

736359

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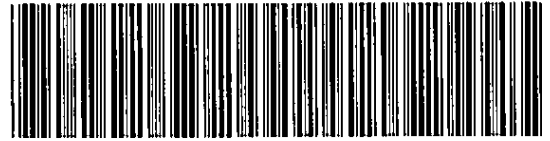
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AUG 22 2021
ALBRITTON

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: COLOMBIAN-AMERICAN CHAMBER OF COMMERCE OF GREATER MIAMI, INC.

DOCUMENT NUMBER: 736359

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Juan M. Gers

(Name of Contact Person)

COLOMBIAN-AMERICAN CHAMBER OF COMMERCE OF GREATER MIAMI, INC.

(Firm/ Company)

7791 NW 46 STREET

(Address)

MIAMI, FLORIDA. 33166

(City/ State and Zip Code)

mlosada@colombiachamber.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

MARGARITA LOSADA

305

4462542

at

(Name of Contact Person)

(Area Code)

(Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- \$35 Filing Fee \$43.75 Filing Fee & Certificate of Status \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is Enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Articles of Amendment
to
Articles of Incorporation
of

COLOMBIAN-AMERICAN CHAMBER OF COMMERCE OF GREATER MIAMI, INC.

(Name of Corporation as currently filed with the Florida Dept. of State)

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

_____ *The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.*

B. Enter new principal office address, if applicable:
(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:
(Mailing address MAY BE A POST OFFICE BOX)

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D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent: _____

(Florida street address)

New Registered Office Address:

_____. Florida _____
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V = Vice President; T = Treasurer; S = Secretary; D = Director; TR = Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____
2) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____
3) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____
4) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____
5) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____
6) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____

E. If amending or adding additional Articles, enter change(s) here:

(attach additional sheets, if necessary). (Be specific)

1.) Adding New ARTICLE 3: _____

ARTICLE III. CORPORATE GOVERNANCE. The Rules of Ethics and Good Corporate Governance of the Colon

2.) Modifying ARTICLE 4 _____

Section 4.2. Categories of Members. The Chamber ' s membership at large will be comprised of the following c.

3.) Adding New Section to ARTICLE 4: _____

Section 4.4 Alternate representative of a Member. Only Business Entities, Financial Institutions or Trustees, companies/orgar

4.) Modifying ARTICLE 6:

Section 6.3. Place. Meetings of members shall be at the time and place or format designated by the Board of Directors from tit

5.) Modifying ARTICLE 6:

Section 6.4. Notice. Written notice stating the place, day, and time of each annual meeting of members must be delivered to e

6.) Adding New Section to ARTICLE 6:

Section 6.9. Alternate representative Member Participation. The principal and alternate members shall be summoned to the m

7.) Modifying ARTICLE 7:

Section 7.12. Place of Meetings; Participation. Regular and special meetings of the board of directors may be held virtually on

8.) Modifying ARTICLE 7:

Section 7.13. Time, Notice, and Call of Meetings. Organizational meetings of the board of directors will be held without notice

9.) Change of Numbering Articles:

By virtue of the addition of New Article 3, the numbering of the entire Articles of Incorporation is modified. (see attachment)

The date of each amendment(s) adoption: JULY 30, 2021 if other than the date this document was signed.

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) **(CHECK ONE)**

The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.



Miami, August 3, 2021

Florida Department of State
Division of Corporations

Colombian-American Chamber of Commerce of Greater
Miami Inc.

The Colombian-American Chamber of Commerce of Greater Miami, in conformity with its own Articles of Incorporation and pursuant to Florida Law, is filing an amendment to the Articles of Incorporation that are in force as of today.

The Board of directors by unanimous vote approved the modifications and new additions to the Articles in July of the current year.

The complete and final version of the entire text of the Articles of Incorporation, after the additions and modifications, is attached to this letter, and the document is called "*Fourth Amended and Restated Bylaws of Colombian-American Chamber of Commerce of Greater Miami Inc.*"

The above referenced document contains the following amendments to the Articles currently in file, which are also explained in the Cover Letter for the Amendment Form required by the Amendment Section of the Division of Corporations of the Florida State Department, as such:

1.) Adding New Article 3:

ARTICLE III. CORPORATE GOVERNANCE

The Rules of Ethics and Good Corporate Governance of the Colombian-American Chamber of Commerce of Greater Miami, or the Rules of Ethics that modify, add or replace it, are an integral part of these Bylaws. The Code of Ethics and Good Corporate Governance of the Colombian-American Chamber of Commerce shall always define the performance and conduct guidelines of the Colombian-American Chamber of Commerce; of the members of its Board of Directors and of those aspiring to be part of it; of its officers, its employees and its members or affiliates, and its relations with the community. Additionally, it shall establish the faults and sanctions to be imposed, as well as the corresponding process in which, in any case, the effectiveness of, among others, the rights of hearing, defense, contradiction and, in general, due process must be guaranteed.



In the event of contradiction between the provisions of these bylaws and the Code of Ethics and Corporate Governance, the bylaws shall prevail. The Board of Directors shall have the power to interpret one or the other.

2.) Modifying Article 4:

Section 4.2. Categories of Members. The Chamber's membership at large will be comprised of the following categories:

- (i) Individuals.
- (ii) Business Entities, corporations, organizations or collegiate establishments for profit or not.
- (iii) Sponsors.
- (iv) Governors.
- (v) Trustees.

3.) Adding New Section to Article 4:

Section 4.4 Alternate representative of a Member.

Only Business Entities, Financial Institutions or Trustees, companies/organizations or collegiate members may have alternates. At the time of the election of the principal representative of the Member, the name of the alternate representative must be indicated, and if a change is needed, it should be informed or notified to the Chamber in the same way a name of the principal representative of the Member is changed.

