

STATUTES AND ARTICLES OF INCORPORATION



COLOMBIAN AMERICAN ASSOCIATION OF
FLORIDA INC., ASOCOL



COLOMBIAN AMERICAN ASSOCIATION OF FLORIDA INC., ASOCOL

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CHAPTER I

NAME, ADDRESS, OBJECTIVE, LANGUAGE, AND DURATION

Article # 1 The entity will be called "COLOMBIAN AMERICAN ASSOCIATION OF FLORIDA, INC."; its abbreviation will be "ASOCOL", and it will be identified in the statutes as "The Association"

Article # 2 The Association will have as headquarters the city of Tampa, Florida, and its radius of action will be the State of Florida.

Article # 3 The Association is a non-profit organization, created with the purpose of:

- a. Develop and maintain the spirit of brotherhood among all Colombians by birth, adoption, or affinity;
- b. Establish, stimulate, and promote the exchange with other associations according to the regulations that are approved for this purpose;
- c. To be a consultative, guiding, and supporting body for the Colombian and Latin American community, promoting, and driving the improvement of their social, economic, and intellectual conditions;
- d. Serve as a representative organization before government entities in pursuit of obtaining the rights contemplated in federal, state, and local laws and agreements (understood as local those concerning the County and the Municipality);
- e. Exalt all those people and institutions that are distinguished by their contributions to the achievement of the objectives of the Association.



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Article # 4 The Association's official languages are Castilian (Spanish) and English.

Article # 5 The Association has an unlimited duration.

Subsection A. The dissolution of the Association may be decided by the active members and will abide by the laws of the State of Florida.

Subsection B. The funds available at the time of dissolution may only be allocated in accordance with the laws of the State of Florida.



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CHAPTER II

MEMBERS

Article # 1 The Association will be formed by four classes of members, namely:

Founding Members
Active Members
Distinguished Members, and
Honorary Members.

Article # 2 Founding Members are all those who contributed to the initiation of the Association.

The following people are recognized as founding members:

Enrique Ballestas
Luz Buitrago
Gabriel Castaño
Yasmin Cónguta
Jorge Manrique
Germán Parra
Alberto Pastrana
Ernest Zota.

Article # 3 Active Members are all those persons or entities that meet the requirements established by these statutes and the admission procedures established by the Vice-Presidency of Admissions, and that are in good standing with the treasury of the Association.



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Any person or entity of Colombian origin may be an active member of the Association, with a relationship of consanguinity or affinity with Colombian citizens, and who meets all the requirements demanded according to the admissions regulations approved by the Board of Directors.

Subsection A. Race, religion, political creed, or social position shall not be reasons to prevent an applicant from becoming an active member of the Association.

Subsection B. Any active member can be expelled from the Association by the majority of votes of the members attending a General Assembly.

Subsection C. The spouses of the active members will be considered on equal terms with the active members when it comes to participating in the activities, according to the regulations prepared and approved by the Board of Directors.

Article # 4 Distinguished Members are those who, being active members, have worked exceptionally for the benefit of the Association, contributing to its aggrandizement. The Vice Presidency of Admissions will regulate the selection of distinguished members.

Article # 5 Honorary Members are those persons or entities that, without belonging to the Association, have contributed in an outstanding way to its aggrandizement. The Vice Presidency of Admissions will regulate the selection of Honorary members.



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CHAPTER III

DIRECTION, ADMINISTRATION, AND CONTROL

Article # 1 Except for legal requirements, the direction, administration, and control of the Association is in charge of the General Assembly, the Board of Directors and its executives, and the different committees.

Article # 2 The General Assembly, made up of active members, is the highest decision-making authority of the Association. The General Assembly will meet in its own right, during the month of September of each year and extraordinarily when called by the Board of Directors or by written request to the Board of Directors of a third of the active members. In case one-third is not equal to a whole number, the math rules for rounding amounts will be used.

Subsection A. The sessions of the General Assembly will be called by the President of the Board of Directors, who will preside and direct them. It is the prerogative of the President to delegate these functions to another member of the Association.

Subsection B The General Assembly shall be considered constituted with the attendance of any number of members with the right to vote, including proxy votes.

