

CORPORATE BYLAWS

Cubanos Pa'lante, Inc.

ARTICLE I. PURPOSE AND MEETING

Section 1. Annual Meeting. The annual meeting of Cubanos Pa'lante, Inc. ("Cubanos Pa'lante") will be held no later than June 30 of every calendar year, or at such other time and place as designated by the board of directors provided that if said day falls on a legal holiday, then the meeting will be held on the first Saturday thereafter. Cubanos Pa'lante will hold annual meetings for the election of directors and such other business as may come before the meeting.

Section 2. Special Meetings. Special meetings will be held when directed by the board of directors, or when the chairman of the board of directors, provided that said persons sign, date and deliver to Cubanos Pa'lante one or more written demands for the meeting describing the purpose(s) for which it is to be held. A meeting requested will be called not less than ten (10) nor more than sixty (60) days after the request is made, unless the person requesting the meeting designates a later date. The call for the meeting will be issued by the secretary, unless the president or board of directors requesting the meeting designate another person to do so.

Section 3. Place. Meetings will be held at the principal place of business of Cubanos Pa'lante or at such other place as is designated by the board of directors. Unless otherwise mandated by a majority of the board of directors, telephonic or virtual on-camera attendance of meetings is permitted. Participation by such means shall constitute presence in person at a meeting.

Section 4. Notice. Regular meetings of the board of directors will be held without notice on such dates as designated by the board of directors. Written notice stating the place, day and hour of the meeting, and the purpose(s) for which said special meeting is called will be delivered not less than ten (10) nor more than sixty (60) days before the meeting, either personally, electronically, by facsimile, or by first class mail, by or at the direction of the president, the secretary or the officer or persons calling the meeting, to each person of record entitled to vote at such meeting. If mailed, such notice will be deemed to be effective when deposited in the United States mail.

Cubanos Pa'lante shall notify each person entitled to a vote at the meeting, of the date, time and place of each annual and special meeting no fewer than ten (10) or more than sixty (60) days before the meeting date. Notice of a special meeting shall describe the purpose(s) for which the meeting is called. A member may waive any notice required hereunder either before or after the date and time stated in the notice; however, the waiver must be in writing, signed by the member entitled to the notice and be delivered to Cubanos Pa'lante for inclusion in the minutes or filing in Cubanos Pa'lante's records.

Section 5. Quorum and Voting. A majority of the number of directors fixed by these Bylaws shall constitute a quorum for the transaction of business. The act of a majority of the directors present at a meeting at which a quorum is present will be the act of the board of directors. If there is an even number of directors serving, a tie vote will result in the failure of the matter presented for vote. While virtual attendance at meetings is sufficient to vote, it must be done in such a manner where the person is visible. A member may not vote by proxy.

Section 6. Action Without a Meeting. Any action required to be taken at a meeting of the board of directors, or any action which may be taken at a meeting of the board of directors or a committee thereof, may be taken without a meeting if a consent is written, setting forth the action to be so taken, signed by all the directors, or all the members of the committee, as the case may be, is filed in the Minutes of the proceedings of the board or of the committee. Action taken in accordance herewith is effective when the last director signs the consent, unless the consent specifies a different effective date. A consent signed in accordance herewith has the effect of a meeting vote and may be described as such in any document. Such consent will have the same effect as a unanimous vote.

Section 7. Notice of Adjourned Meeting. When a meeting is adjourned to another time or place, it will not be necessary to give any notice of the adjourned meeting, provided that the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. At such an adjourned meeting, any business may be transacted that might have been transacted on the original date of the meeting. If, however, a new record date for the adjourned meeting is made or required, then a notice of the adjourned meeting will be given on the new record date as provided in this Article to each member of record entitled to notice of such meeting. Notice of a meeting need not be given to any member who signs a waiver of notice in person or by proxy either before or after the meeting. Neither the affairs transacted nor the purpose of the meeting need to be specified in the waiver. Attendance at a meeting, either in person or by proxy, constitutes waiver of notice and waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened.

Section 8. Exempt Purpose. Cubanos Pa'lante will be organized as a 501(c)(4) Charitable Organization and shall operate exclusively for charitable, civic, fraternal, educational and scientific purposes; including for such purposes, the making of distributions on a non-sectarian, non denominational basis to organizations that qualify as exempt organizations under Section 501(c)(4), 2055(a) and 170(c)(2) of the Internal Revenue Code of 1986, as amended (the "Code") (or any corresponding provisions of the succeeding law) or as a Non-Profit corporation in good standing under the Florida law, and the entity may engage in only such activities permitted under the laws of the State of Florida and the United States of America as shall constitute activities in furtherance of such exempt

educational, charitable, civic, fraternal and scientific purposes. In furtherance of such purposes, it may promote, establish, conduct and maintain activities on its own behalf and it may contribute to or otherwise assist other not for profit organizations and institutions carrying on such activities.

