



# 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 apolitical 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.
- f. Foster an inclusive, accessible, and respectful environment, free from discrimination based on origin, gender, beliefs, orientation, or social status.
- g. Encourage community participation and volunteerism.

### 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 written instruments requiring execution by the Corporation may be signed by any two (2) members of the Board of Directors (President, Vice-President, Treasurer, or Secretary). The Board may, from time to time, determine the manner in which specific documents or categories of documents are to be executed, and designate the individuals authorized to do so. Any signing officer may certify that a copy of any instrument, resolution, by-law, or other corporate document is a true copy. The use of digital or electronic signatures is authorized, in accordance with



### **Section 3.2 Fiscal Year**

The Corporation's fiscal year shall begin on November 1 of each year and end on October 31 of the following year.

### **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 by email upon request. A 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 shall be granted upon submission and acceptance of a completed membership application and payment of the annual dues. All memberships require approval by a majority vote of the Board. Applications may be submitted at any time throughout the year, and will be accepted until the maximum membership limit of 200 members is reached.

### **Section 4.2 Annual Dues**

The amount required for annual dues shall be \$5 per adult members, unless changed by a majority vote of the board of directors.

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

Members have voting rights at meetings and each member shall be eligible to:

- a. Apply for available community programs such as: support, scholarships, sport, dance, art, etc,
- b. Get discounts to any fundraising event organized by the Corporation, including vendor's table
- c. Get free sport, theatre, opera and others event tickets, when available,
- d. Request, when traveling to Cuba, a humanitarian suitcase free of charge, if applicable to the aircraft they are traveling with,
- e. Participate in all Association free events,



- f. Invite one guest, free of charge to one of our free yearly events. Guest is considered to be parents, grandparents or family members visiting from out of province/country.
- g. Appoint Board members,
- h. Run as a board member, be a committee chair and be part of the Corporation committees,
- i. 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,
- j. Propose activities, events, etc to be included in the yearly budget.
- k. Receive official notifications by email and access the Corporation's bylaws and other public documents.
- l. Request reference letter and volunteer's hours service document.

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

1. Respect the Corporation's internal policies.
2. Comply with the Corporation's Code of Conduct.
3. 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.
4. 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 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 Members Special Meetings**

Special meetings may be called by the majority of the Board of Directors. A petition signed by fifteen percent (15%) 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 of Directors**

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 five (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 four (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 Board 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 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 and Code of Conduct**

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.

All Directors, Officers, Members, and Volunteers shall comply with the Corporation's Code of Conduct and all related policies as adopted and amended by the Board from time to time.

### **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.
- Have experience with non-profit organization, board governance and have a connection to the Cuban culture.
- Not be related by blood or marriage/domestic partnership within the second degree of consanguinity to any of the Board of Directors.
- 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.

### **Section 6.14 Voluntary Resignation**

Any Officer, Director, or member of the Advisory Council may resign from their position at any time by providing written notice to the Chair of the Board or the Secretary of the Corporation. Such resignation shall take effect upon receipt of the notice unless a later effective date is specified therein. Reasons for voluntary resignation may include, but are not limited to, personal circumstances, health considerations, conflicts of interest, inability to fulfill required duties, relocation, professional or family commitments, or any other reason the individual deems appropriate. The acceptance of the resignation shall not be required for it to become effective, unless otherwise determined by the Board of Directors.



## **ARTICLE VII. OFFICERS, OFFICERS RESPONSABILITIES**

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:

- a. Be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation,
- b. Have general supervision of the affairs of the Corporation, subject to the authority of the Board,
- 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.
- h. Overseeing and be the board member contact for one or two committees assigned as agreed by the board members

### **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 shall:

- a. Preside at all meetings of the board of directors and of the members, if the President is absent or is unable or refuses to act,
- b. Answer any questions from the membership,
- c. Ensure budget and plan are followed.
- d. Overseeing and be the board member contact of one or two committees assigned as agreed by the board members

### **Section 7.3 Treasurer**

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

- a. Present the yearly Budget and provide the year-end financial statement,
- b. Overseeing and be the board member contact of the Finance Committee,
- c. Evaluate fundraising ideas,
- d. Be 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 shall:

- a. Enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings,
- b. Give, or cause to be given, as and when instructed, notices to members, directors, and members of committees,
- c. Be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation,
- d. Create a system to keep all electronic files in order.
- e. Look after the Corporation Communications including responding the emails from our membership and public.
- f. Keep the membership data and records up to date.
- g. Overseeing and be the board member contact of the Nomination/Membership Committee

