

This document outlines the governance framework of
Venezolanos y Americanos, Inc.
(dba Venamerica)

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The bylaws relating generally to the organization and transaction (or conduct) of the affairs of Venezolanos y Americanos, Inc. dba VenAmerica.

Amended and Approved by the Board of Directors of the Corporation on June 20, 2019

Whereas in April 30, 2016, Venezolanos y Americanos Inc. dba VenAmerica, was incorporated in the State of Florida.

Be it enacted as the bylaws of the Venezolanos y Americanos Inc. dba VenAmerica, the following:

1. INTERPRETATION

In these bylaws and resolutions in the name of the organization, unless the context requires otherwise:

‘Act’ means the federal laws and regulations pertinent to nonprofit organizations, and laws and regulations of the State of Florida;

‘Board’ means the Board of Directors of the organization;

‘The Corporation’ means the name of organization as incorporated under the Act;

‘Immediate family’ means parent, spouse, son or daughter and brother or sister;

‘Venezolanos y Americanos Inc., dba VenAmérica’, means the name of the organization;

2. INTRODUCTION

Venezolanos y Americanos, Inc., dba VenAmérica, is a non-profit civil association, founded in the State of Florida, on April 30, 2016, with a deeply democratic and humanistic vocation, free of partisan affiliations of any kind, respectful of the diversity of criteria and opinions, composed of people dedicated to the study, defense and promotion of democracy and the common good, as well as promoting freedom in the American continent.

As a non-profit organization, our assets and income will only be used to promote our purposes and corporate programs, established below. However, we may make payments to employees, consultants and independent contractors, for the services

rendered to the organization. Our Directors do not receive any compensation. The corporation will reimburse Directors any justified expenses related directly with the organization.

The Organization will only carry out activities in accordance with the purposes contained in section 501 (c) 3 of the Internal Revenue Code as now established or hereinafter modified and will not contribute at any time to the promotion of purposes related to political parties or promotion of candidates to public offices.

3. HEAD OFFICE

The head office of the name shall be in the name of city or county, at such place therein as may from time to time be determined by the Board.

The principal address is: Venezolanos y Americanos, Inc. dba VenAmerica:

8300 NW 53 St. Suite 350, Doral, FL. 33178

4. TERRITORIAL SCOPE

VenAmérica shall have scope in the State of Florida and any other area where the programs are consistent with the mission of the organization.

5. CORPORATE SEAL

The seal impressed below this bylaw shall be the corporate seal of the name.

6. MISSION AND PURPOSE

Our organization will use all means of dissemination to promote democracy and defense of human rights in America and especially in Venezuela. It will ensure compliance with the established and adopted Universal Declaration of Human Rights of the Assembly of the United Nations.

VenAmérica will promote research on the influence of totalitarian policies in the American continent, which undermine the establishment of a lasting democracy, and

with our actions we plan to contribute to the sustainable development of the peoples of the Americas.

It is proposed that forums and events be held to analyze the main problems affecting the region, especially in the case of Venezuela, and that civic training workshops will be held to ensure the active participation of the population in the defense of its fundamental principles, duties and rights.

Special attention will be given to help organize and assist the Venezuelan Diaspora for its reintegration into the receiving countries; the identification of talents who have emigrated and promote their return to the country for the achievement of their integral recovery.

VenAmérica plans to establish links with national and international organizations dedicated to promoting the defense of democracy, rights and promotion of civil society in decisions of public interest.

7. MEMBERSHIP

7.1. The Corporation has five categories of members: Active, Advisors, Benefactors, Volunteers and Honorary.

7.2. Active members. These are those registered and admitted to the Corporation as such, in accordance with the VenAmérica members Regulations, approved by the Board of Directors. The active members are the only members of the General Assembly, and they will pay the monthly membership fee established by the corporate regulations.

Active member status is lost due to voluntary retirement, death, non-compliance with the obligations established in these Bylaws and in the Regulations of the Corporation, and by exclusion agreed by the General Assembly of active members of the Corporation.

