## **ARTICLE VI. BOARD OF DIRECTORS**

### **Section 6.1 General Powers**

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the Corporation.

### **Section 6.2 Number and Tenure**

The number of Directors shall be fixed from time-to-time by the Directors but shall consist of no less than three (3) nor more than seven (5) including the following officers: The President, the Vice-President, the Secretary, the Treasurer, Public Relations Officer.

Each member of the Board of Directors shall attend at least six (4) regular meetings of the Board per year.

### **Section 6.3 Regular and Annual Meetings**

An annual meeting of the Board of Directors shall be held at a time and day in the month of November of each calendar year and at a location designated by the Board of Directors. The Board of Directors may provide by resolution the time and place, for the holding of regular meetings of the Board. Notice of these meetings shall be sent to all members of the Board of Directors no less than ten (10) days, prior to the meeting date.

### **Section 6.4 Special Meetings**

Special meetings of the Board of Directors may be called by or at the request of the President or any two members of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any location, as the place for holding any special meetings of the Board called by them.



### **Section 6.5 Notice**

Notice of any special meeting of the Board of Directors shall be given at least two (2) days in advance of the meeting by email, text, or phone.

### **Section 6.6 Quorum**

The presence, in person or online of a majority of current members of the Board of Directors shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date without notice. The act of a majority of the members of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

### **Section 6.7 Forfeiture**

Any member of the Board of Directors who fails to fulfill any of his or her duties by November 30<sup>th</sup> shall automatically forfeit his or her seat on the Board. The Secretary shall notify the Director in writing that his or her seat has been declared vacant, and the Board of Directors may forthwith immediately proceed to fill the vacancy. Members of the Board of Directors who are removed for failure to meet any or all the requirements are not entitled to vote at the annual meeting.

### **Section 6.8 Vacancies**

Whenever any vacancy occurs in the Board of Directors it shall be filled without undue delay by a majority vote of the remaining members of the Board of Directors at a regular meeting. Vacancies may be created and filled according to specific methods approved by the Board of Directors.

### **Section 6.9 Compensation**

Members of the Board of Directors shall not receive any compensation for their services as Directors.

### **Section 6.10 Informal Action by Directors**

Any action required to be taken at a meeting of the Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by the majority of all of the Directors following notice of the intended action to all members of the Board of Directors.

### **Section 6.11 Confidentiality**

Directors shall not discuss or disclose information about the Corporation or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Corporations' purposes or can reasonably be expected to benefit the Corporation. Directors shall use discretion and good business judgment in discussing the affairs of the Corporation with third parties. Without limiting the foregoing, Directors may discuss upcoming fundraisers and the purposes and functions of the Corporation, including but not limited to accounts on deposit in financial institutions.

Each Director shall execute a confidentiality agreement consistent herewith upon being voted onto and accepting appointment to the Board of Directors.



### **Section 6.12 Advisory Council**

An Advisory Council may be created whose members shall be elected by the members of the Board of Directors annually but who shall have no duties, voting privileges, nor obligations for attendance at regular meetings of the Board. Advisory Council members may attend said meetings at the invitation of a member of the Board of Directors. Members of the Advisory Council shall possess the desire to serve the community and support the work of the Corporation by providing expertise and professional knowledge. Members of the Advisory Council shall have experience with non-profit organization, board governance and have a connection to the Cuban culture. Members of the Advisory Council shall not be related by blood or marriage/domestic partnership within the second degree of consanguinity to any of the Board of Directors.

Members of the Advisory Council shall comply with the confidentiality policy set forth herein and shall sign a confidentiality agreement consistent therewith upon being voted onto and accepting appointment to the Advisory Council.

### **Section 6.13 Removal**

Any member of the Board of Directors or members of the Advisory Council may be removed with or without cause, at any time, by vote of the majority of the members of the Board of Directors if in their judgment the best interest of the Corporation would be served thereby. No officer of the Board of Directors shall be expelled without an opportunity to be heard and notice of such motion of expulsion shall be given to the member in writing twenty (20) days prior to the meeting at which motion shall be presented, setting forth the reasons of the Board for such expulsion.

Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. An officer who has been removed as a member of the Board of Directors shall automatically be removed from office.