Section 9. Specific Purpose. The nature of the activities to be conducted, and the purposes to be promoted or carried out by Cubanos Pa'lante shall be to establish and pay for the administrative and fund-raising costs of to train and provide educational resources for organizers and volunteers, and to conduct voter education, registration and get-out-the-vote drives aimed at supporting an agreed upon cause. Cubanos Pa'lante may communicate to their members matters regarding these causes via newsletters, social media, email, and text; provided that the proper privacy and opt-out options are honored. Further, Cubanos Pa'lante may collaborate with other organizations to organize community events, provide resources for incoming immigrants, and provide consulting services to individuals or businesses for an agreed upon invoiced fee.

Section 10. Executive or Other Committees. A resolution, adopted by a majority of the full board of directors, may designate from among its members an executive committee and/or other committee(s) which will have and may exercise all the authority of the board of directors to the extent provided in such resolution, except as is provided by law. Each committee must have two (2) or more members who serve at the pleasure of the board of directors. The board may, by resolution adopted by a majority of the full board of directors, designate one (1) or more directors as alternate members of any such committee who may act in the place of any absent member or members at any meeting of such committee.

ARTICLE II. DIRECTORS Section 1. Function. All corporate powers, business, and affairs will be exercised, managed and directed under the authority of the board of directors (whether defined as directors, managers or trustees in the Articles of Incorporation of Cubanos Pa'lante).

Section 2. Qualification. Directors must be natural persons of eighteen (18) years of age or older but need not be residents of the state of Florida.

Section 3. Compensation. The board of directors will have authority to fix the compensation for directors of Cubanos Pa'lante. Unless and until such compensation is set by the board, such compensation shall be set at zero.

Section 4. Presumption of Assent. A director of Cubanos Pa'lante who is present at a meeting of the board of directors or a committee of the board of directors when corporate action is taken is deemed to have assented to such action taken unless:

- (i) Such director objects, at the beginning of the meeting or promptly upon arrival, to holding the

- meeting or transacting specified affairs at the meeting; or
- (ii) Such director votes against or abstains from the action taken.

Section 5. Number. Cubanos Pa'lante shall have a minimum of (3) directors. The board of directors may increase or decrease this number upon an affirmative vote of the board but may not decrease this number below (3).

Section 6. Election and Term Each person named in the Articles of Incorporation of Florida Cubanos Pa'lante or elected at the Initial Meeting of Incorporators as a member of the initial board of directors will hold office until said directors will have been qualified and elected at the first annual meeting of the Board, or until said director's earlier resignation, removal from office or death. At the first annual meeting and at each annual meeting thereafter, the Board members will elect directors to hold office until the next annual meeting unless the five year term of the director has not yet expired. Each director will hold office for a (4) year term for which said director is elected and until said director's successor will have been qualified and elected; but such service shall end earlier upon said director's resignation, removal from office or death.

Section 7. Vacancies. Any vacancy occurring on the board of directors may be filled by the existing board members or if the board does not fill the position within thirty (30) days, then by the affirmative vote of the majority of the remaining directors, even though the remaining directors constitute less than a quorum, or by sole remaining director, as the case may be. Any directorship to be filled by reason of an increase in the number of directors may be filled by the board of directors, but only for a term of office continuing until the next election of directors. A vacancy which will occur at a specific later date, by reason of a resignation effective at such later date, may be filled before the vacancy occurs; however the new director may not take office until the vacancy occurs.

Section 8. Removal and Resignation of Directors. Any director may be removed from office with or without cause by the vote or agreement in writing by a majority of all votes of the Board of Directors. The notice of a meeting of the Board members to recall a director or directors shall state the specific director(s) sought to be removed. Any such proposed removal of a director at a meeting shall be made by separate vote with respect to each board member sought to be removed. Where removal is sought by written agreement, a separate agreement is required for each board member sought to be removed. If removal of a director or directors is effected at a meeting, any vacancies created thereby if required to be filled, shall be filled by the board members at the same meeting. Any director who is removed from the board of directors shall not be eligible to stand for reelection until the next annual meeting. Any director removed from office shall turn over to the board of directors within seventy-two (72) hours any and all records of Cubanos Pa'lante in his or her possession. A director may resign at any time by delivering written notice thereof to each and every

of the board of directors. Such a resignation is effective when the notice is delivered unless a later effective date is specified in such notice. If a resignation is made effective at a later date, the board of directors may fill the pending vacancy before the effective date if the board of director provides that the successor does not take office until the effective date.

