



United Nations
Educational, Scientific and
Cultural Organization



Intangible
Cultural
Heritage

NGO accreditation

ICH-09 – Form

Reçu CLT / CIH / ITH

Le

07 FEV. 2017

N°

0036

REQUEST BY A NON-GOVERNMENTAL ORGANIZATION TO BE ACCREDITED TO PROVIDE ADVISORY SERVICES TO THE COMMITTEE

DEADLINE 30 APRIL 2017

Instructions for completing the request form are available at:

<http://www.unesco.org/culture/ich/en/forms>

1. Name of the organization

1.a. Official name

Please provide the full official name of the organization, in its original language, as it appears in the supporting documentation establishing its legal personality (section 8.b below).

Global Foundation for Democracy and Development

1.b. Name in English or French

Please provide the name of the organization in English or French.

Global Foundation for Democracy and Development

2. Contact of the organization

2.a. Address of the organization

Please provide the complete postal address of the organization, as well as additional contact information such as its telephone number, e-mail address, website, etc. This should be the postal address where the organization carries out its business, regardless of where it may be legally domiciled (see section 8).

Organization: Global Foundation for Democracy and Development

Address: 780 Third Avenue, 19th Floor, New York, NY, 10017

Telephone number: 212 751 5000 Ext. 5028

E-mail address: marc@globalfoundationdd.org

Website: www.globalfoundationdd.org

Other relevant
information:

2.b Contact person for correspondence

Provide the complete name, address and other contact information of the person responsible for correspondence concerning this request.

Title (Ms/Mr, etc.):	Mr.
Family name:	Jourdan
Given name:	Marc
Institution/position:	UN Programs & Outreach Manager
Address:	780 Third Avenue, 19th Floor, New York, NY, 10017
Telephone number:	212 751 5000 Ext. 5028
E-mail address:	marc@globalfoundationdd.org
Other relevant information:	

3. Country or countries in which the organization is active

Please identify the country or countries in which the organization actively operates. If it operates entirely within one country, please indicate which country. If its activities are international, please indicate whether it operates globally or in one or more regions, and please list the primary countries in which it carries out activities.

<input checked="" type="checkbox"/> local
<input checked="" type="checkbox"/> national
<input type="checkbox"/> international (please specify:)
<input type="checkbox"/> worldwide
<input type="checkbox"/> Africa
<input type="checkbox"/> Arab States
<input type="checkbox"/> Asia & the Pacific
<input checked="" type="checkbox"/> Europe & North America
<input checked="" type="checkbox"/> Latin America & the Caribbean
Please list the primary country(ies) where it is active:
USA, Dominican Republic, France

4. Date of its founding or approximate duration of its existence

Please state when the organization came into existence, as it appears in the supporting documentation establishing its legal personality (section 8.b below).

April 1, 2002

5. Objectives of the organization

Please describe the objectives for which the organization was established, which should be 'in conformity with the spirit of the Convention' (Criterion C). If the organization's primary objectives are other than safeguarding intangible cultural heritage, please explain how its safeguarding objectives relate to those larger objectives.

Not to exceed 350 words; do not attach additional information

The Global Foundation for Democracy and Development (GFDD) is a non-profit organization dedicated to the advancement of global collaboration and exchange relevant to Dominican professionals, general audiences and institutions in the homeland and abroad. The Foundation conducts academic research, enhances public understanding, designs public policies, devises strategies, and offers capacity building in areas crucial to the social, economic, democratic and cultural sustainable development of the Dominican Republic.

As part of this mission GFDD seeks to:

- promote academic and cultural exchange between students, universities, professionals, businesses, and non-governmental organizations to help students achieve better understanding and appreciation of Dominican culture, values and heritage in the Dominican Republic, US and worldwide.
- provide opportunities for post graduate students interested in conducting high-level research in the Dominican Republic on issues related to sustainable development.
- raise awareness and deepen the understanding of environmental issues through film among Dominican audiences, celebrating the beauty and diversity of the Dominican Republic's natural heritage.
- provide underserved students and communities with the opportunity to take part in educational expeditions all over the Dominican Republic as a way of seeing and appreciating the country's beautiful landscapes and the wealth of its natural resources.
- create opportunities for discussions of contemporary issues relevant to the Dominican society in the homeland and abroad, by reaching out to the Dominican community living the New York Metro Area and to all those interested in the Dominican culture by organizing ongoing events including film screenings, discussions with prominent Dominican artists and writers, and panel discussions on topics of interest to the Dominican community in the US and in their homeland.

6. The organization's activities in the field of safeguarding intangible cultural heritage

Sections 6.a to 6.d are the primary place to establish that the NGO satisfies the criterion of having 'proven competence, expertise and experience in safeguarding (as defined in Article 2.3 of the Convention) intangible cultural heritage belonging, inter alia, to one or more specific domains' (Criterion A).

6.a. Domain(s) in which the organization is active

Please tick one or more boxes to indicate the primary domains in which the organization is most active. If its activities involve domains other than those listed, please tick 'other domains' and indicate which domains are concerned.

- oral traditions and expressions
- performing arts
- social practices, rituals and festive events
- knowledge and practices concerning nature and the universe
- traditional craftsmanship
- other domains - please specify:

Protection of the environment and the natural resources of the Dominican Republic

6.b. Primary safeguarding activities in which the organization is involved

Please tick one or more boxes to indicate the organization's primary safeguarding activities. If its activities involve safeguarding measures not listed here, please tick 'other safeguarding measures' and specify which ones are concerned.

- identification, documentation, research (including inventory-making)
- preservation, protection
- promotion, enhancement
- transmission, formal or non-formal education
- revitalization
- other safeguarding measures – please specify:

6.c. Description of the organization's activities

Organizations requesting accreditation should briefly describe their recent activities and their relevant experience in safeguarding intangible cultural heritage, including those demonstrating the capacities of the organization to provide advisory services to the Committee. Relevant documentation may be submitted, if necessary, under section 8.c below.

Not to exceed 550 words; do not attach additional information

GFDD promotes the sustainable development of the Dominican Republic. It puts together cultural events, publishes research material, arranges academic exchanges, and coordinates many more activities from the international to the grassroots level within the Dominican Republic. The following list is just a short extract of activities in 2016:

Over 43 films, documentaries, and national and international short films were screened at the sixth edition of the Dominican Republic Environmental Film Festival (DREFF) on September 13-18 2016, in cities across the Dominican Republic. With topics that ranged from sustainable fashion to climate change, 11 cities hosted 140 screenings. Through this annual festival and year-round screenings, the foundation promotes environmental stewardship; with the belief that the arts are instrumental to making the general public aware of the extensive biodiversity within the Dominican Republic.

During the DREFF, several workshops on filmmaking were offered to students in Dominican

schools, including one at Punta Cana called “Environmental Documentaries: How to harness the power of the image.” The class was given by the director of the New York Film Academy’s School of Film, Claude Kerven. Film students of all levels and representatives of various media outlets participated in the event. Students learned the technical skills to produce an environmental short film involving the four major stages of the creative process: pre-production, production, post-production, and distribution.

