

## **BYLAWS OF PROYECTO PATRIA**

### **ARTICLE I: NAME AND PURPOSE**

**Section 1. Name** The name of the organization shall be Proyecto Patria.

**Section 2. Purpose** Proyecto Patria is a non-profit organization whose purpose is to promote the cultural, social, and political development of Cuba, driving changes in Cuban society that guarantee freedom, proper education, and the rights of the Cuban people.

**Section 3. Legal Character** Proyecto Patria is a non-profit organization registered under the laws of the State of Delaware in the United States, and intends to be recognized as a 501(c)(3) entity in accordance with the regulations of the Internal Revenue Service (IRS). Proyecto Patria has independent legal personality and enjoys autonomy in its operations and decisions, always in compliance with the applicable legislation for non-profit organizations in Delaware and the United States.

**Section 4. Power to Enter into Agreements** Proyecto Patria, through its Board of Directors and/or duly authorized representatives, has the express power to enter into agreements, contracts, or arrangements with individuals or legal entities, public or private, to the extent that such instruments contribute to or are related to the achievement of the organization's purposes and goals. This includes, but is not limited to, the signing of licensing agreements and the establishment of strategic alliances, such as collaboration with the Creator of the "OPEN PatriA" and "OPEN Market" platforms or with other organizations that support Proyecto Patria's social mission.

### **ARTICLE II: MISSION AND OBJECTIVES**

**Section 1. Mission** The mission of Proyecto Patria is to use the digital platform "Proyecto Patria" to organize and coordinate civic and cultural actions that promote knowledge, citizen participation, and social mobilization in Cuba, with a view to driving democratic freedom and social changes that benefit the entire Cuban people.

#### **Section 2. Objectives**

- Consolidate the digital platforms "OPEN PatriA" and "OPEN Market" as a fundamental axis to bring together the efforts of the Cuban diaspora and the people on the island, in a direction that fosters freedom and social change.
- Facilitate recurring donations to cover the needs of the most vulnerable sectors of the Cuban population.
- Organize and coordinate legal actions inside and outside of Cuba to promote a constitutional referendum and the recognition of a free and democratic party.

- Carry out a cultural battle, from micro-communities, that awakens the civic consciousness of Cubans and exposes the shortcomings of the current system.
- Establish a citizen organization strategy that publicly evidences social discontent and fosters active participation in all spheres.

**Section 3. Use of Technological Tools** Proyecto Patria recognizes that the adoption and evolution of the “OPEN PatriA”, “OPEN Market” platforms and other complementary technologies are essential to fulfill its goals of cohesion, dissemination, and civic education. Consequently, the organization commits to:

- Integrate these tools among its members and allies, promoting their ethical and safe use.
- Develop or incorporate functionalities that strengthen the non-profit work of the NGO.
- Protect the confidential information of users, donors, and collaborators, in accordance with applicable U.S. legislation.

## **ARTICLE III: GOVERNANCE STRUCTURE**

### **Section 1. Board of Directors**

- **Composition:** The Board of Directors will initially be composed of seven (7) members, who will be the main leaders of Proyecto Patria.
- **Function:** It has the final authority in strategic decision-making, project supervision, and admission of new members.
- **Meetings:** It will meet at least once a month to review the progress of objectives and make adjustments to the strategy.
- **Voting:** Ordinary decisions will require a simple majority, while critical decisions (change of president, mission modifications, etc.) will require a two-thirds majority.

### **Subsection 1.D. Contracts and Alliances Subcommittee**

The Board of Directors will appoint a Contracts and Alliances Subcommittee, composed of at least three (3) of its members, preferably with legal and/or financial experience.

This subcommittee will be responsible for reviewing and approving the terms of any collaboration, licensing, or contract agreement, including those related to the “OPEN PatriA” platform or other strategic tools.

Its recommendations will be binding on the Board of Directors in all matters related to the legal and financial viability of the agreements.

## **Section 2. President and Vice President**

- President: Leads the organization and acts as the official spokesperson. In the absence of the president, the vice president assumes their functions.
- Vice President: Supports the president in the implementation of objectives and is responsible for overseeing the ethical compliance and transparency of the organization.
- Succession Process: In the event of a vacancy of the president, the vice president will assume the interim leadership until the Board of Directors appoints a successor.

## **Section 3. Oversight and Ethics Committee**

- Function: Monitors the ethical conduct of members and evaluates any allegations of corruption or breach of confidentiality agreement.
- Powers: Can recommend the removal of any board or team member who violates the organization's ethical principles.
- Election of Committee Members: It will be composed of seven (7) members selected through a merit-based selection process and demonstrated contributions.

# **ARTICLE IV: PROCEDURES AND PROTOCOLS**

## **Section 1. Action and Planning Strategy**

The development and expansion strategy will be organized in phases, with a Logical Steps List that will serve as a roadmap and be regularly updated by the Board of Directors.