### **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 the social media committee, will look after all the public channels of the Corporation. The Public Relation officer shall:

- a. Create or make the arrangement to create and maintain all the Corporation's public channels, ex: LinkedIn, Facebook, Instagram, Twitter, Youtube,
- b. Create or make the arrangement to create and maintain the website of the Corporation,
- c. Create or make the arrangement to create all Corporation's events advertisement, promotion.
- d. Overseeing and be the board member contact of the social media Committee,
- e. Supported by social media Committee, keeps a good communication with the public.
- f. Supported by social media Committee, elaborate an annual plan to keep the Corporation Channels active.
- g. Facilitate communication between FCA and other organizations.
- h. Represent the organization at public events, or arrange for a designated representative to attend on the organization's behalf.

## **ARTICLE VIII ELECTION OF OFFICERS**

### **Section 8.1 Eligibility Requirements**

Eligibility criteria may include:

- Must be an active member in good standing.
- Must have attended a minimum number of meetings in the past year.
- Must be at least 18 years old.
- Must not have conflicts of interest that bar service.
- Must not be related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity to a current Board of Directors.



- Must have accounting experience or CPA designation or working towards their designation, this criteria applies only to the treasurer position.

### **Section 8.2 Nomination Process**

- Announcement of Elections
  - The Board (or Election Committee) announces the upcoming election at least 30 days in advance.
  - The announcement should include open positions, term lengths, and key dates.
- Call for Nominations
  - Members may nominate themselves or others with consent.
  - Nominations may be submitted via email, online form, or paper form.
- Verification of Eligibility
  - The Election Committee reviews all nominees to ensure they meet eligibility requirements.
- Closing of Nominations
  - Nominations close at a defined deadline (e.g., 14 days before the election).
- Publication of Candidate List
  - A final list of eligible candidates and their statements is shared with all members.

### **Section 8.3 Candidate information**

Candidates may be asked to provide:

- A brief biography
- A statement of interest
- Relevant experience or skills
- Goals or vision for the role

This information should be distributed to members prior to voting.

### **Section 8.4 Voting Procedure, vote counting, winners**

Voting may occur:

- By secret ballot (paper or digital)
- By show of hands
- By electronic poll

Ballots are counted by at least two neutral election officials or nomination committee members. Electronic tallies should be reviewed for accuracy.



The candidate with the majority of votes wins. The committee members certify results in writing. The results are announced to members via email or posted publicly or / and during a meeting.

In the event of a tie vote in any election, the current Board of Directors shall have the authority to determine the successful candidate by reviewing the qualifications, bios, experience, and overall suitability of the tied candidates and selecting the individual deemed to be the best fit for the position.

In the event that the exact number of candidates is nominated for the available positions, the current Board of Directors shall have the authority to determine whether the candidates are qualified to assume the responsibilities of the positions. In such cases, a vote shall not be required.

### **Section 8.5 Terms of Office for Officers and Directors**

All Officers of the Corporation shall serve three (3) year terms. No Officer, with the exception of the treasurer as defined in section 8.7, may serve more than two (2) consecutive terms in the same office. This limitation is intended to promote leadership development, accountability, and organizational sustainability. Following a break of at least one (1) full term, a former Officer, may again be eligible for election to the same office. All Officers shall provide written notice to the Board no later than November 1st of the final year of their term if they are interested in serving for another term.

Any person elected to the Board of Directors who has not previously served as a Director shall first serve an initial probationary term of one (1) year. Upon satisfactory completion of the initial term, the Director may serve additional three (3) year terms, subject to all other limitations in these bylaws.

All Directors must be elected by a majority vote of the voting Members of the Corporation. No election or vote for Directors shall be conducted unless a quorum is present, as defined in Article VI, Section 6.6 of these bylaws. When more than one Director Position is open, the Officers will assign each elected Director to the position that best fits the needs of the organization.

Directors shall assume office immediately upon election. Directors shall continue to hold office until their successors is duly elected and qualified, ensuring uninterrupted governance.

The terms of Directors shall be staggered to maintain stability and continuity of leadership. Under no circumstances shall the entire Board of Directors vacate office simultaneously. The structure of staggered terms shall ensure that no less than two-fifths (2/5) of the Board consists of experienced Directors at all times.

### **Section 8.6 President and Past President**

Upon completion of one (1) or two (2) full terms, the President shall serve a mandatory one (1) year term as Past President to ensure leadership continuity.