To celebrate the release of GFDD’s latest research publication, “Challenges for Sustainable Growth through Tourism in the Dominican Republic” the Fellows Program invited GFDD Fellow Emma Fawcett to give a special presentation of her findings to the public at GFDD’s Washington D.C. office. The presentation was followed by a panel discussion and Q & A with the Fellow and several experts who offered insight on the importance of sustainable tourism for the development of the Dominican Republic.

Since the launch of its Eco-Huertos program in 2012, an initiative which supports the creation of organic and sustainable vegetable gardens in schools and communities, GFDD has successfully created more than 90 vegetables gardens in education and community centers across the country. Open to communities with interest in vegetable gardens, the sessions educate children on the principles of sustainable agriculture and how to create and maintain a vegetable garden.

The ReCreate Program is another unique initiative which offers women and children across the Dominican Republic workshops in art recycling. It demonstrates how recycling waste into art can empower individuals and communities alike. Since 2012, partnering with different institutions, ReCreate has completed more than 180 workshops in over 10 different cities (an average of 2,000 people each year). The workshops are therapeutic, reinforce the sense of individual worth as well as the sense of community, and offer the foundations for women’s independence and active participation in the local economy.

The RDescubre program provides underserved students and communities with the opportunity to take part in educational expeditions that highlight the country’s wealth of natural resources. In 2015 and 2016 several hundred students took part in a range of environmental expeditions including hikes up to Pico Duarte, cocoa trail tours, and educational explorations of coral reefs and Lake Enriquillo. Some of the expeditions included environmental clean ups in rural and urban areas at the end of which the participants would often use materials to create a mural made of recycled material thus reinforcing educational outcomes through artistic expression.

6.d. Description of the organization’s competence and expertise

Please provide information on the personnel and membership of the organization, describe their competence and expertise in the domain of intangible cultural heritage, in particular those demonstrating the capacities of the organization to provide advisory services to the Committee, and explain how they acquired such competence. Documentation of such competences may be submitted, if necessary, under section 8.c below.

Not to exceed 200 words; do not attach additional information

Governing body:

Natasha Despotovic (Executive Director);

Semiramis de Miranda (Projects and ICT Director);

Alexander Andújar (Director);

Dalcio Andújar, Jr. (Director);

Hector Dionisio Perez (Director);

Rodolfo Fuertes;

Yamile Eusebio Paulino, (New York Office Director).

LGFDD personnel

Natasha Despotovic (D)

Yamile Eusebio (D)

Semiramis de Miranda (D)

Maria Victoria Abreu - International Affairs and Socio-Economic Development Program Manager

Marc Jourdan - UN Programs & Outreach Manager

Miryam López - Communications Manager

Omar Shamir Reynoso -Environmental Programs Coordinator

Ramon Cabrera - Multimedia Assistant

Gabriela Marquez - International Exchange Programs Coordinator

Beatriz Rodil - Graphic Designer

Reydi Moreta - Social Networking and Promotion - Consultant

Jonathan Grullón - Webmaster - Consultant

Kenia Hernández - Office Administrator

Cristina Zegarra - Administrative and Human Resources Coordinator

Dominicanaonline.org is the web portal of the Dominican Republic, created and implemented by the Global Foundation for Democracy and Development, with the purpose of presenting the country with a wealth of current information to a national and international public. This project has been built by the directors and program managers of GFDD with a vision for promoting the image of the Dominican Republic, disseminating knowledge about the country and strengthening the appreciation and respect for its heritage and values.

7. The organization's experiences cooperating with communities, groups and intangible cultural heritage practitioners

The Committee will evaluate whether NGOs requesting accreditation 'cooperate in a spirit of mutual respect with communities, groups and, where appropriate, individuals that create, maintain and transmit intangible cultural heritage' (Criterion D). Please briefly describe such experiences here.

Not to exceed 350 words; do not attach additional information

Since its creation in 2002, GFDD has collaborated with numerous stakeholders, seeking to promote intangible cultural heritage in the Dominican Republic and abroad. GFDD's programs are conducted in collaboration with partners at the local, national and the international level. Indeed, to pursue its initiatives, GFDD collaborates with local communities, civil society organizations, community centers, private sector organizations, government agencies, UN Agencies and many more.

Examples of such cooperation include:

- Dominican Get Together events held in collaboration with the Symphony Space Theater in Manhattan, New York. The events are an opportunity to bring together the Dominican community and promote a better understanding of the Dominican culture's richness and diversity, while creating a space for reflection and discussion of topics relevant to the Dominican community in the US and in the homeland. As part of this initiative, the foundation recently held a live concert and retrospective of the famous Dominican singer, musician, and songwriter Pavel Nunez. The event looked back at his 15-year career in the music world, known for his unique style that mixes rhythms and tells stories through his songs.

- Thanks to the participation of more than 60 private institutions, non-governmental and public,

every September GFDD's Dominican Republic Environmental Film Festival reaches more than 7,000 viewers in around 10 cities in the Dominican Republic, with over 80 free educational film screenings at some 30 public venues around the country.

- The school gardens of the Eco-Huertos program, in addition to the recycled art workshop of the ReCreate program, are made possible through partnerships with education centers, community centers and private sector organization that are interested in spreading the message of environmental conservation across the country. These partners provide the space for our instructors to teach participants about the principles and cultural value that underpin sustainable agriculture and recycling. The institutions with which the program worked last year, include the Mirador Cultural Center; the Pronatura foundation; the American School; and the Progresando con Solidaridad and Espacios para Crecer programs, both sponsored by the office of the Vice President of the Republic and the Bani Rehabilitation Center for Women

8. Documentation of the operational capacities of the organization

*The Operational Directives require that an organization requesting accreditation submit documentation proving that it possesses the operational capacities listed under Criterion E. Such supporting documents may take various forms, in light of the diverse legal regimes in effect in different States. Submitted documents should be translated whenever possible into English or French if the originals are in another language. **Please label supporting documents clearly with the section (8.a, 8.b or 8.c) to which they refer.***

8.a. Membership and personnel

Proof of the participation of the members of the organization, as requested under Criterion E (i), may take diverse forms such as a list of directors, list of personnel and statistical information on the quantity and categories of members; a complete membership roster usually need not be submitted.

Please attach supporting documents, labelled 'Section 8.a'.

8.b. Recognized legal personality

If the organization has a charter, articles of incorporation, by-laws or similar establishing documents, a copy should be attached. If, under the applicable domestic law, the organization has a legal personality recognized through some means other than an establishing document (for instance, through a published notice in an official gazette or journal), please provide documentation showing how that legal personality was established.

Please attach supporting documents, labelled 'Section 8.b'.