The alternate must comply with the obligations provided in the by-laws particularly in Article IV and any of the requirements indicated for the principals in the by-laws.

If the Member is part of the Board of Directors, the alternate representative of the Member loses his capacity when the principal representative of the Member withdraws from the Board of Directors.

4.) Modifying Article 6:

Section 6.3. Place. Meetings of members shall be at the time and place or format designated by the Board of Directors from time to time, and those may be held within or outside the State of Florida.

5.) Modifying Article 6:



Section 6.4. Notice. Written notice stating the place, day, and time of each annual meeting of members must be delivered to each active members not less than ten nor more than thirty days before the date of the meeting. Written notice stating the place, day, time, and purpose(s) of each special meeting of members must be delivered to each active member not less than ten nor more than thirty days before the date of the meeting. Notices of meetings of members are to be delivered either personally or by first class mail or by email or any other electronic mechanism, by or at the direction of the president, the secretary, or the members calling the meeting. If mailed, the notice will be deemed to be delivered when deposited in the United States mail, with postage prepaid and addressed to the member at his, her, or its address as it appears in the Chamber's records. If sent via email, the notice will be deemed to be delivered when the delivery receipt is confirmed.

6.) Adding New Section to Article 6:

Section 6.9. Alternate representative Member Participation.

The principal and alternate members shall be summoned to the meetings of the Chamber and must indicate who will attend the meeting at the time of confirming their attendance -principal and alternate members may not attend at the same time.

7.) Modifying Article 7:

Section 7.12. Place of Meetings; Participation. Regular and special meetings of the board of directors may be held virtually or in Person, within or outside the State of Florida. Members of the board of directors may participate in board meetings through the use of any means of communication (including conference telephone or videoconference) which allows all participants to hear each other at the same time. Participation by such means constitutes presence in person at a meeting.

8.) Modifying Article 7:

Section 7.13. Time, Notice, and Call of Meetings.

Organizational meetings of the board of directors will be held without notice. The president, the secretary, or the delegate of either must give written notice of the time and place of regular and special board meetings to each director by either personal delivery or via e-mail at least three days before a regular meeting and at least five days before a special meeting or by e-mailed to the director at least three days before a regular meeting and at five seven days before a special meeting.



Notice of a meeting of the board of directors need not be given to any director who signs a waiver of notice either before or after the meeting. Attendance of a director at a meeting constitutes a waiver of notice of the meeting and a waiver of any and all objections to the place or time of the meeting, or the manner in which it has been called or convened, except when a director states, at the beginning of the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board of directors need be specified in the notice or waiver of notice of the meeting.

9.) Change of Numbering Articles:

By Virtue of the addition of New Article 3, the numbering of the entire Articles of Incorporation is modified. (See, attachment).

On behalf of the board of directors and the Colombian-American Chamber of Commerce of Greater Miami, Inc. Cordially,

Juan M. Gers
President, Board of Directors.

FOURTH AMENDED AND RESTATED BYLAWS
OF
COLOMBIAN-AMERICAN CHAMBER OF COMMERCE
OF GREATER MIAMI, INC.

ARTICLE I. NAME, HEADQUARTERS, AND MISSION

Section 1.1 Name. The name of this corporation (the "Chamber") is Colombian-American Chamber of Commerce of Greater Miami, Inc. (Camara de Comercio Colombo-Americana del Gran Miami, Inc in Spanish).

Section 1.2. Headquarters. The Chamber's headquarters office will be located in Miami-Dade County, Florida at premises approved by the board of directors.

Section 1.3. Mission. The mission of the chamber is to promote, stimulate, and develop commercial relations and other activities for the benefit of the Chamber's members and to represent the interests of the members.

ARTICLE II. OBJECTIVES

In furtherance of its mission, the Chamber will seek to achieve the following specific objectives:

- (i) Defend and stimulate democratic principles of free enterprise.
- (ii) Promote commercial relations among the members and other organizations at the local, national, and international levels.
- (iii) Defend the prestige and good name of Colombia and the United States.
- (iv) Represent and protect the general interests of the members.
- (v) Develop and maintain relations with governments and governmental agencies and organizations in Colombia and the United States.
- (vi) Develop and maintain relations with other private sector entities, associations, and organizations in Colombia and the United States.
- (vii) Assist in increasing the professional well-being and competitiveness of the members.
- (viii) Advocate integrity and professionalism in all of the members' activities.
- (ix) Promote and sponsor social, civic, and cultural activities.
- (x) Promote the permanent development and growth of the Chamber and the members.
- (xi) Stimulate the growth of the Chamber in the United States directly or through a national organization.

ARTICLE III. CORPORATE GOVERNANCE

The Rules of Ethics and Good Corporate Governance of the Colombian-American Chamber of Commerce of Greater Miami, or the Rules of Ethics that modify, add or replace it, are an integral part of these Bylaws. The Code of Ethics and Good Corporate Governance of the Colombian-American Chamber of Commerce shall always define the performance and conduct guidelines of the Colombian-American Chamber of Commerce; of the members of its Board of Directors and of those aspiring to be part of it; of its officers, its employees and its members or affiliates, and its relations with the community.

Additionally, it shall establish the faults and sanctions to be imposed, as well as the corresponding process in which, in any case, the effectiveness of, among others, the rights of hearing, defense, contradiction and, in general, due process must be guaranteed.

In the event of contradiction between the provisions of these bylaws and the Code of Ethics and Corporate Governance, the bylaws shall prevail. The Board of Directors shall have the power to interpret one or the other.