Subsection C. The General Assembly will elect by secret vote, or by acclamation, the members of the Board of Directors, who will direct the daily activities of the Association.



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Subsection D. ~~The General Assembly will choose an active member as Auditor, who will watch over the appropriate management of the funds, statutes, and regulations of the Association. This Auditor will participate at his discretion in the meetings of the Board of Directors with the right to speak and vote. The Assembly has the right to permanently verify the correct development of the Association's activities, with adequate control of the fulfillment of the functions of the Board of Directors, the Assembly itself, and the development of its social objective in accordance with the legal and statutory provisions, the position of Fiscal Auditor is provided as control of legality and in practice also with advisory functions. The Statutory Auditor will also appoint the Nominating Committee two months before the election date. Preferably, Ex-Presidents or ex-members¹~~

Subsection E. The call to the Extraordinary General Assembly will be made known to all members in writing, no less than thirty (30) days prior to the date of the meeting. This notification will include, in addition to the date and place, the agenda to be discussed during the Assembly. The meeting will be called for an appropriate date and time to facilitate the attendance of the majority of the members.

Subsection F. The meetings of the General Assembly will take place in the city of Tampa, State of Florida, or where the Board of Directors determines, for the benefit of the maximum possible attendance.

Subsection G. In the extraordinary meetings of the General Assembly, only the topic(s) that were the reason for the call will be discussed.

Subsection H. The decisions of the General Assembly will be determined by the vote of the absolute majority of the voting members. This includes proxy votes.

Article # 3 The Board of Directors is the executive body of the Association. The Board of Directors will manage the daily activities and will be responsible for the management of operations. The Board of Directors will prepare, approve, and manage the annual budget for expenses and income. It will consist of seven (7) active members elected in the General Assembly by the majority of the votes cast.

¹ General Assembly of September 24, 2000



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Subsection A. The members of the Board of Directors must take office within thirty (30) days following their taking office.

Subsection B. The Board of Directors will be made up of the following members, in hierarchical order:

- 1 President
- 1 Executive Vice President
- 1 General Secretary
- 1 Treasurer
- 1 Vice President of Admissions ~~1 Vice President of Finance,~~²
and 1 Vice President of Public Relations.

Subsection C. The Board of Directors will meet in ordinary sessions, at least once a month.

Subsection D. The Board of Directors, through the President, will summon the members of the Association to the General Assembly.

Subsection E. The Board of Directors is empowered to create temporary committees and employ the personnel it deems necessary to achieve the objectives of the Association.

Subsection F. The Board of Directors is empowered to temporarily create vacancies for its members, with active members of the Association, until the expiration of the term for which they were elected.

Subsection G. The members of the Board of Directors shall not receive salary or compensation for their work for the Association.

Subsection H. The members of the Board of Directors may be removed from their positions with just cause, by the majority of the votes cast in a General Assembly.

² General Assembly October 25, 1999



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Subsection I. The members of the Board of Directors may not belong to the Board of Directors of another organization in the Tampa Bay area.

Article # 4 The President of the Board of Directors will be, at the same time, the President of the Association, and his official spokesperson.

Subsection A. The President shall be elected for a period of two (2) years and may be re-elected for periods of two consecutive years³.

Subsection B. The President will chair the meetings of the Board of Directors and the General Assembly and will act as a consultant to the different committees. He will be an adviser to the Board of Directors with voice, but without a vote, for one (1) year after the end of his term(s).

Subsection C. The President will authorize with his signature, all the minutes of the sessions of the General Assembly, the Board of Directors, checks, accounts, notes, and receipts presented by the Treasury, Secretary, or Committees, within the assigned budget.

Subsection D. The President will have a handling bond, which will be paid with Association funds.

Subsection E. In the event of the death, resignation, dismissal, or incapacity of the President, the Executive Vice President shall assume the presidency until the expiration of the President's term.

Article # 5 The Executive Vice President is the second person in the hierarchy within the organization and will replace the President in his temporary or permanent absence. He will oversee internal relations. He will be elected for a period of two years and may be re-elected. For periods of 2 consecutive years.⁴ He will oversee choosing the directors of the different committees and will have a voice and vote on their decisions.