8.c. Duration of existence and activities

If it is not already indicated clearly from the documentation provided for section 8.b, please submit documentation proving that the organization has existed for at least four years at the time it requests accreditation. Please provide documentation showing that it has carried out appropriate safeguarding activities during that time, including those described above in section 6.c. Supplementary materials such as books, CDs or DVDs, or similar publications cannot be taken into consideration and should not be submitted.

Please attach supporting documents, labelled 'Section 8.c'.

9. Signature

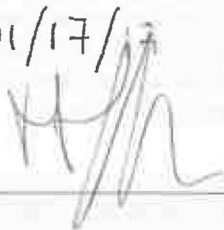
The application must include the name and signature of the person empowered to sign it on behalf of the organization requesting accreditation. Requests without a signature cannot be considered.

Name: Marc Jourdan

Title: UN Programs & Outreach Manager

Date: 01/17/17

Signature:

A handwritten signature in black ink, appearing to be 'MJ', written over a light blue grid background.

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SECTION 8 A



GFDD
FUNGLODE

List of members of the governing body of the organization

Natasha Despotovic (Executive Director), Dominican Republic;

Semiramis de Miranda (Projects and ICT Director), Brazil;

Alexander Andújar (Director), Dominican Republic;

Dalcio Andújar, Jr. (Director), Dominican Republic;

Hector Dionisio Perez (Director), Dominican Republic;

Rodolfo Fuertes, New York;

Yamile Eusebio Paulino, (New York Office Director), New York.

List of personnel

Natasha Despotovic -Executive Director

Yamile Eusebio - Director, New York Office

Semiramis de Miranda -Projects and ICT Director

Maria Victoria Abreu - International Affairs and Socio-Economic Development Program Manager

Marc Jourdan - UN Representative & Environmental Programs Coordinator

Miryam López - Communications Manager

Omar Shamir Reynoso -Environmental Programs Coordinator

Moises Abreu - Multimedia Coordinator

Ramon Cabrera - Multimedia Assistant

Autumn Brookmire - International Exchange Programs Marketing and Admissions Coordinator

Beatriz Rodil - Graphic Designer

Reydi Moreta - Social Networking and Promotion - Consultant

Jonathan Grullón - Webmaster - Consultant

Kenia Hernández - Office Administrator

Cristina Zegarra - Administrative and Human Resources Coordinator

Full contact details of HQ/Registered Address/Secretariat

HQ

1629 K St. NW Suite 1100
Washington, DC 20006

Registered address

CT Corporation System
111 Eighth Avenue
New York, NY, 10011

Secretariat

Global Foundation for Democracy and Development
780 Third Avenue, 19th Floor
New York, NY, 10017

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SECTION 8 B

GLOBAL FOUNDATION FOR DEMOCRACY AND DEVELOPMENT, INC.

a Florida not-for-profit corporation

INDEX

1. Certified Copy of Articles of Incorporation dated April 1, 2002..
2. Organizational Director's Written Consent to Action.
3. Bylaws.
4. Stamped Reinstatement Application from Florida Department of State dated October 30, 2003.
5. Annual Meeting of the Board of Directors.
6. Consent Resolution of the Board of Directors authorizing filing of Certificate of Authority in Washington D.C.
7. IRS documentation.

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of GLOBAL FOUNDATION FOR DEMOCRACY AND DEVELOPMENT, INC., a corporation organized under the laws of the State of Florida, filed on April 1, 2002, as shown by the records of this office.

The document number of this corporation is N02000002359.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Tenth day of November, 2003



CR2E022 (2-03)

Glenda E. Hood

Glenda E. Hood
Secretary of State

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ARTICLE VI
Powers

The Corporation shall have all of the powers, privileges, rights, and immunities necessary or convenient for carrying out the purposes set forth in Article V hereof, and all the benefits, privileges, rights and powers created, given, extended or conferred now or hereafter, by the provisions of all applicable laws of the State of Florida pertaining to corporations not for profit, including any additions or amendments thereto. Without limiting the generality of the foregoing, the Corporation is empowered:

- (i) to acquire, own, maintain and use its assets for the purposes set forth in Article V hereof;
- (ii) to buy, own, sell, convey, assign, mortgage or lease any interest in real estate and personal property and to construct, maintain and operate improvements thereon necessary or incident to the accomplishment of its purposes set forth in Article V hereof;
- (iii) to borrow money and issue evidence of indebtedness in furtherance of any or all its purposes set forth in Article V hereof, and to secure the same by mortgage, pledge or other lien on the Corporation's property;
- (iv) to raise funds by any legal means for the accomplishment of its purposes set forth in Article V hereof; and
- (v) to do and perform all acts reasonably necessary to accomplish its purposes set forth in Article V hereof.

ARTICLE VII
Management

All power and authority of the Corporation shall be vested in and exercised by its Board of Directors, which shall manage and direct the affairs of the Corporation in accordance with applicable law and as provided in the bylaws of the Corporation. The number of directors of the Corporation shall be not less than three (3) persons. The number and method of election of directors shall be as stated in the bylaws of the Corporation. The voting and other rights of the members of the Board of Directors shall be as provided in the bylaws of the Corporation, and directors of the Corporation may be assigned different voting rights, including, without limitation, super-voting rights for one or more designated directors.

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ARTICLE IX

Members

The Corporation shall not have members.

ARTICLE X

Dissolution

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not-for-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

ARTICLE XI

Registered Office; Registered Agent

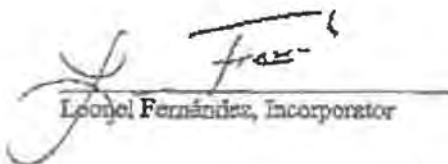
The street address of the Corporation's registered office in the State of Florida is 1457 Blue Road, Coral Gables, Florida 33146, and the name of its registered agent at such office is Lee M. Tabiewski.

ARTICLE XII

Incorporator

The name and address of the sole incorporator is Leonel Fernández, Torre Diandy XVIII, Av. Médico casi esq. Tiradentes, Santo Domingo, Dominican Republic.

IN WITNESS WHEREOF, the undersigned, has signed these Articles of Incorporation on this 29th day of March, 2002.


Leonel Fernández, Incorporator

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**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

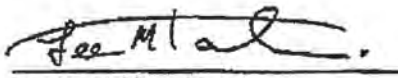
WITNESSETH:

That, Global Foundation for Democracy and Development, Inc., desiring to organize under the laws of the State of Florida, has named Lee M. Tablewski, located at 1457 Blue Road, Coral Gables, Florida 33146, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 617.0501, Florida Statutes.

Dated this 29th day of March, 2002.



Lee M. Tablewski
Registered Agent

FILED
02 APR - 1 AM 9:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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GLOBAL FOUNDATION FOR DEMOCRACY AND DEVELOPMENT, INC.