ARTICLE IV. MEMBERSHIP

Section 4.1. Eligibility. Membership in the Chamber is open to adult individuals who reside in the United States or Colombia and to business entities that are domiciled in the United States or Colombia. Individual members act for themselves in Chamber matters, and business entity members act through individual representatives whose names are submitted to and approved by the board of directors.

Section 4.2. Categories of Members. The Chamber's membership at large will be comprised of the following categories:

- (i) Individuals.
- (ii) Business Entities, corporations, organizations or collegiate establishments for profit or not.
- (iii) Sponsors.
- (iv) Governors.
- (v) Trustees.

Section 4.3. Special Categories. The Chamber's membership may also include the following special categories:

- (i) Honorary Members: individuals who, on the basis of their prestige, merit, or service to the Chamber, are elected to honorary membership in the Chamber. To receive honorary membership, an individual must be nominated by three or more directors and elected by three-quarters vote at the last regular meeting of the board of directors before the annual meeting of members, at which board meeting a quorum of at least seventeen directors must be present. Honorary membership is permanent (subject to Section 4.8), and honorary members are exempt from paying dues.

- (ii) Associate Members: individuals, entities, or organizations that become associated with the Chamber—either on a short term or a long-term basis—in connection with a specific activity, program, or project and for a predefined purpose. The specific attributes of each associate member will be determined by the board of directors.

Section 4.4. Alternate representative of a Member.

Only Business Entities, Financial Institutions or Trustees, companies/organizations or collegiate members may have alternates. At the time of the election of the principal representative of the Member, the name of the alternate representative must be indicated, and if a change is needed, it should be informed or notified to the Chamber in the same way a name of the principal representative of the Member is changed.

The alternate must comply with the obligations provided in the by-laws particularly in Article IV and any of the requirements indicated for the principals in the by-laws.

If the Member is part of the Board of Directors, the alternate representative of the Member loses his capacity when the principal representative of the Member withdraws from the Board of Directors.

Section 4.5. Admission to Membership; Dues. The board of directors from time to time will prescribe the form and manner in which application may be made for membership in the Chamber and will determine the annual dues, initiation fees, and other charges payable by members (see Article XII). Members may be admitted only by the board of directors.

Section 4.6. Status of Members. Members of the Chamber will have either active or inactive status, as follows:

- (i) Active Members: those that are current in the payment of dues and other obligations to the Chamber. Except where specifically provided otherwise in these bylaws, the term “active member” includes all of the categories of members listed in Section 4.2.
- (ii) Inactive Members: those that are not current in the payment of dues or other obligations to the Chamber. The board of directors will periodically review the status of inactive members and may terminate their membership as provided in Section 4.8.

Section 4.7. Liability of Members. No member of the Chamber has personal liability for any of the Chamber's debts, liabilities, or obligations or will be subject to any assessment.

Section 4.8. Transfer, Termination, and Reinstatement.

Membership in the Chamber is nontransferable. Membership will terminate upon the resignation, death, dissolution, or removal of the directors present at any meeting at which there is a quorum, for: (i) submission of false or misleading information in a membership application; or (ii) failure to pay, within 90 days of the due date, dues or any other monetary obligations owed to the Chamber. Any member may be removed, by vote of two-thirds of the directors present at any meeting at which there is a quorum, for noncompliance with any of

the other obligations imposed under Article IV or for illegal, dishonest, or unethical conduct or conduct which is prejudicial to the Chamber, damaging to its reputation, or inconsistent with its mission or objectives. Terminated members may apply for reinstatement in the same manner as application is made for initial membership and subject to such additional conditions as may be imposed by the board of directors.

ARTICLE V. OBLIGATIONS OF MEMBERS

The members of the Chamber must:

- (i) Abide by the Chamber's articles of incorporation and code of ethics and conduct, these bylaws, and such rules and regulations as the board of directors may from time to time adopt.
- (ii) Pay their dues and other monetary obligations to the
- (iii) Chamber in a timely manner.
- (iv) Promptly communicate to the Chamber any changes in their addresses, telephone numbers, or business activities.
- (v) Carry out to the best of their ability any responsibilities or functions assigned to them by the Chamber, as officers, members of the board of directors, members of committees, or otherwise.
- (vi) Conduct business and otherwise act at all times in a manner that upholds the good name of the Chamber.

ARTICLE VI. MEETINGS OF MEMBERS

Section 6.1. Annual Meeting. The annual meeting of members will be held each December, or as soon thereafter as practicable, at the time and place specified by the board of directors. The agenda for the annual meeting will include reports of the president and the Chamber's external auditors (see Section 15.6), presentation of the sponsor director and the directors elected to represent the trustees and the governors (see Section 7.2), and nomination and election of the remaining directors (the "at-large directors"). The agenda may also include such other items as the board of directors deems appropriate. If the election of at-large directors is not held during any annual meeting or adjournment thereof, the board of directors will cause it to be held at a special meeting of members conducted as soon thereafter as possible.

Section 6.2. Special Meetings. Special meetings of members will be held when requested by the board of directors, or when requested in writing by not less than 20 percent of the active members. A meeting requested by members will be called for a date not less than ten nor more than sixty days after the request is made, unless the members requesting the meeting specify a later date.

Section 6.3. Place. Meetings of members shall be at the time and place or format designated by the Board of Directors from time to time, and those may be held within or outside the State of Florida.

Section 6.4. Notice. Written notice stating the place, day, and time of each annual meeting of members must be delivered to each active members not less than ten nor more than

thirty days before the date of the meeting. Written notice stating the place, day, time, and purpose(s) of each special meeting of members must be delivered to each active member not less than ten nor more than thirty days before the date of the meeting.