7.3 Advisory members. They are those appointed by the Board of Directors to advise in some specialty or area the General Assembly, the Board of Directors or the different work teams of the Corporation. The Advisory members may become Active members without the approval of the Board of Directors, simply by expressing their willingness to be and by meeting the requirements established in the Regulations of members of the Corporation.

7.4. Benefactor members. They are those who contribute periodically with the finances of the Corporation. The Benefactor members may become Active members without the approval of the Board of Directors, simply by expressing their willingness to be and to meet the requirements established in the Regulations of members of the Corporation.

7.5. Volunteer members. They are those who, without being active members of the Corporation, are admitted by the Board of Directors to collaborate with the activities of the Board of Directors or of the different work teams. Volunteer members may become Active members without the approval of the Board of Directors, simply by expressing their willingness to be and to meet the requirements established in the Regulations of members of the Corporation.

7.6. Honorary members. Are those persons so designated by the Board of Directors, to honor them or recognize their merits, are people who have contributed to the Corporation or the objectives it pursues.

8. GENERAL ASSEMBLY

The General Assembly is the highest management body of the Corporation, and only it can change or modify the Statutes. Their decisions taken legally are valid for all its members, even those who were absent or voted against.

8.1. Powers of the General Assembly

To receive and deliberate on the Annual report delivered by the Board of Directors.

To establish policies, approve or modify the goals and programs of social and economic expansion, that are presented annually by the Board of Directors.

To discuss, analyze, and to approve or reformulate the annual budget of the Corporation, prepared by the Board of Directors.

To evaluate the results of the management carried out in the previous fiscal year, and to approve the balance sheet, and other financial statements.

To appoint and/or remove the members of the Board of Directors.

To resolve consultations made by the Board of Directors.

To approve and/or modify the bylaws of the Corporation.

Any other activity not provided for in these Bylaws, in their capacity as the highest authority of the Corporation.

8.2. Ordinary General Meeting

The General Assembly will hold ordinary meetings during the first quarter of each year.

8.3. Extraordinary General Meeting

The General Assembly may hold extraordinary meetings in the time, date and place indicated by the Board of Directors, or by a majority of the active members of the Corporation. The Extraordinary Assembly meeting will address the topics for which it was convened, with the capability, at the beginning of the meeting, to incorporate new topics or discard others.

8.4. Announcements

The meetings of the General Assembly will be convened by the President through a notice posted on the Corporation's website, or in writing addressed to all active members. The call will indicate the purpose of the meeting, the date, place and time of the meeting. If all the active members of the Corporation agree, the General Assembly can be convened for any time, place, time and purpose.

The ordinary meetings of the General Assembly shall be announced at least thirty (30) days in advance, and the extraordinary meetings shall be announced at of eight (8) days.

8.5. Operating Quorum

The General Assembly will be declared installed when half plus one of its active members are present. If the required assistance is not achieved at the time set for the start of the Assembly, it will be reconvened for an hour later, in which case the deliberations with the active members present will begin. Once the Assembly begins, the decisions will be made by half plus one of the members present.

8.6. Minutes of the meetings

Minutes of the meetings will be drawn up from each gathering of the General Assembly. The minutes which will contain the resolutions adopted and an extract from the deliberations. The minutes will be recorded in a special book that will be

kept by the Secretary of the Board of Directors. The minutes will be signed by the members of the Board of Directors.

9. BOARD OF DIRECTORS

. 9.1 Powers

The Board of Directors is the highest executive body of the Corporation that will govern the affairs of the same. It is composed of nine (9) Directors elected by the General Assembly, from among the active members of the same.

9.2. Eligibility

Any member of the Corporation is eligible to be a Director, provided that:

- a) She or he is an Active Member of the Corporation.
- b) She or he is not an employee of the Corporation.
- c) She or he is proficient both in the Spanish and English language.
- d) She or he is legally competent to conduct business, and establish contracts under the laws of the United States of America.