Section 14. Honorary Directors. The Board of Directors may appoint Honorary Directors by a majority vote. Persons designated as Honorary Members by the Board of Directors may attend meetings of the Board of Directors and shall have all of the rights of a Director except the right to vote. Honorary Members are not allowed to attend Executive Sessions of the Board of Directors unless invited to do so by the Board.

ARTICLE III. OFFICERS

Section 1. Officers. The officers of Cubanos Pa'lante will consist of a president, a vice-president, a secretary and a treasurer, each of whom will be elected by the board of directors. The officers will be appointed annually by the board of directors of Cubanos Pa'lante at the annual meeting of directors. It is hereby provided that the officers who are appointed either in the Articles of Incorporation or at the organization meeting shall serve until the first annual meeting of directors. A duly appointed officer may appoint one or more officers or assistant officers. It is hereby provided that the same individual may simultaneously hold more than one office. Additional officers may be appointed at the discretion of the board, a majority vote is required.

Section 2. Duties. The officers of Cubanos Pa'lante will have the following duties:

- A. The **President** will be the chief executive officer of Cubanos Pa'lante, who generally and actively manages the business and affairs of Cubanos Pa'lante subject to the directions of the board of directors. Said officer will preside at all meetings of the board of directors. This officer shall be entitled to vote at all meetings of the board of directors.
- B. The **Vice-President** will, in the event of the absence or inability of the president to exercise his office, become acting president of the organization with all the rights, privileges and powers as if said person had been duly elected president. This officer shall be entitled to vote at all meetings of the board of directors.
- C. The **Secretary** will have custody of, and maintain all of the corporate records except the financial records. Furthermore, said person will record the Minutes of all meetings, send all notices of meetings and perform such other duties as may be prescribed by the board of directors or the president. Furthermore, said officer shall be responsible for authenticating records of Cubanos Pa'lante. This officer shall be entitled to vote at all meetings of the board of directors.
- D. The **Treasurer** shall retain custody of all corporate and financial records, maintain full and accurate accounts of receipts and disbursements and render accounts thereof at the annual

meeting and whenever else required by the board of directors or the president, and perform such other duties as may be prescribed by the board of directors or the president. This officer shall be entitled to vote at all meetings of the board of directors.

Section 3. Removal and Resignation of Officers. An officer or agent elected or appointed may be removed by the board of directors at any time, with or without cause.

Any officer may resign at any time by delivering written notice to Cubanos Pa'lante said resignation is effective upon delivery unless the notice specifies a later effective date. If a resignation is made effective at a later date and Cubanos Pa'lante accepts the future effective date, Cubanos Pa'lante board of directors may fill the pending vacancy before the effective date if the board of directors provides that the successor does not take office until the effective date of the pending vacancy.

ARTICLE IV. BOOKS AND RECORDS

Section 1. Corporate Records. Cubanos Pa'lante shall keep as records all Minutes of all meetings, a record of all actions taken by the board of directors without a meeting and a record of all actions taken by a committee of the board of directors in place of the board of directors on behalf of Cubanos Pa'lante. Furthermore, Cubanos Pa'lante will maintain the following records in written form or in another form capable of conversion into written form with a reasonable time:

Accurate accounting records; A copy of the articles or restated Articles of Incorporation and all amendments thereto currently in effect; (i) a copy of the Bylaws or restated Bylaws and all amendments thereto currently in effect; Minutes of all meetings or action taken without a meeting for the past three years; Written communications generally for the past three (3) years, including financial statements furnished for the past 3 years; (ii) A list of the names and business street, or home if there is no business street addresses of current directors and officers; (iii) The most recent annual report delivered to the Department of State; and (iv) A copy of any documents sent to any official department of the state of Florida.

Section 2. Records Inspection. Any person is entitled to inspect and copy, during regular business hours at Cubanos Pa'lante's principal office the records of Cubanos Pa'lante if they give Cubanos Pa'lante written notice of such demand at least five (5) business days before the date on which such person wishes to inspect and copy. The person is entitled to inspect and copy during regular business hours at a reasonable location specified by Cubanos Pa'lante any of the records hereinafter set forth of Cubanos Pa'lante if:

- A. The person gives Cubanos Pa'lante written notice of such demand at least 5 business days before the date on which such person wishes to inspect and copy;
- B. Such demand is made in good faith and for proper purpose (defined as a purpose reasonably related to such person's interest); and

- C. The person describes with reasonable particularity their purpose and the records such person desires to inspect and such records are directly connected with such person's purpose. The records to be released may include:
- a. Excerpt from Minutes of any meeting of the board of directors, records of any action of a committee of the board of directors while acting in place of the board of directors on behalf of Cuban Pa'lante, Minutes of any meeting, and records of action taken by the board of directors without a meeting to the extent not otherwise subject to inspection;
 - b. Accounting records of Cuban Pa'lante; and
 - c. Any other books and records. The foregoing inspection rights may be exercised by a person or that person's attorney. It is further provided that the right to copy records includes, if reasonable, the right to receive copies made by photographic, xerographic or other means. The charge for copies shall be borne and paid in accordance with Florida law.