## **ARTICLE VII. OFFICERS**

The officers of this Board shall be the President, Vice-President, Secretary, Treasurer and Public Relations. All Officers must have the status of active members of the Board and will be responsible to create the necessary committees for the well-functioning of the organization and to appoint the necessary committee's chair.

### **Section 7.1 President**

The President shall preside at all meetings of the membership. The President shall have the following duties:

- a. The president shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation,
- b. The president shall, subject to the authority of the Board, have general supervision of the affairs of the Corporation,
- c. Preside at all meetings of the Board of Directors, of the members and answer any questions from the membership,



- d. Create with the rest of the board help, the necessary committees for the well-functioning of the organization,
- e. Ensure budget and plan are followed,
- f. Call the Advisory Council when necessary and attend the meetings,
- g. Make arrangement for annual Internal Control as per Article X, section 10.6.

### **Section 7.2 Vice-President**

The Vice-President shall be vested with all the powers and shall perform all the duties of the President during the absence of the latter. The Vice-President duties are:

- a. If the President is absent or is unable or refuses to act, the vice-President shall preside at all meetings of the board of directors and of the members,
- b. Answer any questions from the membership,
- c. Ensure budget and plan are followed.

### **Section 7.3 Treasurer**

The Treasurer shall be responsible for the Finance of the organization. The Treasurer shall have the following duties:

- a. The Treasurer shall present the yearly Budget and provide the year-end financial statement,
- b. The Treasurer shall be the chair of the Finance Committee,
- c. Evaluate fundraising ideas,
- d. Responsible for all bank operations,
- e. Answer any questions from the membership,
- f. Inquire about financial support to our organization including funding programs, grants, donations
- g. Maintain the organization in good standards with CRA,

### **Section 7.4 Secretary**

The Secretary shall attend all meetings of the Advisory Council and of the Executive Committee, and all meetings of members, and assisted by a staff member, will act as a clerk thereof. The Secretary's duties shall consist of:

- a. The Secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings,
- b. The Secretary shall give, or cause to be given, as and when instructed, notices to members, directors, and members of committees,
- c. The Secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation,
- d. The Secretary shall create a system to keep all electronic files in order.
- e. The Secretary shall look after the Corporation Communications including responding the emails from our membership and public.
- f. The Secretary shall keep the membership data and records up to date.



### **Section 7.5 Public Relation Officer**

The Public Relation Officer shall attend all meetings of the Executive Committee, and all meetings of members, and assisted by a staff member, will look after all the public channels of the Corporation. The Public Relation officer's duties shall consist of:

- a. The Public Relation Officer shall create or make the arrangement to create and maintain all the Corporation's public channels, ex: LinkedIn, Facebook, Instagram, Twitter, Youtube,
- b. The Public Relation Officer shall create or make the arrangement to create and maintain the website of the Corporation,
- c. The Public Relation Officer shall create or make the arrangement to create all Corporation's events advertisement, promotion.
- d. The Public Relation Officer shall be responsible of the social media Committee,
- e. The Public Relation Officer with the help of the social media Committee shall keep a good communication with the public.
- f. The Public Relation Officer with the help of the social media Committee shall elaborate an annual plan to keep the Corporation Channels active.

### **Section 7.6 Election of Officers**

The Nominating Committee shall submit at the meeting prior to the annual meeting the names of those persons for the respective offices of the Board. Nominations shall also be received from the floor after the report of the Nominating Committee. The election shall be held at the annual meeting of the Board.

Newly elected members of the Board of Directors who have not served before shall serve initial one-year term. At the conclusion of the initial one-year term, members of the Board of Directors may serve additional three-year terms. Their terms shall be staggered so that at the time of each annual meeting, the terms of approximately one-third (1/3) of all members of the Board of Directors shall expire.

Officers of the Board of Directors shall be eligible to succeed themselves in their respective offices for one additional term only. Officers shall advise the Board, sixty (60) days before the AGM if they are interested in serving for another term.

The members of the Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified.

The President will act as a past president for one year to help with the transition. The past President will be available to the board as needed. The past President will participate in board meetings by invitation.

All members of the Board of Directors must be approved by a majority vote of the members present and voting. No vote on new members of the Board of Directors shall be held unless a quorum of the Board of Directors is present as provided in Section 6.6 of Article VI.

No two members of the Board of Directors related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity may serve on the Board of Directors at the same time.

