

PROPOSED BY-LAWS OF THE
MEXICAN-AMERICAN SOLIDARITY FOUNDATION, A.C.

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TITLE ONE

OFFICES

Article 1.- The Non-profit Corporation named Mexican-American Solidarity Foundation is constituted with its domicile in Mexico City, Federal District, with power to establish offices and agencies in any place of the Mexican Republic, the city of Washington, District of Columbia, or any other city in the United States of America.

ARTICLE 2.- The Foundation shall have unlimited duration from the date of its constitution.

TITLE TWO

NATURE, OBJECTIVES AND ACTIVITIES

ARTICLE 3.- By its nature, the Foundation:

- I.- Is a Non-profit Corporation, started by a collaboration of the public and private sectors in Mexico and by educators and distinguished leaders of the most representative mexican-american organizations, who shall be empowered to seek the collaboration of public and private sectors in the United States that share the goals of this corporation.
- II.- Its target population is the community of mexican origin in the United States, including the different strata that comprise it: mexicans, that is, those born within the territory of Mexico, or of mexican father or mother, and who have adopted mexican nationality, whether those mexicans are recently emigrated or whether they have several years of residence in that country, no matter what their migratory status might be; mexican-americans, that is, every person who is a descendant of mexicans, no matter how many generations removed, and who have either been born in the United States of America or naturalized as american citizens.
- III.- Is based in the interests of Mexico and of the community of mexican origin in the United States of America, that deem such a rapprochement and collaboration necessary and beneficial for both peoples.
- IV.- Is organized and operates as a permanent bonding mechanism between Mexico and the communities of mexican origin in the United States of America in pursuance of

the objectives that inspire the Foundation.

- V.- Shall not pursue for-profit purposes.
- VI.- Is not a political organization, nor shall it participate in any such activities.
- VII.- Is an instrument for the raising of funds and for their efficient and transparent channeling to the development of programs and projects in furtherance of its objectives.
- VIII.- Shall have full legal personality, different from that of its members, who shall not be personally liable in any case of the acts of the Foundation, because it shall respond fully for its actions with its own assets.

ARTICLE FOUR.- The Foundation's principal objective is to strengthen and give continuity to educational and cultural relations and to promote the improvement of economic relations between Mexico and the communities of mexican origin, through the design and development of short term and long term action strategies. To that purpose the Foundation should:

- I.- Plan and design the most adequate strategies to reinforce educational and cultural collaboration with communities of mexican origin and to orient the actions developed in that realm to insure that they really respond to the needs and the interests of the community to which they are addressed.
- II.- Determine the projects that will complement the existing collaboration and allow for a speedier rapprochement between Mexico and the communities of mexican origin in the United States of America.
- III.- Develop projects that will have a multiplying effect and that will reach all the levels of the target population.
- IV.- Facilitate the knowledge and understanding of the mexican reality between the groups of mexican origin in the United States of America and divulge in Mexico the meaning, the problems, the struggles and the achievements of that community.
- V.- Reevaluate and elevate the image of Mexico in the United States of America and that of the population of mexican origin in the United States of America and in Mexico.
- VI.- Promote the economic, educational, artistic and cultural leadership of these groups, through projects calculated to elevate the capability of individuals and institutions

in these fields.

- VII.- Move for the development of the communities of mexican origin in the United States of America through the improvement of education and the encouragement of mexican values.
- VIII.- Promote better relations with other minority groups, especially with the other latin groups, through the development of projects of interest to all.
- IX.- Encourage copartnership and solidarity of the public and private sectors of both countries, with the tasks of the Foundation.

The activities of the Foundation shall not, in any way, interfere with the legal attributes of the Departments of Public Education and Foreign Affairs of the Republic of Mexico.

ARTICLE FIVE.- The Foundation shall have the power to:

- I.- Plan, coordinate, promote, execute and evaluate the activities calculated to achieve its objectives.
- II.- Raise funds and manage them.
- III.- Provide support and advise to programs consistent with its goals.
- IV.- Serve as a liaison between public and private institutions of both countries involved in activities consistent with the goals of the Foundation.
- V.- Conduct those surveys and research deemed necessary.
- VI.- Complement activities conducted by public and private sectors of both countries in the same areas covered by the Foundation, paying special attention to those projects tending to foster the development of the capabilities of institutions and individuals and the structural changes favorable to the development of both communities.
- VII.- Enter into and perform agreements, contracts and covenants to perform and support specific programs whose goals are consistent with those of the Foundation.
- VIII.- Purchase, possess, or manage by means of any legal title any kind of personal and real property needed for the fulfillment of its purpose.
- IX.- Make all kinds of contracts and guarantees directly or indirectly related with its goals and to subscribe,

endorse and negotiate all kinds of credit instruments, incur liabilities, borrow money and secure any of its obligations by mortgage or pledge of guarantees as necessary for the efficient management of its assets. Also to make all kinds of investments, with the required previous authorization of the Board of Directors, to consolidate the assets of the Foundation.