³ General Assembly of September 25, 2004

⁴ General Assembly of October 25, 1999



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Article # 6 The Secretary-General is the third person in the hierarchy within the organization. He will act as Secretary of the Board of Directors and of the General Assembly.

Subsection A. He will oversee all the files of the Association. He oversees stamps and documents not assigned to other executives.

Subsection B. He will prepare the summons to the meeting of the Board of Directors and General Assembly, as well as the minutes of these meetings.

Subsection C. He will sign the corresponding letters and membership certificates. He will oversee the necessary employees to achieve the objectives of the Association.

Subsection D. Submit the Secretariat reports to the General Assembly and the Board of Directors.

Subsection E. The Secretary-General will hold office for a period of two years and may be reelected for consecutive periods.

Article # 7 The Treasurer is the fourth person in the hierarchy within the organization, and in charge of him will be all the accounting books of the Association.

Subsection A. The Treasurer will manage the funds of the organization according to the procedures approved by the Board of Directors.

Subsection B. He will make the corresponding payments of the commitments contracted by the Association and approved by the Board of Directors.

Incise C. He will maintain the bank accounts of the Association and will be the depositary of the goods and belongings.

Incise D. He will sign with the President, the checks of the organization.

Subsection E. The Treasurer will have a management bond, which will be paid with funds from the organization.



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Subsection F. The Treasurer will hold office for a period of one (1) year and may be re-elected for periods of one consecutive year⁵.

Article # 8 The Vice Presidents of Admissions and Public Relations will be the fifth and sixth people in hierarchy within the organization, respectively. They will hold office for a period of two years and may be re-elected for periods of two consecutive years⁶.

Subsection A. The Vice President of Admissions will be in charge of everything related to the study and evaluation of admission applications, in accordance with the regulations approved by the Board of Directors.

Subsection B. The Vice President of Public Relations is responsible for informing the community of the activities and objectives of the Association, in accordance with the regulations approved by the Board of Directors.

Article # 9 The Association will have local committees, which may be permanent or temporary. Local committees are those organized in the Tampa Bay area.

Subsection A. The youth and cultural committees are permanent. And the Standing Committee on Events and Community Assistance⁷.

Subsection B. The temporary committees will be organized when the need is required and will be for a fixed term and for a specific purpose.

Subsection C. The committees will be made up of active members of the Association, their spouses, and children.

Subsection D. All committees will be directed by an active member of the Association, selected by the Executive Vice President, and ratified by the majority of votes of those attending the meeting of the Board of Directors where their selection is presented for consideration.

5 General Assembly of September 27, 1998

6 General Assembly of October 25, 1999

7 General Assembly of September 30, 2001



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Subsection E. The other members of the committees will be chosen by the director of the committee among the active members, their spouses, and children, and ratified by the majority of the votes of those attending the meeting of the Board of Directors where their consideration is presented. choice.

Subsection F. The members of the committees can be replaced before the expiration of their terms at the request of the director of the committee. The majority of votes of those attending the meeting of the Board of Directors, where their removal is presented for consideration, will be necessary.

Subsection G. The committees will have the functions for which they were created and regulated. The Board of Directors reserves the right to modify these functions at its discretion.

Subsection H. The Director of the committee will have a voice, but no vote, before the Board of Directors, in the discussion of any matter related to his committee.

Subsection I. The Director of the committee must submit work reports when required by the Board of Directors.

Subsection J. The Director of any temporary committee will take office before the Board of Directors and its members must do so before the Director of said committee.

Subsection K. The Director of the committee may be replaced before the expiration of his term at the request of the Executive Vice President before the Board of Directors, if approved by majority vote.

Subsection L. The members of the permanent committees will be chosen for a period of one (1) year and may be ratified in their positions indefinitely. The members of the committees must continue in their functions until their replacements have taken office.

Subsection M. Participation as members of the committees is voluntary. However, members must understand the need for their involvement to achieve the objectives of the Association.

Article # 10 The Association will have Regional Chapters.