Section 3. Financial Reports. Within sixty (60) days following the end of the fiscal or calendar year or annually, the board of directors of Cuban Pa'lante shall make available a complete financial report of actual receipts and expenditures for the previous twelve (12) months. The report shall show amounts of expenses by accounts and expense classification.

ARTICLE V. DISTRIBUTION, DISSOLUTION AND COMPENSATION

No dividend may be paid nor any part of the income or profit of Cuban Pa'lante may be distributed to its directors, or officers.

Cuban Pa'lante may pay compensation in a reasonable amount to its employees, directors or officers for services rendered, and may confer benefits in conformity with its purposes. However, upon dissolution or final liquidation, assets held by Cuban Pa'lante shall be distributed, at the discretion of the board of directors, to an existing and recognized 501(c)(4) organization pursuant to the Internal Revenue Code, and any amendments thereof.

ARTICLE VI. CORPORATE SEAL

The board of directors may provide a corporate seal which will be in a circular form embossing nature and stating "Corporate Seal", "Florida", the year of incorporation of Cuban Pa'lante, and the name "Cuban Pa'lante"

ARTICLE VII. FISCAL YEAR

The fiscal year shall be a calendar year.

ARTICLE VIII. AMENDMENT

These Bylaws may be altered, amended or repealed, or new Bylaws may be adopted by a majority vote of the board of directors.

ARTICLE IX. CHARTERED ORGANIZATIONS

The Board of Directors shall be given the sole authority to grant or accept charters to other organizations wishing to continue the exempt purpose of Cubanos Pa'lante in other regions of the United States or its territories. Such organizations shall be known as "CHARTERED ORGANIZATIONS." The Board of Directors, or any committee appointed by the Board of Directors, shall be charged with determining the criteria necessary for Chartered Organization status and for creating the Chartered Organization documentation. Regardless of where the charter is executed or performed, the construction and interpretation of any such charter shall be governed by the laws of Florida without regard to the principle of conflict of laws. Venue and jurisdiction for all disputes arising out of such charters shall be in Broward County, Florida.

ARTICLE X. MEMBERSHIP AND MEMBERSHIP CERTIFICATES

Section 1. Membership Certificates. Cubanos Pa'lante may issue certificates in any form evidencing membership in the entity.

Section 2. Issuance. In the event that Cubanos Pa'lante issues certificates for members, then and in that event, every member shall receive a certificate reflecting such membership in the entity.

Section 3. Form. Membership certificates in Cubanos Pa'lante will be signed by the president or vice-president and the secretary or an assistant secretary and will be sealed with the seal of the entity.

Section 4. Transfer of Membership. Membership rights in Cubanos Pa'lante are not transferable except as otherwise provided under this Florida law. If so transferable Cubanos Pa'lante will register a membership certificate presented for transfer if the transfer is made in accordance with Florida law and if said certificate is properly endorsed by the member of record or by the member's duly authorized agent.

Section 5. Lost, Stolen, or Destroyed Certificate. If a member claims that a membership certificate reflecting such member's interest in Cubanos Pa'lante has been lost or destroyed, a new membership certificate will be issued to such member provided that said member signed an affidavit claiming the certificate to be lost, stolen, or destroyed. At the discretion of the Board of Directors, said member may be required to provide further assurance or further security as a condition to the reissuance of said membership certificate.

Section 6. Membership. To be determined by the Board. If applicable, the board of directors shall appoint membership requirements, levels and dues using recommendations from the finance

committee of the board. Membership level and dues will reflect varying levels based on individuals, member organizations, and supporting organizations.

Section 7. Membership Benefits. To be determined by the Board of Directors.

Section 8. Good Standing. Individuals that are deemed a member and are current with dues will be considered members in good standing.

Section 9. Removal of Members. If a member makes a unilateral decision to bind the organization and they are not otherwise so empowered, they are subject to removal by a majority vote of the Executive Board.

ARTICLE X. PARLIAMENTARY AUTHORITY

Except as otherwise provided in these Bylaws, Robert's Rules of Order (Newly Revised) shall be the parliamentary authority of Cubanos Pa'lante.

ADOPTED this 28 day of March 2023.

Signature:



Printed Name: Cynthia Perez

Title: Board Director