TITLE THREE

ASSETS

ARTICLE 6.- The assets of the Foundation shall proceed from the following sources:

- I.- Members' donations in kind or in cash.
- II.- Donations, estate gifts, trusts, grants and any other contributions.
- III.- Any and all other legitimate income related to the Foundation's objectives.

The contributions of the Mexican Federal Government, shall in no case constitute more than 50% of the total endowment of the Foundation.

TITLE FOUR

MEMBERSHIP

ARTICLE 7.- The Founding Members shall be:

From Mexico:

- I. The Federal Government through the offices of the Secretary of Public Education and the Secretary of Foreign Relations of the Republic of Mexico.
- II. Jose Angel Pescador Osuna
- III.- Jorge Bustamante

- IV.- Roger Diaz de Cossio
- V.- Graciela Orozco de Andapia
- VI.- The Director of the National Council of Science and Technology
- VII.- Roberto Gonzalez Barrera
President of the MASECA Industrial Group
- VIII.- Carlos Cabal Peniche
President of the Board of Directors of Banca Union.

From the communities of mexican origin:

- I.- Raul Yzaguirre
President, National Council of La Raza.
- II.- Antonia Hernandez
President and General Counsel of the Mexican American
Legal Defense and Education Fund.
- III.- Antonio Gil Morales
Executive Director of American G.I. Forum
- IV.- Jose Velez
Executive Director of the National League of United
Latin American Citizens
- V.- Joel Gomez
Executive Director of the National Clearinghouse for
Bilingual Education
- VI.- Maria del Refugio Robledo de Montecel
President of Intercultural Development Research
Association
- VII.- Blandina Cardenas
- VIII.- Miguel Nevarez
- IX.- Raul Cardenas
- X.- Josue Gonzalez

ARTICLE 8.- Any alien who at the time of the constitution of the Foundation or at any time after that shall acquire an interest or social participation in the Foundation, shall be considered a

mexican vis a vis mexicans and the communities of mexican origin by virtue of that simple fact, in the understanding that s/he shall not claim the protection of his government, under penalty of losing all interest or participation in favor of the Mexican Nation in the event of a violation of this agreement.

TITLE FIVE

THE GOVERNING BODIES OF THE FOUNDATION

ARTICLE 9.- The Foundation shall have the following governing bodies:

- I.- The Board of Directors;
- II.- The Executive Director;
- III.- The Advisory Board, and
- IV.- The Oversight Commission.

THE BOARD OF DIRECTORS

ARTICLE 10.- The General Assembly of Members shall be the Board of Directors. The Board of Directors is the supreme governing body of the Foundation, and it is composed of all the members.

ARTICLE 11.- The Board of Directors shall be comprised of representatives from Mexico and from the communities of mexican origin in equal numbers. The only admissible difference shall be of the order of one or two members from either one of the two groups.

The institutional members shall be able to name one representative to the Board of Directors.

ARTICLE 12.- The following guidelines shall determine the composition of the Board of Directors:

A) The representatives of the communities of mexican origin in the United States, shall be divided into the following categories and in the following percentages:

- I.- National mexican american organizations, at least 33%.
- II.- Cultural, educational or research organizations or institutions, at least 30%.

III.- Entrepreneurs, at least 10%.

IV.- Experts, at least 20%.

B). The representatives from Mexico shall be divided into the following categories:

I.- The Federal Government, represented by the offices of the Department of Public Education and the Department of Foreign Relations of the Republic of Mexico.

II.- Cultural, educational and research institutions.

III.- Entrepreneurs

IV.- Experts.

ARTICLE 13.- Participation in the Board of Directors is institutional and not personal in nature, except in the case of the entrepreneurs and the experts. At the conclusion of their term of elective or appointed office, the representatives of Institutions shall be able to continue their support of the Foundation as members of the Advisory Board.

ARTICLE 14.- The structure of the Board of Directors shall be susceptible to modification (modifiable) by the consent of two thirds of its members, while the number of members may be enlarged or reduced by a decision of a simple majority of the Board of Directors.

The Board of Directors shall authorize the membership of mexican entrepreneurs and entrepreneurs from the community of mexican american origin.