The Past President shall:

1. Be available to advise and support the Board as requested;
2. Participate in Board meetings by invitation; and



3. Serve as a member of the Advisory Council, if such body exists.

Upon completion of Past President duties, the former President may seek election to any officer position at any time.

### **Section 8.7 Treasurer Term**

The Treasurer may serve an unlimited number of consecutive terms, provided that the Officer is willing and able to fulfill the duties and responsibilities of the office. In the event that the Treasurer wishes or needs to step down due to the desire for a temporary break, illness, family obligations, or any other personal reason, such departure shall be governed by the Voluntary Resignation provisions set forth in Section 6.14. The process for filling any resulting vacancy shall be carried out in accordance with Section 6.8.

## **ARTICLE IX. COMMITTEES**

### **Section 9.1 Committee Formation**

The Board of Directors may establish committees as it deems necessary, including but not limited to fundraising and events, finance, support, and scholarship committees. Each committee shall be overseen by a member of the Board of Directors, who may also serve as a member of the committee when appropriate.

### **Section 9.2 Finance Committee**

The Finance Committee shall consist of a minimum of three (3) members.

The Finance Committee shall be responsible for developing and reviewing fiscal policies and procedures, fundraising plans, and the annual budget in consultation with the Board of Directors.

The annual budget must be approved by the Board of Directors, and all expenditures shall remain within the approved budget. Any significant amendment or reallocation of budgeted funds must be approved by the Board of Directors. Reports for all events shall be submitted to the Board of Directors and must include details of income, expenditures, and any outstanding or pending revenue.

The financial records of the Corporation shall be made available to the membership in accordance with applicable laws and the Corporation's policies.

### **Section 9.3 Fundraising / Event Committee**

The Event Committee shall include a minimum of six (6) members. The Event Committee shall be responsible for:

- a. Developing community and fundraising event plans and submitting them to the Board of Directors for approval;
- b. Establishing subcommittees as required for the planning and delivery of specific events;



- c. Ensuring a balanced program of activities that engages all age groups, including recreational, sporting, and cultural events, such as domino tournaments, baseball, volleyball, community barbecues, and similar activities;
- d. Designing and distributing surveys to evaluate activities and to gather ideas and feedback from the community regarding future community and fundraising events.

#### **Section 9.4 Financial Support Committee (Sport / Culture / Emergency)**

The Support Committee shall include a minimum of three (3) members. The Support Committee shall be responsible for:

- a. Developing and presenting proposals to support families, community events, disaster relief initiatives, and member engagement activities, including sports, dance, theatre, and other programs;
- b. Receiving and reviewing applications for support;
- c. Developing evaluation frameworks and scoring matrices for the assessment of applications;
- d. Assessing applications and making decisions or recommendations in accordance with established criteria;
- e. Submitting recommendations and reports to the Board of Directors for final approval.

#### **Section 9.5 Scholarship Committee**

The Scholarship Committee shall include a minimum of three (3) members. The Scholarship Committee shall be responsible for:

- a. Developing and publishing scholarship announcements and guidelines;
- b. Inviting and informing eligible members and applicants;
- c. Developing evaluation frameworks and scoring matrices for the assessment of applications;
- d. Receiving, reviewing, and evaluating scholarship applications in accordance with established criteria;
- e. Providing guidance and support to applicants throughout the application process;
- f. Submitting recommendations to the Board of Directors for approval;
- g. Planning, preparing, and participating in scholarship award ceremonies and related activities.

#### **Section 9.6 Nominating / Membership Committee**

The Nominating / Membership Committee shall include a minimum of three (3) members. The Nominating / Membership Committee shall be responsible for:

- a. Maintaining and regularly updating the membership list;
- b. Identifying potential candidates for officer positions;
- c. Nominating a minimum of one (1) and a maximum of three (3) members for each officer position;
- d. Inviting members to submit additional nominations in accordance with the bylaws;
- e. Developing and administering the election process, including announcements, voting procedures, and vote counting;



- f. Certifying, announcing, and communicating the election results to the membership.

### **Section 9.7 Social Media Committee**

The Social Media Committee shall include a minimum of three (3) members. The Social Media Committee shall be responsible for developing, managing, and maintaining the Corporation's social media presence, including the creation, publication, and oversight of content in accordance with the policies and directions of the Board of Directors.

### **Section 9.8 Conflict of interest**

The Chair or any Committee member shall abstain themselves from the evaluation panel or committee whenever they identify a real, potential, or perceived conflict of interest in the performance of their duties.

Any member of the Corporation may also request the removal or recusal of the Chair or a Committee member from an evaluation panel or committee where a conflict of interest is identified.