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Subsection A. Regional Chapters are those formed in regions or cities outside the Tampa Bay area.

Subsection B. Regional Chapters may only be organized where there are ten (10) or more active members of the Association.

Subsection C. The Regional Chapters will have a Board of Directors, composed of the President, Vice President, Secretary, Treasurer and Prosecutor.

Subsection D. The Regional Chapters may organize permanent and temporary committees, if required for their operation. These committees must be organized as provided in article # 9 of this chapter.

Subsection E. The President of each Regional Chapter, or his delegate will have a seat on the Board of Directors of the Association with voice and vote.

Subsection F. The Regional Chapters will regulate their operations, including the meetings of their Board of Directors and Regional Assemblies.

Subsection G. The Regional Chapters will develop their own budget and programs.

Subsection H. The programs, objectives and mission of the Regional Chapters shall adhere to those of the Association and to the laws of Florida for non-profit organizations.

Subsection I. The President of the Association, by his own right, may attend with voice and vote the meetings of the Board of Directors and Regional Assembly.

Subsection J. The Assembly of each Regional Chapter will approve the annual budget prepared by the Board of Directors of the respective chapter.

Subsection K. The Regional Chapters will contribute one third of the value of the dues paid by the members of that chapter, and with ten (10%) percent of the net income settled annually.



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Subsection L. All activities, advertising, bank accounts and correspondence of the Regional Chapters will have the Logo,

The name of the Association (Colombian American Association of Florida, Inc., ASOCOL) and the name of the Regional Chapter.

Subsection M. All the activities and regulations of the Regional Chapters must adhere to the statutes of ASOCOL.

Subsection N. The Regional Chapters must submit to the Board of Directors of the Association the copies of the budgets and the approved activities or programs.

Article # 11 *The Statutory Auditor*⁸ will be chosen for a period of one (1) year and may be reappointed for an additional period. The Statutory Auditor should preferably be a person with experience in the position and/or knowledge of managing statutes and parliamentary procedures.⁹

Subsection A. The Statutory Auditor will be in charge of reviewing the treasury reports, which will require his signature to verify their validity.

Subsection B. The Statutory Auditor will have access to all the documents of the Association, which he may request from the respective official.

Subsection C. The Statutory Auditor will attend the meetings of the Board of Directors when he deems it appropriate.

Subsection D. The Statutory Auditor shall prepare reports to the members and to the Board of Directors, when deemed appropriate.

Subsection E. The necessary expenses for the exercise of the functions of the Statutory Auditor will be provided by the Association's budget.

⁸ General Assembly of October 25, 1999

⁹ General Assembly of September 24, 2000



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Subsection F. The Statutory Auditor will participate in the meetings of the Board of Directors with the right to speak. ^{10,11}

Subsection G. The election will be held in the Assembly by absolute majority (half plus one) for periods of two years and in any case, may be removed at any time by vote of the representatives of the Assembly and will report to the Assembly.

Subsection H. The Statutory Auditor has the right to intervene without vote in the Assemblies, the Boards of Directors and the committees or special programs and may also inspect at any time the accounting movements, minutes, correspondence, agreements and other documents and archives of the Association.¹²

CHAPTER IV

AMENDMENTS TO BYLAWS AND ARTICLES OF INCORPORATION

Article # 1 These statutes can be changed by the absolute majority of the voting members in the General Assembly, or by the majority of votes of the Board of Directors, as long as all active members have been notified, in writing and with ten (10) days in advance of the meeting where those changes are going to be discussed and voted on, whether it is a General Assembly or a meeting of the Board of Directors.

Article # 2 The articles of incorporation may be modified with the vote of two thirds (2/3) of the attending members. Any modification of the articles of incorporation will only be made within the laws of the State of Florida. Before submitting proposed changes to the articles of incorporation, the Board will seek the services of an attorney to advise as to the legality of the proposed change(s). No change to the articles of incorporation will be presented for the consideration of the General Assembly, if this legal advice requirement has not been met.

¹⁰ General Assembly of October 25, 1999

¹¹ General Assembly of September 24, 2000

¹² General Assembly of September 24, 2000