### **Section 7.8 Vacancies**

The Nominating Committee shall also be responsible for nominating persons to fill vacancies which occur between annual meetings, including those of officers. Nominations shall be sent in writing to





members of the Board at least two (2) weeks prior to the next meeting at which the election will be held. The persons so elected shall hold membership or office for the unexpired term in respect of which such vacancy occurred.

## **ARTICLE VIII. COMMITTEES**

### **Section 8.1 Committee Formation**

The Board of directors may create committees as needed, such as fundraising/events, finance, support, scholarship, etc. All committees must be overseen by a board member, in some cases, the board member will also be a committee member.

### **Section 8.2 Finance Committee**

The Treasurer is the chair of the Finance Committee. This committee shall include a minimum of three members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other board members. The Board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the Board of directors. Annual reports are required to be submitted to the Board showing income, expenditures, and pending income. The financial records of the association shall be made available to the membership.

### **Section 8.3 Fundraising / Event Committee**

The Event Committee shall include a minimum of six members. The Event Committee is responsible for developing community and fundraising event plans for board approval, forming subcommittees for the different events, achieving a balance of activities that get all age group involved, including recreation, sport, and culture, such as: domino tournaments, baseball, Volleyball, community BBQ, etc.

### **Section 8.4 Financial Support Committee**

The Support Committee shall include a minimum of three members. The Support Committee is responsible for presenting proposals to support families, events, disaster relief, receiving and evaluating applications, creating matrixes for evaluation processes, reviewing and approving applications for support, submit recommendation to the Board.

### **Section 8.5 Sport / Culture Support Committee**

The Sport / Culture Support Committee shall include a minimum of three members. The Sport / Culture Support Committee is responsible for presenting proposals to support member involvement such as sports, dance, theatre, and others, receiving and evaluating applications, creating matrixes for evaluation processes, reviewing and approving applications for support, submit recommendation to the Board.

### **Section 8.6 Scholarship Committee**

The Scholarship Committee shall include a minimum of three members. The Scholarship Committee is responsible for developing scholarship announcements, invite eligible members, creating evaluation matrixes, reviewing, and approving applications for scholarship, guiding applicants through the process, making recommendations, preparing and participating in award ceremonies.



### **Section 8.7 Nominating / Membership Committee**

The Nominating / Membership Committee shall include a minimum of three members. The Nominating / Membership Committee is responsible for keeping membership list up to date, identifying enthusiastic members as possible officers, nominating minimum 1, maximum 3 members to run as officers, call the members for additional nomination, developing election announcements and process, voting steps, counting votes, providing, and informing election results.

### **Section 8.8 Social Media Committee**

The Social Media Committee shall include a minimum of three members. The Social Media Committee is responsible for maintaining a social media presence.

### **Section 8.9 Conflict of interest**

The Chair or Committee members shall ask to be removed from the evaluation panel or committee in the case he or she find themselves having a conflict of interest when performing his or her duties. Any member of the Corporation also could ask to remove the Chair or Committee member from the evaluation panel or committee if a conflict of interest is found. The removal request shall be in written and presented to the Board with all the facts.

## **ARTICLE IX. CORPORATE DISSOLUTION**

### **Section 9.1 Communication to the members**

The Executive Committee will propose the dissolution to the Corporation if 2/3 of his members are in agreement that the Organization is not sustainable and the focus of the organization is going away of Article II, section 2. The decision may be presented to the membership with the reasons behind the dissolution. Once dissolved membership must be informed by a formal letter of the details of the dissolution.

### **Section 9.2 Remaining Funds**

No members, including Board, shall take financial advantage of the dissolution. Remaining funds shall be used to pay any debt that the Corporation may incur first following on giving the rest of the funds to a charity organization selected by the Executive Committee. Only those charity organizations that can provide us with a formal letter or document shall be considered.

## **ARTICLE X. CONFLICT OF INTEREST**

### **Section 10.1 Purpose**

The purpose of the conflict-of-interest policy is to protect this tax-exempt organization's (Corporation) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or Director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable provincial and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.