9.3. Terms

The Directors will hold the position for a period of two (2) years, as long as they remain eligible under the terms of article 9.2. No Director shall be eligible for more than two consecutive terms. A Director who has completed two consecutive full terms will not be eligible to serve again as Director until one (1) year has passed, after which she or he may choose to serve up to two (2) other consecutive periods; If such Director wishes to be elected again, she or he must let one (1) year pass.

9.4. Mandates

As soon as these bylaws enter into force, and during the immediate Ordinary Assembly meeting, five (5) of the Directors will be elected for two (2) years and four (4) of the Directors will be elected for one (1) single year. The five (5) Directors who obtain the highest voting will be considered elected for two (2) years. If there is a tie in the number of votes that prevents determining which are five (5) elected for two (2) years, it will be resolved by lottery during the General Assembly meeting, once the vote is totalized.

In the second year's General Assembly Meeting after these Bylaws have been approved, a voting will occur to replace those four (4) Directors whose period of one (1) year has expired. Thereafter, all new Directors will be elected for two (2) years.

9.5. Directors Vacancies

If during the course of the year, before the next meeting of the Ordinary General Assembly, the vacancy of a Director occurs, the Board of Directors, by majority of its members, will choose who has to fill the vacancy until the next meeting of the Ordinary Assembly. The following Ordinary Assembly will fill the vacancy for one year, if that is the time remaining for the holder to be filled, or for two (2) years, if this was already in its second year of Directorship.

9.6. Removal of a Director

A Director will automatically cease in his position:

- a) if it ceases to be eligible, under the terms of article 9.2 of these bylaws.
- b) If it is decided by a two-thirds majority of the members of the Board of Directors, at a meeting duly convened for that purpose.

9.7. Conflict of interests

When a Director has any pecuniary or personal interest, direct or indirect, in any matter, or in any other way has a conflict of interest with the Corporation, she or he must disclose the interest in the immediate Board of Directors meeting, in compliance with by the rules that govern non-profit organizations in the United States. Such Director must disclose her or his interest and the general nature thereof, before considering the matter in the respective meeting. In this case, such Director will not take part in the discussion or voting on the point in conflict, nor can it in any way, before, during or after the meeting, influence the voting on that issue. The onerous or personal nature, direct or indirect, of a member of the immediate family of the Director with the interests of the Corporation, must also be considered of the pecuniary interest thereof. When a Director has accepted to preside over another Corporation with its mission, vision or objectives similar to those established in these Bylaws, she or he will immediately cease her or his functions and status as to

Director in this Corporation. The Board of Directors to make the corresponding final decision which are binding for all parties.

Each declaration of interest and the general nature thereof shall be recorded in the minutes of the respective meeting.

9.8. Remuneration of Directors.

The Directors will not receive remuneration for their performance, nor will they directly or indirectly obtain any financial benefit for their position. However, Directors may receive reasonable compensation for duly supported expenses incurred in the performance of their duties.

9.9. Powers of Directors

The Directors acting jointly, as the Board of Directors, shall have all the faculties enshrined in these Bylaws, however, no individual Director shall have the authority to act on behalf of the Board of Directors with respect to the agents or employees of the Corporation, and with respect to the transaction of the matters thereof, except as provided by a resolution of the Board of Directors. Each Director of the Corporation shall exercise his powers and perform the duties of his office with honesty, good faith and in the best interest of the Corporation; will act with the care, diligence and expertise that a reasonably prudent person would exercise in similar circumstances. The Board of Directors shall elect annually, at the first meeting held after the Ordinary General Assembly: A President, a Vice President, a Secretary and a Treasurer among its members, as officers of the Corporation.

9.10. President

The President is the top representative of the Corporation and will preside, when present, the meetings of the General Assembly, the Board of Directors and the Executive Committee, as well as other meetings of the same. The President shall monitor and supervise the management of the Corporation, sign the Statutes, resolutions and other documents that require her or his signature.