Notices of meetings of members are to be delivered either personally or by first class mail or by email or any other electronic mechanism, by or at the direction of the president, the secretary, or the members calling the meeting. If mailed, the notice will be deemed to be delivered when deposited in the United States mail, with postage prepaid and addressed to the member at his, her, or its address as it appears in the Chamber's records. If sent via email, the notice will be deemed to be delivered when the delivery receipt is confirmed.

Section 6.5. Chairman and Election Committee. Prior to the annual meeting of members, the president will appoint a chairperson to preside at the annual meeting of members and a two-person election committee to review and handle nominations for at-large director positions as provided in Section 6.11 and to count votes as provided in Section 6.12.

Section 6.6. Notice of Adjourned Meetings. When a meeting of members is adjourned to another time or place, it is not necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken, and at the adjourned meeting any business may be transacted that might have been transacted on the original date of the meeting.

Section 6.7. Quorum. One-third of the active members constitute a quorum for the transaction of all business at a meeting of members. If a quorum is not present within 15 minutes after the time of a meeting specified in the related notice to members, the president may, in his or her discretion, either adjourn the meeting or immediately convene a second meeting, at which all business may be transacted by vote of the active members present (who will constitute a quorum whatever their number). After a quorum has been established at a meeting, the subsequent withdrawal of members, so as to reduce the number of members entitled to vote at the meeting below the number required for a quorum, does not affect the validity of any action taken at the meeting or any adjournment of the meeting.

Section 6.8. Voting. Each active member is entitled to one vote on each matter submitted to a vote at a meeting of members. Provided there is a quorum at a meeting, the affirmative vote of the majority of the active members present constitutes the act of the members except as to the election of directors or if otherwise provided by law. Unless otherwise provided in these bylaws, voting will be conducted by secret ballot or by show of hands or voice vote, as determined by the president.

Section 6.9. Alternate representative Member Participation.

The principal and alternate members shall be summoned to the meetings of the Chamber and must indicate who will attend the meeting at the time of confirming their attendance - principal and alternate members may not attend at the same time.

Section 6.10. Proxies. An active member (or the member's duly authorized attorney-in-fact) may authorize another person to act for the member at any meeting by proxy, subject to the following restrictions and conditions:

(i) Every proxy must be in writing, signed by the member (or the member's attorney-in-fact), dated, and registered with the Chamber before the beginning of the meeting at which the proxy is to be used.

(ii) No proxy is valid for any meeting other than the first meeting after its registration with the Chamber.

(iii) Every proxy is revocable at the pleasure executing it, except as otherwise provided by law. Expressly provides, any proxy holder may appoint in substitute to act in his or her place.

(iv) If the number of proxies to be used at a meeting exceeds fifty percent of the members present in person at the meeting, the votes by proxy will be prorated so that a fifty-percent ratio is maintained. (For example, if there are twenty proxies and thirty members present, each vote by proxy will be counted as three-quarters of a vote.)

(v) No individual may hold more than two proxies.

(vi) Sponsor, trustee, and governor members may not vote by proxy.

Section 6.11. Procedure for Nominating At-Large Directors.

Nomination of candidates for at-large director positions will be conducted in accordance with the following procedures:

(i) The secretary of the Chamber will include a nomination form with the notice of annual meeting sent to each active member.

(ii) Nominations require the signatures of at least five active members.

(iii) Nomination forms must be delivered to the Chamber's headquarters office not less than ten days before the date of the annual meeting.

(iv) The election committee will determine the eligibility of the candidates so nominated and will deliver a list of eligible candidates to all active members prior to the meeting.

(v) Candidates for at-large director positions may also be nominated at the annual meeting in accordance with the meeting agenda. Such nominations must be submitted to the secretary on nomination forms signed by at least five active members, and the eligibility of the nominated candidates must be determined and announced by the election committee prior to the vote.

Section 6.12. Procedure for Electing At-Large Directors.

Election of at-large directors will be conducted in accordance with the following procedures:

(i) Ballots including the names of the eligible candidates and the capacity in which they are running for election pursuant to Section 6.2 (*i.e.*, as individuals or as representatives of business entity members or financial institution members) will be distributed to all of the active members (including sponsor, trustee, and governor members) present or represented by valid proxies at the meeting.

(ii) Each such active member may vote for the number of individual candidates, business entity member representative candidates, and financial institution representative candidates equal to the number of vacancies for each such category to be filled at the meeting.

(iii) Votes will be counted by the election committee, and the candidates within each of the three categories who receive the highest number of votes in descending order until all vacancies within each category are filled will be elected.

(iv) In the event that two or more candidates receive the same number of votes for the last available vacancy within a category, a second round of voting will be held to break the tie.

(v) In the event that any vacancy for an at-large position on the board of directors is not filled by vote of the active members as provided above, the vacancy will be filled by the board of directors, in accordance with Section 6.8, at the organizational meeting following the annual meeting of members.

Section 6.13. Action Without a Meeting Prohibited.

No action required or permitted to be taken at an annual or special meetings of members may be taken by written consent without a meeting.

ARTICLE VII. BOARD OF DIRECTORS

Section 7.1. Number. The Chamber will have 23 directors.

Section 7.2. Composition. The board of directors will be comprised as follows:

(i) The president;

(ii) One sponsor, or representative of a sponsor, elected by the sponsors as a group (the "sponsor director");

(iii) Four trustees, or representatives of trustees, elected by the trustees as a group (the "trustee directors"); and

(iv) Three governors, consisting of the immediate past president of the Chamber and two other governors elected by the governors as a group (the "governor directors");

(v) fourteen at-large directors elected by the active members as provided in Section 6.11.