All requests for recusal or removal must be submitted in writing and presented to the Board of Directors, together with relevant facts and supporting information. The Board of Directors shall review the request and make a final determination.

## **ARTICLE X. CORPORATE DISSOLUTION**

### **Section 10.1 Communication to the members**

The Board of Directors may propose the dissolution of the Corporation if at least two-thirds (2/3) of its members determine that the Organization is no longer sustainable or that its activities no longer align with the purposes set out in Article II, Section 2.

The membership shall be formally notified in writing about the Board's decision, together with the reasons for the proposed dissolution and the details of the dissolution process.

### **Section 10.2 Remaining Funds**

No member, including any Director or Officer, shall derive any personal or financial benefit from the dissolution of the Corporation. Upon dissolution, the remaining assets and funds of the Corporation shall first be applied to the payment of all outstanding debts and liabilities. Any remaining funds shall then be transferred to one or more registered charitable organizations selected by the Board of Directors. Only charitable organizations that can provide formal written documentation confirming their eligibility and acceptance of the funds shall be considered.

## **ARTICLE XI. CONFLICT OF INTEREST**

### **Section 11.1 Purpose**

The purpose of this Conflict of Interest Section is to protect the interests of the Corporation, a tax-exempt organization, when it is considering entering into a transaction or arrangement that could confer



a private benefit on an officer, Director, or any related party, or that could result in an excess benefit transaction. This section is intended to supplement, and not replace, any applicable provincial or federal laws governing conflicts of interest for nonprofit and charitable organizations.

### **Section 11.2 Definitions**

a. Interested Person

Any Director, principal officer, or member of a committee to whom the Board has delegated governing powers, who has a direct or indirect financial interest as defined below, shall be considered an “Interested Person.”

b. Financial Interest

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

1. Holds an ownership or investment interest in any entity with which the Corporation has a transaction or arrangement;
2. Has a compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; or
3. Has a potential ownership, investment interest, or compensation arrangement with any entity or individual with which the Corporation is negotiating a transaction or arrangement.

For purposes of this section, “compensation” includes direct and indirect remuneration, as well as gifts, favors, or other benefits that are not insubstantial.

### **Section 11.3 Procedures**

- a. Duty to Disclose. In connection with any actual or potential 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 that is considering the proposed transaction or arrangement.
- b. Determining Whether a Conflict of Interest Exists. After full disclosure of the financial interest and all material facts, and following any discussion with the Interested Person, the Interested Person shall leave the Board or Committee meeting while the conflict of interest is discussed and voted upon. The remaining members of the Board or Committee shall determine, by majority vote, whether 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. Failure to Comply with Conflict of Interest Provisions
1. If the Board of Directors or a Committee has reasonable cause to believe that a member has failed to disclose an actual or potential conflict of interest, the member shall be informed of the basis for such belief and given an opportunity to explain or respond to the alleged failure to disclose.
  2. After considering the member's response and conducting any further investigation deemed necessary, if the Board or Committee determines that the member has indeed failed to disclose an actual or potential conflict of interest, the Board or Committee shall take appropriate corrective and/or disciplinary action, which may include removal from the transaction, committee, or Board, or other measures consistent with the best interests of the Organization.

#### **Section 11.4 Records of Proceedings**

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

- a. The names of all persons who disclosed, or were determined to have, a financial interest in connection with an actual or potential conflict of interest; the nature of the financial interest; any actions taken to determine whether a conflict of interest existed; and the Board's or Committee's determination as to whether a conflict of interest in fact existed.
- b. The names of all persons present during discussions and votes relating to the transaction or arrangement; a summary of the discussion, including any alternatives considered to the proposed transaction or arrangement; and a record of any votes taken in connection with the matter.

#### **Section 11.5 Annual Statements**

Each Director, principal officer, and member of any Committee with delegated governing powers shall sign a statement affirming that the individual:

- a. Has received a copy of the Conflict of Interest Policy;
- b. Has read and understands the Policy;
- c. Agrees to comply with the Policy; and
- d. Acknowledges that the Organization is a nonprofit entity and that, to maintain its federal tax-exempt status, it must engage primarily in activities that further one or more of its tax-exempt purposes.



### **Section 11.6 Internal Control**

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

- a. The appointed controller shall not be a member of the Executive or an immediate family member of any directors.
- b. The controller's written report shall be presented to the membership at the Annual Meeting.
- c. The controller must possess a recognized financial certification or demonstrable financial knowledge sufficient to perform the review.