9.11. Vice-President

The Vice-President will collaborate with the President in the exercise of his powers and will preside over the meetings of the Corporation when he is absent, in addition to exercising the powers and duties delegated to him by the President. The Board of Directors, in the absence of the President and the Vice President, shall appoint an interim President from among its Directors.

9.12. Secretary

The Secretary He will be responsible for the minutes of the Corporation, as well as his books; will be responsible for giving the notices, maintaining the corporate seal and making the record of all the meetings of the General Assembly and the Board of Directors; will sign together with the President the minutes of the minutes and exercise the other functions assigned by the President or the Board of Directors.

9.13. Treasurer

The Treasurer shall keep a complete and accurate accounting of the income and expenses of the Corporation in the accounting books, and shall deposit all the money and other effects of value, in the name of the Corporation in the banking entities.

The Treasurer, under the direction of the Board of Directors, will be responsible for the disbursement of the funds of the Corporation, having the appropriate vouchers and will report periodically to the Board of Directors, as well as to the Ordinary General Assembly or the Extraordinary General Assembly, when so required.

9.14. Meetings

Meetings of the Board of Directors may be held on the date, time and in the place that it determines, within the territorial jurisdiction of the Corporation. The Board of Directors will establish a biweekly ordinary meeting, being able to meet more frequently when required and so it is determined.

The Board of Directors may use teleconferences or web conferences as an alternative to meetings in person, but Directors shall meet in person at least three (3) times a year. Meetings may be held in a language other than English, at the discretion of the members of the Board of Directors.

9.15. Call for meetings

Meetings are convened by the President, or by the Vice President by delegation thereof, or at the request of at least five (5) Directors, through notification by email, regular mail or telephone call to each member of the Board Directive, with no less than twenty-four (24) hours in advance. When all the Directors agree, they may hold a meeting of the Board of Directors the day and time, and in the place they agree.

9.16. Quorum

The quorum will be constituted by the majority of the members of the Board of Directors, either because they are present personally or through teleconference.

Decisions will be by majority vote of those present at the meeting, by telephone or electronic format. If less than a majority of the Directors are present at the meeting, a majority of the Directors present may adjourn the meeting.

9.17. Actions of the Board absent of a meeting

Any action that is permitted at a meeting of the Board of Directors, may be taken without holding a meeting, if all the board members approve the specific action in writing. Done in this way, the decision has the same force and effect as a unanimous vote of the Board of Directors.

9.18. Minutes of the meeting.

Each action and decision of the Board of Directors will be recorded in the corresponding minutes, which will be signed by the President and the Secretary. The minute shall be kept by the Secretary in a secure book or folder, and shall be available for review by the active members of the Corporation.

9.19. Executive Director.

The Board of Directors is empowered to designate an Executive Director to manage the day-to-day affairs of the Corporation, under the directives dictated by it. The Executive Director shall hold office as of his appointment, until he is replaced by the Board of Directors or until he presents his resignation. It will render an account to the Board of Directors for the correct operation of the Corporation, in accordance with the policies established by the General Assembly or the Board of Directors. The Executive Director shall be responsible for the organization of the work of the Corporation, the supervision thereof, the direction and control of all the personnel employed, in accordance with the personnel policies established by the Board of Directors. The Board of Directors may delegate to the Executive Director the administrative function of the funds of the Corporation, for which reason the latter will be responsible for the correct use of said funds, in accordance with the established regulations.

9.20. Executive Director as Officer

The Executive Director is an officer of the Corporation. He must attend, with voice but without vote, meetings of the Board of Directors, when summoned for that purpose. The Executive Director will attend the meetings of the Executive Committee.

9.21. Compensation.

The members of the Board of Directors, the Executive Director, and the officers of the Corporation who manage assets thereof, shall be indemnified and insured for the management of the funds of the Corporation, particularly:

- a) All costs, charges and expenses incurred by way of action, demand or procedure that is introduced or is continued against them, or by the actions taken by them, in the execution, in good faith, of the duties of their charges.
- b) All other costs, charges and expenses incurred in relation to the affairs of the Corporation, with the exception of costs, charges or expenses that are caused by their own deliberate negligence or by their defect.
- c) The Corporation may subscribe a liability insurance policy, for the purposes of that referred to in this article.