Section 7.3. Term of Office. The directors (other than the immediate past president and the sponsor director) will be classified, with respect to the time for which they severally hold office, into two classes, as nearly equal in number as possible, one class to be elected for a term expiring at the first annual meeting of members held after the adoption of these bylaws and the other class to be elected for a term expiring at the second annual meeting of members held after the adoption of these bylaws, with each class to hold office until its successors are elected and qualified. At each annual meeting of members (or as provided in Section 6.11(iv)), the successors of the class of directors whose term expires at the meeting will be elected to hold office for a term expiring at the annual meeting of members held in the second year following the year of their election.

Each class of directors will include the same number of members (or, if impossible, approximately the same number of members) of each of the groups listed in Section 7.2. The immediate past president and the sponsor director will be elected for a one-year term and, therefore, will not be members of either class.

Section 7.4. Powers. Except as provided otherwise by law or in the Chamber's articles of incorporation, all powers of the Chamber are exercised by or under the authority of, the property of the Chamber is under the control of, and the business and affairs of the Corporation are conducted under the direction of, the board of directors. Among the duties of the board of directors are approving the Chamber's annual budget (see section 15.2), setting the amount of dues payable by members (see Article XIII), and approving the location of and other arrangements concerning the office facilities of the Chamber. The board of directors may delegate the performance of any duties or the exercise of any powers to such officers and other agents as it may from time to time designate by resolution.

Section 7.5. Qualifications. Directors must be natural persons who are at least eighteen years of age and are active members of the Chamber or representatives of active members.

Section 7.6. Compensation. Directors will not receive compensation for serving on or attending meetings of the board of directors.

Section 7.7. Liability. The directors of the Chamber are not personally liable for the Chamber's debts or other obligations.

Section 7.8. Vacancies. Any vacancy on the board of directors, whether by reason of death, resignation, removal, or otherwise, may be filled by the affirmative vote of a majority of the remaining directors even if less than a quorum. A person elected to fill a vacancy must have the same qualifications as were required of the director whose position was vacated. Subject to Section 7.9, a director elected to fill a vacancy will hold office for the unexpired term of his or her predecessor.

Section 7.9. Removal of Directors. Any director may be removed, with or without cause, by vote of the majority of the active members of the Chamber at a special meeting of members called for that purpose or by vote of two-thirds of all the directors at a special meeting of the board of directors called for that purpose. A vacancy caused by the removal of a director may be filled by the members or the board of directors, as the case may be, during the meeting at which the removal is voted on.

A director who is a business entity's individual representative in the Chamber will automatically be removed upon ceasing to be the representative of the entity because of a change in employment or for any other reason, unless the director becomes the representative of another business entity member or becomes an individual member and the board of directors approves the director's continuing in office within 30 days after the change in status. A vacancy created by such an automatic removal may be filled by the board of directors at any meeting at which there is a quorum.

Section 7.10. Quorum and Voting. One-third of the board of directors constitutes a quorum for the transaction of business at any meeting. If a quorum is not present within 15 minutes after the time of a meeting specified in the related notice given pursuant to Section 6.13, the president may, in his or her discretion, either adjourn the meeting or immediately convene a

second meeting, at which all business may be transacted by vote of the directors present (who will constitute a quorum whatever their number). Notice of any adjourned meeting must be given to the directors who were not present at the time of the adjournment and, unless the time and place of the adjourned meeting are announced at the time of the adjournment, to the other directors as well. Unless otherwise required by law, the Chamber's articles of incorporation, or these bylaws, the act of a majority of the directors present at a meeting at which there is a quorum constitutes the act of the board of directors. After a quorum has been established at a meeting, the subsequent withdrawal of directors, so as to reduce the number of directors entitled to vote at the meeting below the number required for a quorum, does not affect the validity of any action taken at the meeting or any adjournment of the meeting.

Section 7.11. Types of Meetings. An organizational meeting of the board of directors will be held within thirty days after the annual meeting of members, and regular board meetings will be held monthly. In addition, the president may, and the president or the secretary will, if so requested in writing by five members of the board of directors, call a special meeting of the board.

Section 7.12. Place of Meetings; Participation. Regular and special meetings of the board of directors may be held virtually or in Person, within or outside the State of Florida. Members of the board of directors may participate in board meetings through the use of any means of communication (including conference telephone or videoconference) which allows all participants to hear each other at the same time. Participation by such means constitutes presence in person at a meeting.

Section 7.13. Time, Notice, and Call of Meetings.

Organizational meetings of the board of directors will be held without notice. The president, the secretary, or the delegate of either must give written notice of the time and place of regular and special board meetings to each director by either personal delivery or via e-mail at least three days before a regular meeting and at least five days before a special meeting or by e-mailed to the director at least three days before a regular meeting and at five seven days before a special meeting.

Notice of a meeting of the board of directors need not be given to any director who signs a waiver of notice either before or after the meeting. Attendance of a director at a meeting constitutes a waiver of notice of the meeting and a waiver of any and all objections to the place or time of the meeting, or the manner in which it has been called or convened, except when a director states, at the beginning of the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board of directors need be specified in the notice or waiver of notice of the meeting.

Section 7.14. Action Without a Meeting. Any action required or permitted to be taken at a meeting of the board of directors or a meeting of a committee may be taken without a meeting if a consent, setting forth the action so to be taken, signed by all of the directors or all the members of the committee is filed in the minutes of the proceedings of the board or of the committee. Such consent will have the same effect as a unanimous vote.