## **ARTICLE XII. DISPUTE RESOLUTION**

### **Section 12.1 Mediation and Arbitration**

Any dispute or controversy arising among members, Directors, Committee members, or volunteers of the Corporation shall, to the fullest extent practicable, be resolved through mediation and/or arbitration in accordance with Section 12.2 of this Article.

### **Section 12.2 Dispute Resolution Mechanism**

Where a dispute or controversy arises among members, Directors, Committee members, or volunteers of the Corporation, whether arising out of or relating to the Articles, these By-laws, or any aspect of the operations of the Corporation, and such dispute is not resolved through private meetings between the parties, then without prejudice to, or derogation from, the rights of members, Directors, Committee members, employees, or volunteers as set out in the Articles, these By-laws, or the Act, and as an alternative to instituting a lawsuit or other legal proceeding, the dispute or controversy shall be resolved through the following dispute resolution process:

- a. The dispute or controversy shall first be submitted to a panel of mediators. One party shall appoint one mediator, the other party (or, where applicable, the Board of the Corporation) shall appoint one mediator, and the two mediators so appointed shall jointly appoint a third mediator. The panel of three mediators shall then meet with the parties for the purpose of facilitating a mediated resolution of the dispute.
- b. The number of mediators may, by mutual agreement of the parties, be reduced from three to one or two.
- c. If the dispute is not resolved through mediation, the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be one of the mediators referred to above. The arbitration shall be conducted in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory in which the registered office of the Corporation is located, unless otherwise agreed by the parties. All arbitration proceedings shall be confidential, and no disclosure of any kind shall be made. The decision of the arbitrator shall be final and binding on the parties and shall not be subject to appeal on any 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 allocated among the parties as determined by the arbitrators.



## **ARTICLE XIII. IDEMNIFICATION**

### **Section 13.1 General**

To the fullest extent permitted by law, the Corporation shall indemnify any Director, officer, employee, agent, or former Director, officer, employee, or agent of the Corporation, and any person who has served or is serving at the request of the Corporation as a director or officer of another corporation (each such person being referred to in this Article as an “Indemnitee”), against all expenses actually and reasonably incurred in connection with the defense of any action, suit, or proceeding in which the Indemnitee is made a party by reason of being or having been a Director, officer, employee, or agent of the Corporation.

No indemnification shall be provided in respect of any matter in which the Indemnitee has been adjudged to be liable for negligence or misconduct in the performance of their duties. The right to indemnification provided herein shall not be deemed exclusive of any other rights to which an Indemnitee may be entitled under any by-law, agreement, resolution of the Board of Directors, or otherwise.

### **Section 13.2 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 Indemnitee to repay such amounts if it is ultimately determined that the Indemnitee is not entitled to be indemnified under this Article or applicable law.

### **Section 13.3 Insurance**

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

## **ARTICLE XIV. BOOKS AND RECORDS**

### **Section 14.1 Books and Records**

The Corporation shall maintain complete and accurate books of account and minutes of all proceedings of the Board of Directors.



## ARTICLE XV. AMENDMENTS

### Section 15.1 Articles of Incorporation

The Articles of Incorporation may be amended at any regular or special meeting of the Board of Directors, provided that written notice of the proposed amendment, setting forth the full text of the amendment or a summary of the changes, is given to each Director at least three (3) days in advance if delivered personally, by facsimile, or by e-mail, or at least five (5) days in advance if delivered by mail. As required by the Articles, any amendment to Article IV or Article VII shall require the affirmative vote of all Directors then in office. All other amendments shall require the affirmative vote of an absolute majority of Directors then in office.

### Section 15.2 Bylaws

The Board of Directors may amend these Bylaws by the affirmative vote of a majority of Directors present at any regular or special meeting, provided that written notice of the proposed amendment, setting forth the full text of the amendment or a summary of the changes, is given to each Director in the manner and within the time required for notice of meetings of Directors.

## AMENDMENT OF BYLAWS

We, the undersigned, being all of the Directors of the Corporation, hereby adopt the foregoing amendments to the Bylaws of the Corporation. These amendments shall take effect as of the date set forth herein and shall form part of the Bylaws of the Corporation.

ADOPTED AND APPROVED by the Board of Directors on this **4<sup>th</sup>** day of **February**, 20**26**

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Yuriem Nodarse Soler, President - Nonprofit, Inc.

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

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Ekaterina Garcia Garcia, Treasurer - Nonprofit, Inc.

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Grettel Beaudoin, Public Relations - Nonprofit, Inc.

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ATTEST: Ismarys Izaguirre, Secretary - Nonprofit, Inc.