9.22. Executive Committee.

For the greater efficiency of its operation and action, the Board of Directors may appoint an Executive Committee for the management of daily life, composed of the President, the Secretary, the Treasurer and the Executive Director, who has a voice but no vote in the deliberations of the Body, although he is obliged to attend.

9.23. Appointment of employees of the Corporation.

The Executive Director may designate the employees of the Corporation, and must report such designations to the most immediate meeting of the Board of Directors.

9.24. Work Committees.

The Executive Committee may designate the work committees it deems appropriate, with specific functions and activities that do not clash with those of other groups within the Corporation. These specialized committees will cooperate with the corresponding Directors. Likewise, the Board of Directors may designate ad hoc committees with the duties and faculties it deems appropriate, and records of its activities and recommendations will be kept, and reports will be submitted to the Board of Directors with the periodicity that this requires.

10. FINANCIAL ADMINISTRATION

10.1. Fiscal year.

The fiscal year of the Corporation shall be from the first (1) of January to the thirty-first (31) of December, but may be changed by decision of the Board of Directors.

10.2. Signature of checks and other financial instruments.

All checks, payment orders, deposit receipts, obligations, bills of exchange and insurance certificates shall be signed or endorsed by the President, the Treasurer or another person fully authorized by the Board of Directors. The President and the Treasurer are duly authorized by these bylaws to sign financial instruments on behalf of the corporation, which are included in the annual budget, and any other payment no exceeding \$ 5,000.00. Payments above \$5,000.00 must be approved by a majority of the Board of Directors. Such authorization may be requested and approved during a regular Board meeting, or by writing via e-mail or any other means of written communication.

10.3. Deposits and accounts.

All funds received by VenAmérica will be deposited in the bank accounts of the Corporation, or in trusts, if the Board of Directors so decides.

10.4. Investments.

The Executive Committee of the Corporation is empowered to decide the placement of funds in high-quality financial instruments, such as certificates of deposit and Treasury bonds. Any investment of the Corporation's funds in fixed or movable assets with a value greater than two thousand dollars (\$ 2,000.00) will require the approval of the absolute majority of the members of the Board of Directors.

10.5 Credits to third parties.

The Corporation will not make loans, extension of credit or guarantees of any kind to Directors, officers, employees, members or third natural or legal persons.

10.6. Use of confidential information.

No Director, officer or employee of the Corporation may use the confidential information obtained by reason of their activities, for their personal benefit, for that of another organization to which they are linked, or to the detriment of the Corporation.

11. BOOKS AND RECORDS

11.01. The books of the Corporation

The Corporation shall have the books and records that the Board of Directors deems appropriate, beyond the Minutes Book of the General Assembly, the Minutes Book of the Board of Directors and the Minutes Book of the Executive Committee. These books will be in charge of the Secretary and will contain a copy of the certificate of constitution and of these Statutes.

11.2. Inspection of Books and Records

All books and records of the Corporation may be inspected by an active member, for any purpose and at any reasonable time, when requested in writing.

12. PUBLIC DECLARATIONS

12.1. The authority to make statements.

No person, except the President or the person in which he delegates, is authorized to make public statements, whether written or oral, purporting to represent the official policy, position or opinion of the Corporation. The authorizations to a member or members of the board to, make public statements to a Director, may be granted by the President for each particular case, or they may be delegated in a broad manner, specifying issues and some other limitations.

12.2. Limitation of interventions.

Any person who is authorized to make a public statement on behalf of the Corporation, whether written or oral, who claims to represent the Corporation's official policy, should make it clear, first of all, that they are representing the Corporation. Thereafter, throughout the entire presentation, it will be limited to addressing those matters that have been duly delegated, not having to present or present simultaneously to another Corporation, group or organization, nor present their own personal points of view.