DIRECTORS' WRITTEN CONSENT TO ACTION

Pursuant to Sections 617.0205 and 617 0821 of the Florida Not For Profit Corporation Act, the undersigned, being all of the members of the initial Board of Directors of GLOBAL FOUNDATION FOR DEMOCRACY AND DEVELOPMENT, INC., a Florida not-for-profit corporation (the "Corporation"), do hereby consent to and approve the following actions in lieu of holding an organizational meeting of the directors:

RESOLVED, ~~that~~ the Articles of Incorporation of the Corporation, a ~~certified~~ copy of which has been received from the Department of State of the State of Florida ~~bearing the filing date of April 1, 2002, be and hereby is ratified and that a certified copy of the Articles of Incorporation be filed among the records of the Corporation; and be it~~

RESOLVED, FURTHER, ~~that~~ the following persons are elected to the offices set forth opposite ~~their respective~~ names, to serve until their ~~successors~~ are elected and qualified and until their earlier resignation or removal from office:

Leonel Fernandez - President
Natasha Despotovich - Secretary and Treasurer

and be it

RESOLVED, FURTHER, ~~that~~ the Bylaws of the Corporation be and hereby are in all respects ~~approved and adopted as the Bylaws of the Corporation, and that a copy of such Bylaws be filed among the records of the Corporation; and be it~~

RESOLVED, FURTHER, ~~that~~ the corporate seal, an impression of which ~~appears~~ below, is hereby adopted, approved, ratified and ~~confirmed~~ as the corporate seal of the Corporation; and be it

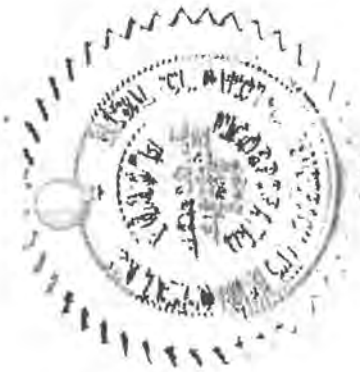
RESOLVED, FURTHER, ~~that~~ the President or his assigns is directed to open an account with such ~~bank or banks~~ as may from time to time be ~~selected~~ by the President, and to deposit therein all funds of the Corporation. All ~~drafts~~, checks and notes of the Corporation payable on said account shall be made in the name of the Corporation, and signed by the President; and be it

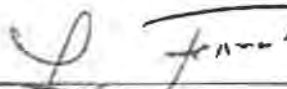
RESOLVED, FURTHER, ~~that~~ the resolution required by any bank to effect the foregoing ~~arrangement~~ is hereby adopted as the action of the ~~Board~~ of Directors of the Corporation; and be it

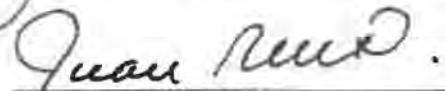
RESOLVED, FURTHER, that the appropriate officers of the Corporation be and they are hereby, authorized and directed to complete and file an Application for Recognition of Exemption under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, Form 1023 of the United States Treasury Department, Internal Revenue Service ("IRS"), in order to be recognized as a tax-exempt organization by the IRS, and the President or the Secretary of the Corporation is hereby authorized and directed to execute such Application, and any and all other documents required to effectuate this filing with the IRS; and be it

RESOLVED, FURTHER, that all actions heretofore taken by the Incorporator of the Corporation are hereby adopted, approved, ratified and confirmed in all respects.

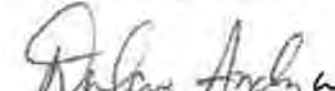
IN WITNESS WHEREOF, the undersigned, constituting all of the members of the initial Board of Directors of the Corporation, have executed this written consent to action effective as of the 1st day of April, 2002.

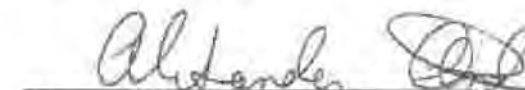


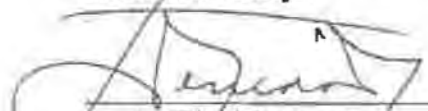

Lornel Fernandez


Temistocles Montas


Natasha Despotovich


Dalcio Andujar, Jr.


Alexander Andujar


Hector Dionisio Perez

Constituting all of the Directors
of the Corporation

BYLAWS
OF
GLOBAL FOUNDATION FOR DEMOCRACY AND DEVELOPMENT, INC.

Adopted as of April 1, 2002

BYLAWS

OF

GLOBAL FOUNDATION FOR DEMOCRACY AND DEVELOPMENT, INC.

Adopted as of April 1, 2002

ARTICLE 1

Name, Seal, and Offices

1.1. **Name.** The name of this corporation is the GLOBAL FOUNDATION FOR DEMOCRACY AND DEVELOPMENT, INC. (hereinafter referred to as the "Corporation").

1.2. **Seal.** The seal of the Corporation shall be circular in form and shall bear on its outer edge the words "Global Foundation for Democracy and Development, Inc." and in the center the words and figures "Corporation Not For Profit 2002 Florida." The Board of Directors may change the form of the seal or the inscription thereon at its pleasure.

1.3. **Offices.** The registered office of the Corporation shall be at such location in the State of Florida as may be appointed by the Board of Directors. The Corporation also may have offices at such other places as the Board of Directors from time to time may appoint or the purposes of the Corporation may require.

ARTICLE 2

Guiding Principles

2.1. **Purpose.** The Corporation exists and operates for the purposes described in its Articles of Incorporation.

2.2. **Benefit to Public.** The Board of Directors of the Corporation shall ensure, to the greatest extent possible, that funds expended by the Corporation directly benefit the public and are employed directly in activities contemplated by the purposes of the Corporation.

ARTICLE 3

Members

The Corporation shall not have members.

ARTICLE 4

Directors

4.1. **Generally.** All power and authority of the Corporation shall be vested exclusively in the Board of Directors, which shall manage and direct the affairs of the Corporation. The members of the Board of Directors shall be referred to as "directors". The

Board of Directors, by general resolution, may delegate to committees of its own members or to officers of the Corporation such powers as it may see fit.

4.2. Number and Qualification. The number of directors of the Corporation shall be determined and may be increased or decreased from time to time by the Board of Directors, but in no event shall there be fewer than three directors or more than fifteen directors. When the number of directors is decreased, each director in office shall continue to serve until his or her term expires, or until his or her resignation or removal. Directors shall be of legal age and need not be residents of the State of Florida.

4.3. Election of Directors: Term of Office.

(a) Directors shall be elected at each annual meeting of the Board of Directors. All directors shall hold office until (i) the next annual meeting of the Board of Directors and, in the case of directors whose successors are to be elected, their successors are elected and take office or (ii) their earlier resignation or removal.

(b) All elected directors shall be elected as a group. All candidates for elected positions on the Board of Directors shall be voted upon in a single ballot, and all members of the outgoing Board of Directors who participate in the election shall be required to vote for as many different candidates as the number of elected director positions to be filled in such election. There shall be no cumulative voting. The candidates, equal in number to the number of positions to be filled, who receive the largest number of votes in such single ballot shall be elected.