ARTICLE 15.- In order to better carry out their functions, the Board of Directors shall appoint from among their group a President, a Vice President, a Treasurer and a Secretary. These appointments shall be for terms of two years. The offices of President and Vice President shall be occupied alternatively by a representative from Mexico and from the United States of America.

ARTICLE 16.- The Board of Directors shall meet at least once a year, in the month of March, upon a calling by the President, or in his absence, by the Vice President, and the meetings shall take place alternatively in Mexico and in the United States of America.

ARTICLE 17. The meetings of the Board of Directors may be ordinary or extraordinary.

The ordinary meetings shall be called by two previous notices which shall be issued and sent to the members simultaneously in writing. The first notice shall be dated thirty natural days before the scheduled date of the meeting, the second shall be dated seven natural days after the date of the first notice. Both shall contain the Agenda for the meeting, the place and address of the meeting, the date and time of the meeting and the signature of the person calling to the meeting.

The required quorum for the meetings shall be 51% of the members present at the first meeting. In case that 10 days before the date of the meeting the confirmed attendants do not constitute quorum, the meeting shall take place with the members in attendance after a second calling.

Written minutes of the proceedings of each meeting of the Board of Directors, shall be kept in Spanish and English, signed by all the members in attendance, and shall be recorded in a book specifically designated for that sole purpose.

ARTICLE 18.- Motions shall be passed by majority vote of the members in attendance, except for those cases where these by-laws require a majority of two thirds of the votes. There shall be no vote by proxy.

The members shall not vote in those motions that directly involve the institutions and organizations they are affiliated with.

ARTICLE 19.- Whenever an extraordinary meeting is required in the best judgement of two thirds of the members of the Board of Directors, the calling and notice requirements of ARTICLE 16 shall not apply.

ARTICLE 20.- The Board of Directors shall have the following stated attributes but it shall not be limited to just these attributes.

- I.- To insure that the goals of the Foundation are fulfilled, in conformity with the By-laws;
- II.- To evaluate the By-laws of the Foundation and implement any amendments deemed necessary in the judgement of two thirds of the members;
- III.- To designate committees of its members, in charge of developing concrete projects;
- IV.- To approve the organizational structure of the Foundation upon motion of the Executive Director.
- V. To approve the auditing and management systems and select

independent outside auditors.

- VI.- To sanction and supervise the Foundation's work plan.
- VII.- To approve the Foundation's yearly operations budget, which shall operate on the basis of a January to December fiscal year.
- VIII.- To insure the proper allocation of the Foundation's assets.
- IX.- To establish policies to guide fund raising, and the use of financial and fiscal incentives to increase the assets of the Foundation.
- X.- To establish the organizational and operational rules of the committees it establishes.
- XI.- To suspend or remove the directors of the Board of Directors pursuant to the vote of two thirds of the Board.
- XII.- To establish its own operational rules,
- XIII.- And any other rules necessary for the fulfillment of its goals.

ARTICLE 21.- The Board of Directors shall have the power to delegate on its members by appointment for the fulfillment of concrete acts. It shall, likewise have the power to confer general and special powers of attorney in representation of the Foundation on any person regardless of whether or not that person is a member of the Board of Directors, and the power to revoke in part or in whole any of the delegations made or the powers conferred, and shall always reserve upon itself the exercise of this power.

THE EXECUTIVE DIRECTOR

ARTICLE 22.- The Executive Director shall be responsible for carrying out the programs of the Foundation. He shall propose to the Board of Directors the organizational structure of the institution and shall manage programs and acts.

ARTICLE 23.- The Executive Director shall be appointed by the Board of Directors, and shall have the powers conferred upon him by the Board, including the following:

- I.- To be the legal representative of the Foundation before public and private educational institutions, philanthropic trusts, international organizations and kindred professional organizations.

- II.- To direct the work of the Foundation following the guidelines set by the Board of Directors.
- III.- To present for the approval of the Board of Directors the work plan and the yearly budget of the Foundation.
- IV.- To carry out and evaluate the results of Foundation programs, projects and actions;
- V.- To prepare and present a yearly report of activities and any further reports requested by the Board of Directors.
- VI.- To obey and respect the resolutions of the Board of Directors;
- VII.- To attend the meetings of the Board of Directors as a non-voting participant with the right to be heard;
- VIII.- To manage the assets of the Foundation;
- IX.- To analyze proposals, studies, projects, publications and specific Foundation actions to be submitted to the Board of Directors;
- X.- To support the works of the Advisory Board and promote its development.
- XI.- And any other powers granted by the Board of Directors in pursuance of the purpose of the Foundation.

ARTICLE 24.- The Executive Director, subject to Board policy, shall have broad and sufficient legal power and authorization to deal in and with, and manage personal and real property, file lawsuits, collect moneys owed and represent the Foundation in legal proceedings in accordance with the provisions of the law.