ARTICLE VIII. COMMITTEES

Section 8.1. General. Specified powers and duties of the board of directors may be delegated, by these bylaws or by board resolution, to the standing committees described in the following sections of this article. In addition, the board of directors, by resolution adopted by a majority of the full board, may designate from among the directors and/or other members of the Chamber (including honorary members and associate members) one or more other committees, which may be temporary or permanent and will have the powers and duties provided in the resolution; provided, however, that the authority of such committees will be limited by the provisions of Section 617.0825, Florida Statutes.

Section 8.2. Executive Committee. The executive committee is the general operating and management body of the board of directors and has the power to appoint other committees as it deems appropriate to achieve its objectives from time to time.

During the intervals between the meetings of the board of directors, the executive committee will have and may exercise all the powers of the board of directors except in cases in which specific directions to the contrary have been given by the board of directors or in which action by the full board of directors is required by law. All action taken by the executive committee must be reported to the board of directors at its next meeting after such action and is subject to revision and alteration by the board of directors, provided that no rights of third parties will be affected by any such revision or alteration. The executive committee must keep minutes of its meetings, and such minutes will be available to the board of directors at all times.

The executive committee will be comprised of the Chamber's first vice president, immediate past president, secretary, and treasurer and one other director appointed by the president. The president and the executive director of the Chamber will be *ex officio* members of the executive committee. The president will act as chairperson of the executive committee and may assign specific responsibilities to the executive committee's members (e.g., responsibility for programs and development, finance, and strategic planning). The executive committee will meet monthly and more frequently if necessary.

Section 8.3. CAP Committee. The purpose of the CAP Committee is to further the Colombian Accuracy Program ("CAP"). The CAP Committee will be comprised of such directors as the board may appoint to it from time to time. The members of the CAP committee will elect a chairperson, who may not be an officer of the Chamber. The CAP committee will meet whenever the chairperson considers it necessary or appropriate to do so. The CAP committee must keep minutes of its meetings, and such minutes will be available to the board of directors at all times.

Section 8.4. Term of Office. Each member of a committee will continue as such until the next annual meeting of members of the Chamber and until a successor is appointed, unless the board sooner abolishes or changes the composition of the committee or the member is removed or ceases to qualify for membership on the committee.

Section 8.5. Vacancies. A vacancy in the membership of any committee will be filled in the same manner as the original appointment was made or in such other manner as the board of directors may prescribe. The person filling the vacancy will serve on the committee for the unexpired term of his or her predecessor.

Section 8.6. Quorum. Unless otherwise provided in a committee's establishing resolution, a majority of the whole committee will constitute a quorum, and the act of a majority of the members present at any meeting at which there is a quorum will constitute an act of the committee.

Section 8.7. Rules. Each committee may adopt such rules for its meetings and the conduct of its activities as it may deem appropriate; however, the rules must be consistent with these bylaws.

ARTICLE IX. OFFICERS

Section 9.1. Officers. The officers of the Chamber will include a president, a first vice president, two vice presidents, a treasurer, an assistant treasurer, a secretary, and an assistant secretary, all of whom must be members of the board of directors and all of whom, with the exception of the president, will be elected by the board of directors each year at the board's organizational meeting. In addition to being a member of the board of directors, the first vice president must have been an officer or a member of the executive committee during the year immediately preceding his or her election to the first vice presidency or during any other two prior years. Other officers and agents may be elected or appointed by the board of directors from time to time and given such powers as the board deems appropriate. No two offices may be held by the same person.

Section 9.2. Responsibilities, Duties, and Characteristics.

The Chamber's officers have the following responsibilities, duties, and characteristics:

The president is the chief executive officer and has responsibility for the general supervision and control over all of the activities and affairs of the Chamber, subject to the direction of the board of directors. The president's specific duties include:

(i) Presiding over meetings of members, meetings of the board of directors, and meetings of the executive committee;

(ii) Serving as an *ex-officio* member of all other committees;

(iii) Presenting a "state-of-the-Chamber" report to the members at the annual meeting;

(iv) Signing contracts, checks, and other documents in accordance with the Chamber's operations manual (see section 17.1) ; (v) serving as the Chamber's principal representative and spokesman to the public and (vi) performing all duties incident to the office of president and such other duties as may be prescribed by the board of directors. The president is a nonvoting member of the board of directors but may be counted for purposes of determining whether there is a quorum. Subject to limitations provided by law, the president may from time to time designate individuals or groups of individuals (who need not necessarily be members, or representatives of members, of the Chamber) to perform specified functions or duties during limited terms not to exceed the president's term in office.

The first vice president is the president-elect for the next year and is responsible for performing all of the duties of the president in the president's absence and such other duties as may be prescribed by the board of directors or the president.

The vice presidents are responsible for performing all of the duties of the first vice president in the first vice president's absence and such other duties as may be prescribed by the board of directors or the president.

The treasurer is responsible for maintaining custody of the Chamber's funds, maintaining custody of and authenticating financial records, keeping accounts of the Chamber's receipts and Disbursements, rendering accounts and presenting or explaining them at annual meetings of members and whenever else required by the board of directors or the president, performing the duties specified in Article XV, and performing such other duties as may be prescribed by the board of directors or the president.

The secretary is responsible for maintaining custody of and authenticating non-financial corporate records; preparing minutes of meetings of members, the board of directors, and the executive committee; sending out notices of meetings; and performing such other duties as may be prescribed by the board of directors or the president.

The assistant treasurer and the assistant secretary are responsible for performing all of the duties of the treasurer and the secretary, respectively, in their absence. In addition, the assistant treasurer is responsible for performing such other duties as may be prescribed by the board of directors, the president, or the treasurer, and the assistant secretary is responsible for performing such other duties as may be prescribed by the board of directors, the president, or the secretary.