(c) There shall be no limit on the number of terms each director may serve on the Board of Directors. Any director may nominate and vote for himself or herself for re-election.

4.4. Resignation. Any director may resign at any time by giving written notice of such resignation to the Board of Directors.

4.5. Removal. Any director may be removed from office for any reason by the affirmative vote of a majority of all the votes that all directors then in office are entitled to cast at any regular or special meeting called for that purpose. Any director proposed to be removed shall be entitled to at least five days' notice in writing, by any method described in Section 4.10. hereof, of the meeting of the Board of Directors at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board of Directors at such meeting. The presence or absence of the director proposed to be removed shall not be taken into account for the purpose of determining whether a quorum is present, and such director shall not be entitled to cast a vote on the question of his or her removal from office.

4.6. Vacancies. Any vacancy in the Board of Directors occurring during any term of office, including a vacancy created by an increase in the number of directors made by the Board of Directors, may be filled as provided in Section 4.11. hereof for the unexpired portion of the term by the directors then serving. Any director so elected by the Board of Directors shall hold office until the succeeding annual meeting of the Board of Directors and until the election and qualification of his or her successor.

4.7. **Annual Meetings.** The annual meeting of the Board of Directors shall be held each year at the principal office of the Corporation at 10 o'clock in the morning on the second Tuesday in December or at such other location and/or date and/or time as may be fixed by the Board of Directors, for the purpose of election of directors, organization, election of officers, and the transaction of other business.

4.8. **Regular and Special Meetings.** Regular meetings of the Board of Directors may be held at such times and place or places as shall be determined by the Board of Directors. Special meetings of the Board of Directors may be called by the President as he or she sees fit and must be called by the President upon the written request of any two members of the Board of Directors. Except as otherwise required by law, the Articles of Incorporation or these Bylaws, any business may be transacted at any directors' meeting.

4.9. **Notice of Meetings.** Notice of the time, place and purposes of the annual meeting shall be given to each director not less than 10 nor more than 30 days before the date thereof. Notice of all special meetings of the Board of Directors, except as otherwise provided, shall be given to each director not less than 5 nor more than 30 days before the date thereof. Regular meetings of the Board of Directors, held pursuant to a schedule previously adopted by the Board of Directors and made known to all directors, may be held without additional notice. Notice of any meeting may be waived by any director. At any meeting at which every director shall be present, even though without any notice or waiver, any business may be transacted.

4.10. **Method of Giving Notice.** Notices shall be deemed given immediately upon personal delivery, five days following the date of dispatch, postage prepaid, via United States registered or certified mail, return receipt requested, on the next business day following the date of dispatch, delivery charges prepaid, via United States Express Mail, Federal Express Priority Service or other reputable overnight delivery service, or on the date of transmission via telephone electronic facsimile ("fax"), provided that written confirmation of completed transmission is received at the transmitting fax machine. Notices that are given by mail, overnight delivery service or fax shall be deemed received hereunder only if addressed to the director at the last address or fax number, as the case may be, that the director shall have provided in writing to the Secretary of the Corporation for receipt of notices.

4.11. **Quorum.** At all meetings of the Board of Directors, the presence of directors entitled to cast a majority of all votes that can be cast by all of the directors (including vacant director positions) shall be sufficient to constitute a quorum for the transaction of business. The presence of directors entitled to cast a majority of all votes that can be cast by all of the directors then in office (even if less than a majority of all votes if all director positions were filled) shall be sufficient to constitute a quorum for the sole purpose of filling vacant seats on the Board of Directors or vacant offices of the Corporation. The act of directors casting a majority of the votes cast by directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as otherwise specifically may be provided by statute, the Articles of Incorporation of the Corporation or these Bylaws. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting without further notice to any absent director.

4.12. **Electronic Presence at a Meeting.** Any or all directors may participate in any annual, regular or special meeting of the Board of Directors by, or conduct the meeting through the use of, any means of communication by which all directors participating may hear each other simultaneously during the meeting. A director participating in a meeting by this means shall be deemed to be present in person at the meeting.

4.13. **Compensation.** Directors shall not receive any stated salary for their services, but by resolution of the Board a fixed reasonable sum or expenses of attendance, if any, or both, may be allowed for attendance at each regular or special meeting of the Board. The Board of Directors shall have power in its discretion to contract for and to pay to directors rendering unusual or exceptional services to the Corporation special compensation appropriate to the value of such services. Payments to directors under this Section 4.13., if not excessive, shall not be deemed to violate the prohibition set forth in Subsection 12.2(a) hereof; however, the restrictions set forth in Subsection 12.2(c) hereof shall apply to any determination by the Board of Directors as to the making of such payments.

4.14. **Action Without Meeting.** Any action required by law to be taken at a meeting of the Board of Directors, or any action that may be taken at a meeting of the Board of Directors, may be taken without a meeting or notice if a consent in writing, setting forth the action so taken, shall be signed by all of the members of the Board of Directors, and such consent shall have the same force and effect as a unanimous vote at a meeting. Action taken under this Section is effective when the last director signs the consent, unless the consent specifies a different effective date. A consent signed under this Section 4.14. shall have the effect of a meeting vote and may be described as such in any document.

ARTICLE 5 Officers

5.1. **Number and Titles.** The officers of the Corporation shall be the President, Secretary, Treasurer and such other officers, including any number of Vice Presidents, with such titles, powers and duties not inconsistent with these Bylaws as may be appointed and determined by the Board of Directors. Any combination of offices may be held by the same person, except that the President shall not hold any office that has the title of Vice President.

5.2. **Election, Term of Office, and Qualifications.** The officers shall be elected annually by the Board of Directors at the annual meeting of the Board of Directors. The President shall be elected from among the members of the Board of Directors, and all other officers shall be elected from among the members of the Board of Directors or such other persons as the Board of Directors may see fit.

5.3. **Vacancies.** In the event that any office of the Corporation shall become vacant by death, resignation, retirement, disqualification, or any other cause, the majority of the directors then in office, although less than a quorum, may elect an officer to fill such vacancy, and the officer so elected shall hold office and serve until the election and qualification of his or her successor.

5.4. **President.** The President shall preside at all meetings of the Board of Directors. He or she shall have general charge and supervision of the business and affairs of the Corporation, subject to the direction of the Board of Directors, and shall perform such other duties as may be assigned to him or her by the Board of Directors.

5.5. **Vice Presidents.** At the request of the President, or in the event of his or her absence or disability, any Vice President, if any shall then be in office, shall perform the duties and possess the powers of the President; and to the extent authorized by law each Vice President, if any shall then be in office, shall have such other powers as the Board of Directors may determine, and shall perform such other duties as may be assigned to him or her by the Board of Directors.