13. POSTPONEMENT OF MEETING AND ERRORS OR OMISSIONS IN THE NOTICE

13.1 Notice

A new notice of any adjourned meeting of the General Assembly, the Board of Directors, the Executive Committee or its committees will not be necessary, if the

date, time and place of the postponed meeting has been announced at the meeting that was suspended, and if this has been correctly recorded in the minutes of said meeting.

13.2. Business treatment in a meeting

Any matter that should have been considered in a meeting that was postponed, and that could have been decided in it, can be addressed at the meeting that replaces the postponement.

13.3. Errors or omission in the notice

An accidental error or omission in the announcement of a meeting, or the failure to receive notification by the administrator or the auditor, or any error in the notice that does not affect the fundamental, will not invalidate the meeting nor annul the procedure and decisions that are taken in it.

Any Director, active member, or the Auditor of the Corporation may waive the notification of said meeting, and may ratify and approve the decisions and procedures agreed upon in said meeting.

14. AMENDMENT OF BYLAWS.

The Bylaws of the Corporation may only be modified or repealed by decision of the General Assembly, with the approval of at least two thirds of the active members present at the meeting, which shall be convened for the purpose of considering said proposal.

Only a total or partial reform or repeal of the Bylaws can be addressed in a General Assembly, without prior announcement for that particular issue, when all of those present active members agree.

Once the General Assembly rejects a proposal to modify or repeal the Bylaws in a certain sense, the matter can only be addressed again by another General Assembly, convened expressly for such reason, and within a period of not less than three months.

15. DISSOLUTION OF THE CORPORATION

The corporation may be dissolved only with the vote of two thirds (2/3) of active members present in a special General Assembly meeting called by the Board of Directors.

- a) To this effect a petition must be filed in writing and signed by a majority of the active members of the corporation. Such petitions must be motivated, that justifies the calling of a special extraordinary General Assembly meeting.
- b) Such petition must be delivered to the President of the corporation, who immediately will notify the members of the Board of Directors, in order to establish a date, time and place of an extraordinary meeting of the General Assembly, which only purpose will be to consider the proposal to dissolve the corporation.
- c) For the purposes of this special meeting, a quorum of at least 75% of active members has to be satisfied, and a vote of at least two thirds of members present.
- d) Once approved, the President of the Corporation with instruct the Secretary of the Board, to make all notifications requited by law, both at the state level and at the federal level.
- e) The Board will proceed to make payments of existing financial obligations with third parties (employees, suppliers, landlords, etc.) any funds balances in bank accounts, trusts, etc., as well as corporate fixed assets, or properties will be liquidated at fair market value, and the funds obtained from such liquidation, will disbursed by the Board of Directors to an established Charity or Charities recognized by the Internal Revenue Service. Such decision of the Board, minutes will be written and distributed by any means of written communication, including email and the corporation's web page, to notify existing active members of such disbursement (s). The recipient of any funds from the liquidation of the assets, must provide the corporation with the corresponding receipt.
- f) The President and Treasurer of the corporation must ensure that income tax filings and other required filings before local, state and/or federal regulators, are made in a timely matter.
- g) The Board of Directors shall write a detailed report of all related activities to the liquidation of the corporation. Such report will be available to any active member upon written request to the President of the Corporation.

16. APPLICABLE LAWS

The corporation is subject to the laws of the State of Florida, and Federal law in all matters related to Non-For-Profit organizations.

Any legal matters or controversies between the corporation and third parties will be handled through mediation or arbitration preferably, and if no resolution to such conflict is achieved, through State court or Federal court, whichever has jurisdiction on the matter.

The above By-Laws were approved by the Board of Directors of Venezolanos y Americanos, Inc. dba VenAmérica, this June 20, 2019.

By:

Luis Corona, President and Chairman of the Board.

Gonzalo Aguerrevere, Executive Director and Secretary

Nelly Arguello, Director

Carlos M. García, Treasurer and Director

Horacio Medina, Director

Ángel Navarro, Director.

Paciano Padrón, Director.

Ivan Ramos, Director.

Antonio Rivero, Director.