Section 9.3. Removal of Officers; Vacancies. Any officer, assistant officer, or agent of the Chamber may be removed by the board of directors, with or without cause, at any time in the Board's discretion. Any vacancy, however occurring, in any office may be filled by the board of directors.

Section 9.4. Compensation. The officers of the Chamber will not be compensated for their services.

ARTICLE X. GOVERNORS AND BOARD OF GOVERNORS

Section 10.1. Governors. Governors are individuals who have previously been elected and served a full term as president of the Chamber. Governors may be either active or passive members of the Chamber, depending on whether or not they pay annual dues. Active governors (those that pay annual dues) are eligible to be elected to the board of directors and have all of the other rights of an active member. Passive governors (those that do not pay annual dues) are not eligible to be elected to the board of directors but otherwise have all of the rights of an active member.

Section 10.2. Board of Governors. The board of governors is an advisory body comprised of all of the active and passive governors. The board of governors may be called upon from time to time to perform ceremonial functions and to provide advice and counsel to the president and to the board of directors. Additionally, the board of governors must announce the names of the newly elected governor directors to the election committee or the secretary of the Chamber prior to each annual meeting of members so that the new governor directors can be presented to the members at the annual meeting. The immediate past president will serve as the official liaison between the board of directors and the board of governors and will be

responsible for keeping the board of governors informed of matters of interest involving the Chamber.

ARTICLE XI. TRUSTEES AND BOARD OF TRUSTEES

Section 11.1. Trustees. Trustees are members of the Chamber that pay dues at a rate fixed by the board of directors which is higher than the rate paid by other active members or that otherwise make an extraordinary financial contribution to the Chamber which the board of directors deems to merit trustee status. Trustees are considered active members of the Chamber for all purposes. In addition to their rights and benefits as active members of the Chamber, the trustees receive special recognition in Chamber publications, at Chamber events, and on the Chamber's Internet home-page, as well as other benefits determined by the board of directors from time to time.

Section 11.2. Board of Trustees. The board of trustees is a financial advisory body comprised of all of the trustee members. The board of trustees will meet with the executive committee quarterly to review the financial condition and performance of the Chamber. The board of trustees may be called upon from time to time to provide advice and counsel to the president and to the board of directors regarding financial matters. Additionally, the board of trustees must announce the names of the newly elected trustee directors to the election committee or the secretary of the Chamber prior to each annual meeting of members so that the new trustee directors can be presented to the members at the annual meeting. One of the trustee directors will be designated by the board of trustees to serve as the official liaison between the board of directors and the board of trustees and will be responsible for keeping the board of trustees informed of matters of interest involving the Chamber.

ARTICLE XII. SPONSORS

Section 12.1. General. Sponsors are individuals or entities that pay dues by furnishing products or services to the Chamber pursuant to barter agreements satisfying the requirements specified in Section 12.2. Sponsors are considered active members of the Chamber for all purposes as long as they fulfill their obligations under their respective barter agreements. In the event that a sponsor fails to perform any obligation under its barter agreement, it will automatically become an inactive member subject to having its membership terminated pursuant to Section 4.8.

Section 12.2. Requirements for Barter Agreements. Each barter agreement with a sponsor must:

- (i) be in writing,
- (ii) Specify the amount and type of goods and/or services to be furnished to the Chamber and the period of time within which they must be furnished (generally not to exceed two years),
- (iii) Require the sponsor to submit an invoice to the Chamber promptly after any products and/or services are furnished,

(iv) Allow the Chamber to use the goods and/or services itself or assign its rights to a third party. (v) prohibit the sponsor from using the name of the Chamber to endorse or promote the sponsor's products or services, and

(v) Not include any exclusivity provisions. The specific terms and conditions of each barter agreement will be negotiated by the president, who is the only representative of the Chamber authorized to execute barter agreements or assign rights under them on the Chamber's behalf.

Within fifteen days after a barter agreement is entered into with a sponsor, the executive director of the Chamber will present to the executive committee a specific proposal for utilization of the goods and/or services to be furnished under the agreement. All executed barter agreements will be maintained at the Chamber's headquarters office together with the operations' manual referred to in Section 17.1.

Section 12.3. Announcement of Sponsor Director.

The sponsors must announce the name of the newly elected sponsor director to the election committee or the secretary of the Chamber prior to each annual meeting of members so that the new sponsor director can be presented to the members at the annual meeting.

ARTICLE XIII. DUES

Section 13.1. Amount. The amount of annual dues payable by each type of member will be fixed by the board of directors based on the board's assessment of the Chamber's funding needs and such other factors as the board deems relevant.

Section 13.2. Payment. The time and manner of payment of membership dues will be as determined by the board of directors.

ARTICLE XIV. BOOKS, RECORDS, AND DATABASES

Section 14.1. Books and Records. The Chamber must keep at its headquarters office correct and complete books and records of account and minutes of the proceedings of the members, the board of directors, and all committees. The Chamber must keep at its headquarters office a record of all members, giving the name and addresses and category of membership of each.

The books, records, and minutes of the Chamber may be in written form or in any other form capable of being converted into written form within a reasonable time.

Section 14.2. Databases. The Chamber's membership database and other business and commercial data will be maintained on a computer system located at or accessible from the Chamber's headquarters office.

ARTICLE XV. FINANCES

Section 15.1. Fiscal Year. The fiscal year of the Chamber begins on January 1 and ends on December 31.

Section 15.2. Budget. The board of directors through the executive committee is responsible for the preparation of a month-to-month annual budget for the operation of the Chamber.