5.6. **Secretary.** The Secretary shall have charge of books, documents, and papers as the Board of Directors may determine and shall have the custody of the corporate seal. He or she shall attend, or cause to be attended, and keep, or cause to be kept, the minutes of all the meetings of the Board of Directors and committees having the delegated authority of the Board of Directors, and he or she shall be responsible for the Corporation's compliance with all requirements under Section 8.1. of these Bylaws relating to such minutes. He or she may sign with the President or an authorized Vice President, in the name and on behalf of the Corporation, any contracts or agreements authorized by the Board of Directors, and when so authorized or ordered by the Board of Directors, he or she may affix the seal of the Corporation. He or she shall, in general, perform all the duties incident to the office of Secretary, subject to the control of the Board of Directors, and shall perform such other duties as may be assigned to him or her by the Board of Directors.

5.7. **Treasurer.** The Treasurer shall have the custody of all funds, property, and securities of the Corporation, subject to such regulations as may be imposed by the Board of Directors. He or she may be required to give bond for the faithful performance of his or her duties, in such sum and with such sureties as the Board of Directors may require. He or she shall be responsible for managing the funds of the Corporation and for creating and managing a yearly budget for the Corporation. He or she may endorse on behalf of the Corporation for collection checks, notes, and other obligations, and shall deposit the same to the credit of the Corporation at such banks or depositories as the Board of Directors may designate. He or she shall sign all receipts and vouchers. He or she shall make such payments as may be necessary on behalf of the Corporation. He or she shall enter regularly on the books of the Corporation to be kept by him or her for that purpose full and accurate account of all moneys and obligations received and paid or incurred by him or her for or on account of the Corporation. He or she shall be responsible for the Corporation's compliance with all requirements under Section 8.1. of these Bylaws relating to such books and records of account. He or she shall exhibit such books at all reasonable times to any director on application at the offices of the Corporation, and he or she shall submit the books and records of the Corporation for annual review by the Board of Directors. He or she shall perform, in general, all the duties incident to the office of Treasurer, subject to the control of the Board of Directors.

5.8. **Compensation.** The salaries of all officers shall be fixed by the Board of Directors and shall be reasonable in amount. The fact that any officer is a director of the Corporation or a member of one or more committees of directors, shall not preclude his or her

receiving a salary or voting on the resolution providing for the same. Payments to officers under this Section 5.8., if not excessive, shall not be deemed to violate the prohibition set forth in Subsection 12.2(a) hereof; however, the restrictions set forth in Section 12.2(c) hereof shall apply to any determination by the Board of Directors as to the making of such payments.

5.9. **Removal.** Any officer may be removed from office by the affirmative vote of directors entitled to cast a majority of all of the votes that may be cast at any regular or special meeting called for that purpose, with or without cause. Any officer proposed to be removed shall be entitled to at least five days' notice in writing, by any method described in Section 4.10. hereof, of the meeting of the Board of Directors at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board of Directors at such meeting. If the officer proposed to be removed is also a director, then the presence or absence of such director shall not be taken into account for the purpose of determining whether a quorum is present, and such director shall not be entitled to cast a vote on the question of his or her removal from office.

ARTICLE 6 **Committees**

6.1. **Committees of the Board of Directors.** By resolution duly adopted, the Board of Directors may establish one or more committees of the Board of Directors, each of which shall consist of two or more directors. To the extent provided by such resolution, such committees shall have and may exercise the authority of the Board of Directors in the management of the Corporation; provided, however, that the designation of such committees and delegations of authority thereto shall not operate to relieve the Board of Directors, or any director individually, of any responsibility imposed upon it, him or her by law, the Articles of Incorporation or these Bylaws. Any member of any such committee may be removed by the Board of Directors whenever, in the judgment of the Board of Directors, the interests of the Corporation would be served best by such removal.

6.2. **Advisory Committees.** Advisory committees not having and exercising the managerial authority of the Board of Directors may be established by resolution duly adopted by the Board of Directors. Membership of such committees shall not be limited to directors of the Corporation. Except as otherwise may be provided by resolution, members of such committees shall be selected by appointment of the President. Any member of any such committee may be removed by the person or persons authorized to appoint such member whenever, in the judgment of such appointing person or persons, the interests of the Corporation would be served best by such removal.

6.3. **Terms of Office.** Each member of a committee shall continue as such until the next annual meeting of the Board of Directors and until his or her successor is appointed, unless such committee shall be abolished sooner or unless such committee member shall resign, be removed, or cease to qualify as a member thereof.

6.4. **Chairperson.** One member of each committee shall be designated as chairperson by the person or persons authorized to appoint the members of the committee (subject to Section 6.1. hereof).

6.5. **Vacancies.** Vacancies in the membership of any committee shall be filled by appointments made in the same manner as provided in the case of original appointments, and any member so elected shall be elected for the unexpired term of his or her predecessor.

6.6. **Voting and Quorum.** Each member of each committee shall have the right to cast one (1) vote upon all matters voted upon by the committee. The presence of members of a committee having the power to cast a majority of the votes that can be cast by the whole committee shall constitute a quorum, and the act of the members of the committee having the power to cast a majority of the votes that can be cast by all of the members present at a meeting at which a quorum is present shall be an act of the committee.

6.7. **Rules.** Each committee may adopt such rules and regulations for its meetings and the conduct of its activities as it may deem appropriate; provided, however, that such rules and regulations shall be consistent with these Bylaws. The rules set forth in Section 4.12. of these Bylaws, regarding electronic presence at meetings of the Board of Directors, shall be applicable to committees of the Board of Directors.

6.8. **Compensation.** The members of any committee shall not receive any stated salary for their services, but by resolution of the Board of Directors a fixed reasonable sum or expenses of attendance, if any, or both, may be allowed for attendance at each regular or special meeting of such committee. The Board of Directors shall have power in its discretion to contract for and to pay to any member of a committee rendering unusual or exceptional services to the Corporation special compensation appropriate to the value of such services. Payments to members of committees under this Section 6.8., if not excessive, shall not be deemed to violate the prohibition set forth in Subsection 12.2(a) hereof; however, the restrictions set forth in Section 12.2(c) hereof shall apply to any determination by the Board of Directors as to the making of such payments.

ARTICLE 7

Agents and Representatives

The Board of Directors may appoint agents and representatives of the Corporation with powers and to perform acts or duties on behalf of the Corporation as the Board of Directors may see fit, so far as may be consistent with these Bylaws, to the extent authorized by law.

ARTICLE 8

Books, Records and Reports

8.1. **Books and Records.** In compliance with Section 617.1601 of Florida Statutes, as amended, or any successor thereto, the Corporation shall keep as permanent records correct and complete books and records of accounts and shall keep minutes of the proceedings of the Board of Directors and committees having any of the authority of the Board of Directors. All books and records of the corporation shall be kept in written form or in another form capable of conversion into written form within a reasonable time.