The acting leader must follow this list of steps as an operational guideline. In the event of a leadership change, the successor commits to adhering to it to safeguard the organization's coherence and transparency.

All formalization of licensing agreements or “Platform Use Contracts” will require prior approval from the Contracts and Alliances Subcommittee and ratification by the Board of Directors.

## **Section 2. Meeting and Voting Procedures**

- Meetings: The Board of Directors will hold regular monthly meetings and extraordinary meetings as necessary.

- Quorum: For decisions to be valid, at least 75% of the Board of Directors members must be present.
- Voting System: Decisions will be made by a simple majority in ordinary matters and by a two-thirds majority in strategic or disciplinary matters.

### **Section 3. Replacement Protocol for Power Vacuum**

In the event of the president's death or incapacity, the vice president will assume provisional leadership until the Board of Directors appoints a successor.

If the vice president is not suitable, the Board of Directors will elect another member to assume the presidency.

### **Section 4. Removal Protocol for Corruption or Incapacity**

Any member can present a motion for removal based on evidence of corruption or incapacity of another member.

The Oversight and Ethics Committee will review the complaint and, if appropriate, recommend removal.

The Board of Directors will vote on the removal, which will require a two-thirds majority.

## **ARTICLE V: ADMISSION OF MEMBERS**

### **Section 1. Admission Criteria**

Members must commit to complying with the principles and objectives of Proyecto Patria.

New leaders must sign a declaration of no ties, confirming that they do not have —nor have had— any relationship with intelligence or espionage agencies of any country.

All members must sign a Confidentiality Agreement committing them to absolute secrecy about the organization's internal information.

### **Section 2. Admission Process**

The admission of members will be reviewed and approved by the Board of Directors, which reserves the right to reject applications that do not meet ethical and confidentiality requirements.

An efficient onboarding protocol will be implemented for new members, selected from among social leaders who demonstrate aptitudes and are recommended by active members.

### **Section 3. Violation of Agreements**

Any member who breaches the signed agreements will be expelled from the organization and may face legal action according to current regulations.

## **ARTICLE VI: CONTROL, TRANSPARENCY, AND DATA PROTECTION**

### **Section 1. Annual Audit**

Proyecto Patria will conduct an annual audit to evaluate transparency and effectiveness in the use of resources and the execution of its projects. The results will be shared with the Board of Directors members, and a public report will be prepared.

As part of this audit, all current agreements related to the “OPEN Patria” and “OPEN Market” platforms (or any other essential tool) will be reviewed to ensure faithful compliance with the agreements.

### **Section 2. Progress and Transparency Report to the Community**

Each year, Proyecto Patria will publish a progress and transparency report that includes achievements, use of funds, and next steps.

The digital platform will have a section where the management of funds and projects can be monitored in real-time, providing confidence to donors and beneficiaries.

### **Section 3. Data Protection and Confidentiality**

Proyecto Patria will ensure the protection of personal data and metadata of all users, donors, and collaborators, adopting appropriate cybersecurity protocols and complying with U.S. legislation.

In the event of security breaches, the Board of Directors and the Oversight and Ethics Committee will take immediate measures to mitigate the damage and notify the competent authorities if necessary.

### **Section 4. Bylaws Review**

The bylaws of Proyecto Patria will be reviewed every three (3) years by the Board of Directors. This body may amend the provisions according to changes in the political, social context, or the organization's needs, always respecting the charitable and non-profit purpose of the entity.

## **ARTICLE VII: DISSOLUTION OF THE ORGANIZATION**

In the event of the dissolution of Proyecto Patria, all remaining assets after the payment of obligations will be exclusively allocated to other non-profit organizations that promote education, human rights, or social development, as determined by the Board of Directors

and the Oversight and Ethics Committee in accordance with applicable legislation. Likewise, if there are licenses or agreements related to the “OPEN PatriA” platform or other technological tools, these will be addressed according to the current contracts; if there are no specific clauses, the associated intellectual property should preferably be allocated to a non-profit entity that continues to promote the educational and human rights defense purposes of the Cuban people.

### **SIGNATURES OF THE FOUNDING MEMBERS**

Signature: \_\_\_\_\_

Name: Rafael Gonzalez Rodriguez President of the Board of Directors

Program and Projects Coordinator

Signature: \_\_\_\_\_

Name: Leandro Alvarez Perez Vice President of the Board of Directors

Signature: \_\_\_\_\_

Name: Leonardo de Miranda Head of the Legal and Compliance Department

Director of the Finance and Administration Department

Signature: \_\_\_\_\_

Name: Rafael Guerra Director of the Communication and External Relations Department and Secretary General of the HR Department

Signature: \_\_\_\_\_

Name: Yunior Brunet Batista Director of the HR Department and Secretary General of the Communication and External Relations Department

Signature: \_\_\_\_\_

Name: Danelis Gonzalez Hernandez Secretary General of the Board of Directors

Signature: \_\_\_\_\_

Name: Representative: Arlet Same Gonzalez

Responsible for Social Innovation.