Section 15.3. Accounting. Oversight and coordination of the accounting function is the responsibility of the treasurer, who will work in close coordination with the executive committee and may be assisted by other officers and directors. With the approval of the board of directors, any part of the accounting function may be outsourced, either to an independent public accountant or accounting firm as provided in Section 15.6 or to another qualified provider of accounting-related services.

Section 15.4. Monthly Financial Reports. The treasurer is responsible for presenting a monthly financial report to the executive committee for review and discussion prior to each regular meeting of the board of directors and then to the board of directors for review and approval at the meeting. The treasurer is also responsible for presenting an annual financial report, including a balance sheet and an income statement, to the members of the Chamber at the annual meeting.

Section 15.5. Annual Financial Statements. After the end of each fiscal year, financial statements for the Chamber must be prepared under the supervision of the treasurer and the executive committee.

Section 15.6. GAAP; Audit; Independent Accountants.

The monthly financial reports and annual financial statements referred to in Sections 15.4 and 15.5 are to be prepared in accordance with generally accepted accounting principles. The Chamber's annual financial statements must be audited by a certified public accountant or accounting firm (the "external auditor") selected by the board of directors. The board may change external auditors at any time. The board may also engage an independent public accountant or accounting firm (which may or may not be the external auditor) to perform other audits and reviews, to prepare the Chamber's tax returns, and to assist with other financial, accounting, and tax matters.

ARTICLE XVI. ADMINISTRATION

Section 16.1. General. The day-to-day activities and affairs of the Chamber will be administered by a staff consisting of an executive director, a secretary, and such other personnel as the board of directors may determine to be required.

Section 16.2. Appointment of Executive Director.

The executive director will be appointed by the president, subject to ratification by the board of directors. The executive director cannot be a member of the Chamber during his or her tenure.

Section 16.3. Duties and Responsibilities. The executive director is responsible for hiring (subject to the approval of the president) and supervising the other employees of the Chamber; for proposing, planning, and executing Chamber projects, programs, and activities; and for performing any other functions prescribed by the board of directors, the executive committee, or the president. The executive director will report to the president, will attend all meetings of the board of directors, and will be an *ex-officio* member of all committees. The executive director's duties will also include preparation of agendas for meetings under the

president's direction; submission of a proposed annual business plan to the executive committee; maintenance and updating of the Chamber's operations manual; representation of the Chamber in functions and other activities as requested by the president; maintenance of the Chamber's correspondence and files; and care and safekeeping of the funds, equipment, and other property located at the Chamber's headquarters office.

Section 16.4. Compensation; Outside Employment.

The salary and other compensation, if any, of the executive director will be fixed by the board of directors. The executive director is a full-time employee of the Chamber; as such, he or she may not, without the prior approval of the board of directors, hold any other employment or receive compensation from any other business activity except investments and other passive activities.

Section 16.5. Termination. The executive director may be dismissed by the president or by the board of directors.

ARTICLE XVII. MISCELLANEOUS

Section 17.1. Operations Manual. The Chamber will have an operations manual setting forth the Chamber's operational policies and procedures. The signing of contracts, checks, and other instruments and documents on behalf of the Chamber; the establishment and handling of Chamber bank accounts; and all other matters relating to the operation of the Chamber are governed by the operations manual. The executive committee will review the operations manual periodically and may revise it whenever the committee considers it necessary or appropriate to do so.

Section 17.2. Official Acts. Only the president or his or her delegate may officially represent the Chamber in any public function or event.

Section 17.3. Meeting Procedures. Unless these bylaws provide otherwise in a particular case, all meetings of members, the board of directors, and committees will be conducted in accordance with *Robert's Rules of Order (Revised)*.

Section 17.4. For-Profit Entities. The board of directors may from time to time, under the aegis of the Chamber, organize and operate for-profit business entities in connection with specific Chamber projects or to carry out specific Chamber objectives, provided that such organization and operation are permitted by law and are consistent with the Chamber's articles of incorporation, these bylaws, and the tax-exempt status of the Chamber.

Section 17.5. Logo. The official symbol of the Chamber is the logo attached as Annex 1. The logo is proprietary to the Chamber and is to be used only for official Chamber business. It may not be utilized by any member or other person without the prior written approval of the president and may be modified only by the board of directors.

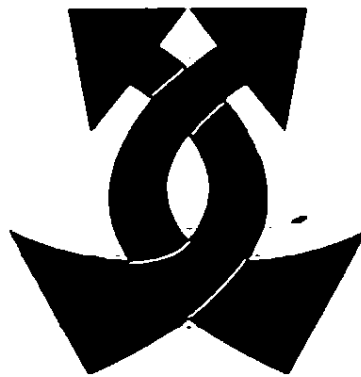
Section 17.6. Translation of Bylaws. It is intended that a Spanish translation of these bylaws will be prepared and made available to the Chamber's members upon request. In the event of any inconsistency between the English version of these bylaws and the Spanish translation, the English version will control.

ARTICLE XVIII. AMENDMENT

These bylaws may be repealed or amended, and new bylaws may be adopted, by the members or by majority vote of the full board of directors, but the board of directors may not amend or repeal any bylaw adopted by the members if the members specifically so provide.

Annex 1

LOGO



TM

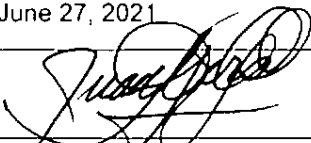
**Colombian American
Chamber of Commerce
MIAMI**



**Colombian American
Chamber of Commerce
MIAMI**

- There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated June 27, 2021 _____

Signature  _____
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

JUAN M. GERS

(Typed or printed name of person signing)

PRESIDENT OF BOARD OF DIRECTORS AN

(Title of person signing)