8.2. **Annual Reports.** The Corporation shall file with the Department of State of the State of Florida, on or after January 1 and on or before July 1 of each year, a sworn annual report on such forms and containing such information as the Department of State may prescribe.

ARTICLE 9
Contracts, Deposits, Checks and Contributions

9.1. **Contracts.** Except as otherwise provided in these Bylaws, the Board of Directors may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation, and such authority may be general or confined to a specific instance. Unless so authorized by the Board of Directors, no officer, employee, agent or representative shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or render it liable pecuniarily for any purpose or to any amount.

9.2. **Deposits.** All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories or, pursuant to Article 13 hereof, invested from time to time for and on behalf of the Corporation, as the Board of Directors may elect.

9.3. **Checks, Drafts, Orders for Payment.** All checks, drafts or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as the Board of Directors from time to time shall determine by resolution. In the absence of such determination, such instruments shall require the signatures of both of the President and the Treasurer of the Corporation.

9.4. **Contributions.** The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise of any property whatsoever, for the purposes of the Corporation (subject to Section 13.2. hereof).

ARTICLE 10
Voting Upon Shares of Other Corporations

Unless otherwise ordered by the Board of Directors, the President shall have full power and authority on behalf of the Corporation to vote either in person or by proxy at any meeting of shareholders of any corporation in which this Corporation may hold shares, and at any such meeting may possess and exercise all of the rights and powers incident to the ownership of such shares that, as the owner, this Corporation might have possessed and exercised if present. The Board of Directors may confer like powers upon any other person and may revoke any such powers as granted at its pleasure.

ARTICLE 11
Fiscal Year

The fiscal year of the Corporation shall commence on January 1 of each year and end on December 31.

ARTICLE 12
Prohibited Acts

12.1. Sharing in Corporate Earnings. No director, officer, employee, agent, representative or member of a committee of or person connected with the Corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided that this shall not prevent the payment (subject to Section 12.2. hereof) to any such person of such reasonable compensation as shall be fixed by the Board of Directors for services rendered to or for the Corporation in effecting any of its purposes; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation.

12.2. Self-Dealing.

(a) No disqualified person (as defined in Subsection (b) of this Section 12.2) shall enter into or be interested, directly or indirectly, in any transaction, contract or business relationship with the Corporation or relating or incidental to operations of the Corporation, nor shall any disqualified person receive from or contribute to the Corporation, directly or indirectly, any goods, services, facilities, compensation, expenses, funds or other property unless such transaction, contract, business relationship, receipt or contribution shall be excluded from the definition of "self-dealing" set forth in Section 4941(d) of the Internal Revenue Code and its Regulations, as they now exist or as they may be amended.

(b) For purposes of this Section 12.2., the term "disqualified person" shall mean any (i) director, officer or manager of the Corporation, (ii) substantial contributor to the Corporation (as defined in Section 507(d)(2) of the Internal Revenue Code and its Regulations, as they now exist or as they may be amended), (iii) spouse, lineal ancestor, lineal descendant or spouse of a lineal descendant of any person described in item (i) or (ii) of this sentence, (iv) owner of a twenty percent (20%) or greater interest in any substantial contributor to the Corporation, or (v) corporation, partnership or trust or estate in which the persons described in items (i), (ii), (iii) and (iv) of this sentence in the aggregate have greater than a thirty-five percent (35%) voting, ownership or beneficial interest.

(c) Any contract, transaction, or act on behalf of the Corporation in a matter in which any one or more directors or officers is interested personally, if not prohibited by Subsection (a) of this Section 12.2, shall be at arm's length and not violative of the proscriptions in the Articles of Incorporation against the Corporation's use or application of its funds for private benefit; no contract, transaction, or act shall be entered into on behalf of the Corporation that would result in the denial of the tax exemption under any Section of the Internal Revenue Code and its Regulations as they now exist or as they may be amended, including without limitation Sections 501 and 507 thereof; and no contract, transaction or other act described in Section 617.0832 of Florida Statutes, as amended, or any successor thereto, shall be entered into by the Corporation unless such contract, transaction or other act is characterized under said statute as being not void or voidable. In no event, however, shall any person or other entity dealing with the directors or officers of the Corporation be obligated to inquire into the authority of the directors and officers to enter into and consummate any contract, transaction, or other action.

ARTICLE 13

Investments

13.1. **Management of Investments.** Funds, securities and other property of the Corporation may be invested and reinvested under the direct management of the Board of Directors, such officers of the Corporation as may be designated by the Board of Directors, or such investment managers and/or brokers as the Board of Directors, in the exercise of its judgment, may engage for such purpose. The Board of Directors may authorize any such investment manager or broker engaged by the Board of Directors for such purpose to exercise such discretion as the Board of Directors shall determine, in the exercise of its judgment, to be in the best interests of the Corporation; provided, however, that in all such instances, the Board of Directors clearly and specifically shall instruct such investment manager or broker as to the extent and limitations of the discretion so authorized and shall require such investment manager or broker to make regular reports to the Board of Directors as to its investment policies, transactions on behalf of the Corporation and the results thereof.

13.2. **Permissible Investments.** The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments that a director is or may be permitted by law to make or any similar restriction; provided, however, that (i) no action shall be taken by or on behalf of the Corporation if such action would result in the denial of the tax exemption under any Section or sections of the Internal Revenue Code and its Regulations as they now exist or as they may be amended, including without limitation Sections 501 and 507, and (ii) the Corporation shall not hold any investments that constitute excess business holdings, as defined in Section 4943 of the Internal Revenue Code and its Regulations, as they now exist or as they may be amended, or that jeopardize or may be deemed to jeopardize the carrying out of any of the Corporation's exempt purposes, as set forth in Section 4944 of the Internal Revenue Code and its Regulations, as they now exist or as they may be amended.

ARTICLE 14

Exempt Activities

Notwithstanding any other provision of these Bylaws, no director, officer, employee, agent or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be amended, or by an organization contributions to which are deductible under Sections 170(c)(2), 2055, 2106(a)(2) and 2522 of such Code and Regulations as they now exist or as they may be amended.

ARTICLE 15

Indemnification

The Corporation shall indemnify and advance expenses on behalf of its directors and officers to the fullest extent permitted under Section 617.0831 of Florida Statutes, as amended, or any successor thereto. Said indemnification shall extend to any and all liabilities of the

directors and officers arising from their relationships with the Corporation in any and all capacities. By resolution duly adopted, the Board of Directors may authorize the corporation to (i) indemnify any or all of its employees and agents who are not directors to any extent that the Board of Directors may determine, up to and including the fullest extent permitted under Section 617.0831 of Florida Statutes, as amended, or any successor thereto, and/or (ii) provide insurance coverage to any or all of its directors, officers, employees and agents against any or all risks or liabilities that such persons may incur by virtue of their relationships with the Corporation.