## Section 10.2 Definitions

a. Interested Person

Any Director, principal officer, or member of a committee with governing Board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

b. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
2. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

## Section 10.3 Procedures

a. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors and members of Committees with governing Board delegated powers considering the proposed transaction or arrangement.

b. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing Board or Committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or Committee members shall decide if a conflict of interest exists.

c. Procedures for Addressing the Conflict of Interest

1. An interested person may make a presentation at the governing Board or Committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
2. The chairperson of the governing Board or Committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
3. After exercising due diligence, the governing Board or Committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing Board or Committee shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is



fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

d. Violations of the Conflicts of Interest Policy

1. If the governing Board or Committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing Board or Committee determines the member has failed to disclose an actual or possible conflict of interest, the appropriate corrective action shall be taken. It shall take appropriate disciplinary and corrective action.

#### **Section 10.4 Records of Proceedings**

The minutes of the governing Board and all Committees with Board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing Board's or Committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

#### **Section 10.5 Annual Statements**

Each Director, principal officer and member of a Committee with governing Board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

#### **Section 10.6 Internal Control**

An internal control shall be conducted annually for the fiscal year under the direction of a member of the association appointed by the Executive.

- a. The controllers shall not be member or direct family of the Executive.
- b. The controller's statement shall be presented at the Annual Meeting.
- c. The controllers must have a Financial Certification or Financial knowledge.



## **ARTICLE XI. DISPUTE RESOLUTION**

### **Section 11.1 Mediation and Arbitration**

Disputes or controversies among members, Directors, Committee members, or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in Section 2 of this article.

### **Section 11.2 Dispute Resolution Mechanism**

In the event that a dispute or controversy among members, Directors, Committee members or volunteers of the Corporation arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of the members, Directors, Committee members, employees or volunteers of the Corporation as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- a. The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the board of the Corporation) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- b. The number of mediators may be reduced from three to one or two upon agreement of the parties.
- c. If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Corporation is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.
- d. All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

## **ARTICLE XII. IDEMNIFICATION**

### **Section 12.1 General**

To the full extent authorized under the laws, the Corporation shall indemnify any Director, officer, employee, or agent, or former member, Director, officer, employee, or agent of the corporation, or any person who may have served at the corporation's request as a Director or officer of another corporation (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in this Article individually as an "indemnatee"), against expenses actually and necessarily incurred by such



indemnatee in connection with the defense of any action, suit, or proceeding in which that indemnatee is made a party by reason of being or having been such member, Director, officer, employee, or agent, except in relation to matters as to which that indemnatee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnatee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

### **Section 12.2 Expenses**

Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnatee to repay such amount if it shall ultimately be determined that such indemnatee is not entitled to be indemnified hereunder.

### **Section 12.3 Insurance**

The Corporation may purchase and maintain insurance on behalf of any person who is or was a member, Director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the Corporation would have the power or obligation to indemnify such person against such liability under this Article.

## **ARTICLE XIII. BOOKS AND RECORDS**

### **Section 13.1 Books and Records**

The Corporation shall keep complete books and records of account and minutes of the proceedings of the Board of Directors.

## **ARTICLE XIV. AMENDMENTS**

### **Section 14.1 Articles of Incorporation**

The Articles may be amended in any manner at any regular or special meeting of the Board of Directors, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each Director at least three days in advance of such a meeting if delivered personally, by facsimile, or by e-mail or at least five days if delivered by mail. As required by the Articles, any amendment to Article IV or Article VII of the Articles shall require the affirmative vote of all Directors then in office. All other amendments of the Articles shall require the affirmative vote of an absolute majority of Directors then in office.

### **Section 14.2 Bylaws**

The Board of Directors may amend these Bylaws by majority vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be affected thereby



shall be given to each director within the time and the manner provided for the giving of notice of meetings of Directors.

## **ADOPTION OF BYLAWS**

We, the undersigned, are all of the initial Directors or incorporators of this Corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the 15 preceding pages, as the Bylaws of this corporation.

ADOPTED AND APPROVED by the Board of Directors on this \_\_\_\_ day of \_\_\_\_\_, 20\_\_.

\_\_\_\_\_  
Yuriem Nodarse Soler, President - Nonprofit, Inc.

\_\_\_\_\_  
Siany De La Cruz González, Vice President - Nonprofit, Inc.

\_\_\_\_\_  
Ekaterina Garcia Garcia, Treasurer - Nonprofit, Inc.

\_\_\_\_\_  
ATTEST: Caridad Quesada Lopez, Secretary - Nonprofit, Inc.