ARTICLE 16
Parliamentary Authority

Robert's Rules of Order shall be the governing authority for conduct of all meetings of the Board of Directors and all committees, except where inconsistent with law, the Articles of Incorporation, these Bylaws or the rules adopted by any such committee for the conduct of its meetings.

ARTICLE 17
Amendments

These Bylaws may be altered, amended, or repealed, or new bylaws may be adopted, only by the affirmative vote of a majority of the votes cast at a meeting of the Board of Directors at which a quorum is present.

I CERTIFY that the foregoing Bylaws were adopted by the Board of Directors by Written Consent dated as of April 1, 2002, and remain in full force and effect.



Natasha Despotovich, Secretary

**GLOBAL FOUNDATION FOR DEMOCRACY AND DEVELOPMENT, INC.
DIRECTORS' WRITTEN CONSENT TO ACTION**

Pursuant to Section 617.0821 of the Florida Not For Profit Corporation Act, the undersigned, constituting all of the members of the Board of Directors of GLOBAL FOUNDATION FOR DEMOCRACY AND DEVELOPMENT, INC., a Florida not for profit corporation, do hereby consent that the following resolutions be adopted in writing, without a meeting:

RESOLVED, that Article 4 of the Bylaws of the Corporation shall be amended as follows:

4.8 **Regular and Special Meetings.** Regular meetings of the Board of Directors may be held at such times and place or places as shall be determined by the Board of Directors. Special meetings of the Board of Directors may be called by the Executive Director as he or she sees fit and must be called by the Executive Director upon the written request of any two members of the Board of Directors. Except as otherwise required by law, the Articles of Incorporation or these Bylaws, any business may be transacted at any directors' meeting.

and be it

FURTHER RESOLVED, that Article 5 of the Bylaws of the Corporation shall be amended as follows:

5.1 **Number and Titles.** The officers of the Corporation shall be the Secretary and Treasurer and such other officers, including any number of Vice Presidents, with such titles, powers and duties not inconsistent with these Bylaws as may be appointed and determined by the Board of Directors. Any combination of offices may be held by the same person.

5.2 **Election, Term of Office and Qualifications.** The officers shall be elected annually by the Board of Directors at the annual meeting of the Board of Directors. All such officers shall be elected from among the members of the Board of Directors or such other persons as the Board of Directors may see fit.

5.4 **Executive Director.** The Executive Director shall preside at all meetings of the Board of Directors. He or she shall have general charge and supervision of the business and affairs of the Corporation, subject to the direction of the Board of Directors, and shall perform such other duties as may be assigned to him or her by the Board of Directors.

5.5 **Vice Presidents.** At the request of the Executive Director, or in the event of his or her absence or disability, any Vice President, if any, shall then be in office, shall perform the duties and possess the powers of the Executive Director; and to the extent authorized by law, each Vice President, if any, shall then be in office, shall have such other powers as the Board of Directors may determine, and shall perform such other duties as may be assigned to him or her by the Board of Directors.

5.6 **Secretary.** The Secretary shall have charge of books, documents, and papers as the Board of Directors may determine and shall have the custody of the corporate seal. He or she shall attend, or cause to be attended, and keep, or cause to be kept, the minutes of all the meetings of the Board of Directors and committees having the delegated authority of the Board of Directors, and he or she shall be responsible for the Corporation's compliance with all requirements under Section 8.1 of these Bylaws relating to such minutes. He or she may sign with the Executive Director or an authorized Vice President, in the name and on behalf of the Corporation, any contracts or agreements authorized by the Board of Directors, and when so authorized or ordered by the Board of Directors, he or she may affix the seal of the Corporation. He or she shall, in general, perform all the duties incident to the office of Secretary, subject to the control of the Board of Directors, and shall perform such other duties as may be assigned to him or her by the Board of Directors.

and be it

FURTHER RESOLVED, that Article 9 of the Bylaws of the Corporation shall be amended as follows:

9.3 **Checks, Drafts, Orders for Payment.** All checks, drafts or orders for the payment of money, notes, or otherwise evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as the Board of Directors from time to time shall determine by resolution. IN the absence of such determination, such instruments shall require the signatures of both of the Executive Director and the Treasurer of the Corporation;

and be it

FURTHER RESOLVED, that Article 10 of the Bylaws of the Corporation shall be amended as follows:

ARTICLE 10
Voting Upon Shares of Other Corporations

Unless otherwise ordered by the Board of Directors, the Executive Director shall have full power and authority on behalf of the Corporation to vote either in person or by proxy at any meeting of the shareholders of any corporation in which this Corporation may hold shares, and at any such meeting may possess and exercise all of the rights and powers incident to the ownership of such shares that, as the owner, this Corporation might have possessed and exercised if present. The Board of Directors may confer like powers upon any other person and may revoke any such powers as granted at its pleasure.

and be it

FURTHER RESOLVED, that the attached Amended Bylaws be and they hereby are adopted, ratified and confirmed as the Bylaws of the Corporation; and be it

FURTHER RESOLVED, that the Resignation of Leonel Fernandez as Director and President of the Corporation is hereby accepted, effective as of August 16, 2004; and be it

and be it

FURTHER RESOLVED, that the Board of Directors appoints Leonel Fernandez as the Corporation's Honorary President, which office shall have no power or authority.

[SIGNATURES ON NEXT PAGE]

IN WITNESS WHEREOF, the undersigned, have executed this consent to action as of the ___ day of August, 2004.

Temistocles Montas

Natasha Despotovich

Dalcio Andujar, Jr.

Alexander Andujar

Hector Dionnisio Perez

Constituting all of the Members of the
Board of Directors of the Corporation

Board Meeting Minutes
Global Foundation for Democracy and Development

May 13, 2015 at 1:00pm
1629 K St NW, Suite 1100
Washington, DC 20006

Board Members:

Present: Natasha Despotovic

Present by telephone: Dr. Leonel Fernandez, Natasha Despotovic, Dalcio Andujar, Alexander Andujar, and Hector Dionnisio Perez.

Quorum present? Yes

Proceedings:

• *Meeting called to order* at 1:00 p.m. by Natasha Despotovic

Report:

1. *Changes on Board of Directors:*

Board Members present agreed to remove Temistocles Montas and Lee M. Tablewski.

New Board Members appointed: Yamile Eusebio Paulino, Semiramis de Miranda and Rodolfo Fuertes.

2. *Titles were ratified:*

Dr. Leonel Fernandez: President

Natasha Despotovic: Secretary, Treasurer

3. Changes on the bylaws have been agreed and approved by Board members. (See annex)

4. Board Meetings will be held every year in the month of September. Next Board meeting will be in New York at the end of September, 2015.

5. Dr. Leonel Fernandez proposed the creation of an Advisory Committee with around 15 members and suggested some Advisor Committee members like Raul Alarcon, Jose Mota, Hernan Echavarria and Jose Seiter. After brief discussion, Board agreed.

• Meeting adjourned at 1:30 p.m.