ADVISORY BOARD

ARTICLE 25.- An Advisory Board made of distinguished individuals from the communities in Mexico and the United States who wish to contribute to the work of the Foundation shall be invited to participate for terms of indefinite duration. The Board of Directors shall approve the appointments to the Advisory Board.

OVERSIGHT COMMISSION

ARTICLE 26.- If the Board of Directors so decrees, the oversight of the Foundation shall be delegated on an Oversight Commission integrated by the number of member the Board of Directors deems necessary, appointed to terms of two years each. The Oversight Commission shall have only those powers conferred by the Board of Directors.

TITLE SIX

DISSOLUTION

ARTICLE 27.- The Foundation shall dissolve if such dissolution is mandated by any statute or regulation in effect or voluntarily by the vote of two thirds of the associates.

ARTICLE 28.- In the event of dissolution, the liquidated assets of the Foundation shall be distributed as gifts to the non-profit institution or institutions determined by the Board of Directors.

TRANSITORY

FIRST.- Initial contributions to the endowment of the Foundation:

From the Mexican Government: \$ _____

Roberto Gonzalez Barrera: \$ _____

Carlos Cabal Peniche: \$ _____

The other members shall make their contributions _____ days after the enactment of the by-laws.

GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
BUSINESS REGULATION ADMINISTRATION



C E R T I F I C A T E

THIS IS TO CERTIFY that all applicable provisions of the DISTRICT OF COLUMBIA NONPROFIT CORPORATION ACT have been complied with and accordingly, this CERTIFICATE of INCORPORATION is hereby issued to MEXICAN AMERICAN SOLIDARITY FOUNDATION, INCORPORATED

as of JANUARY 14th , 1994 .

Hampton Cross
Acting Director

Barry K. Campbell
Administrator
Business Regulation Administration

Acting
Patricia E. Grays
Superintendent of Corporations
Corporations Division

Sharon Pratt Kelly
Mayor

ARTICLES OF INCORPORATION

OF

MEXICAN AMERICAN SOLIDARITY FOUNDATION, INCORPORATED

TO: Department of Consumer and Regulatory Affairs, Business Regulation Administration, Corporation Division, 614 H Street, N.W., Washington, D.C. 20001.

We, the undersigned natural persons of the age of twenty-one years or more, acting as incorporators of a corporation under the NONPROFIT CORPORATION ACT (D.C. Code, 1981 edition, Title 29, Chapter 5), adopt the following Articles of Incorporation:

FIRST: The name of the corporation is

Mexican American Solidarity Foundation, Incorporated

SECOND: The period of duration is perpetual.

THIRD: (1) The non-profit corporation's objectives are basically to strengthen and to promote the improvement of economic relations between Mexico and the communities of mexican origin through action strategies, such as, but not limited to:

(a) Continuity of social, philosophical, historical, educational programs concerning both cultures;

(b) Continuity of cultural programs concerning both communities;

(c) Create projects that will promote, educate, advance the cultures of both communities; and

(d) Examine, evaluate, and elevate the image and purpose of Mexico's education and culture in the United States and the United States culture within the Mexican origin communities. For example, problems, struggles and the achievements of each respective community will be communicated to each community.

(e) Develop projects that will complement the

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existing educational and cultural institutions and which will have a multiplying effect and will reach all levels of the target population.

(f) Encourage the education of both cultures to understand and respect the Mexican value systems.

(g) Promote better relations between all minority groups in both countries through education and cultural seminars.

(h) Encourage the cooperation and solidarity of the public and private sectors of both communities.

FOURTH: The corporation will have no members.

FIFTH: The manner of election and appointment of the directors will be provided in the bylaws.

SIXTH: The board of directors will be divided into three classes of members. Non-Profit Associations, Private Sector Business and Public & Governmental organizations (to the extent allowed by law). Each class of directors will have equal voting rights.

SEVENTH: The provisions for the regulation of the internal affairs of the corporation, including provision for the distribution of assets on dissolution or final liquidation will be delineated in detail in the by-laws. In event of dissolution of the corporations all remaining assets shall be distributed as gifts to non-profit institution or or organizations to be determined by the Board of Directors.

EIGHTH: The Articles of Incorporation can be amended by a majority vote (51%) of the Board of Directors at a regularly convened meeting or at a special meeting provided fifteen days notice is given of the proposed amendment(s) to the Board prior to the meeting.

NINTH: The name of the initial registered agent and initial registered office address are:

A. Baltazar Baca, Esq.
888 16th Street, N.W.
Washington, D.C. 20006

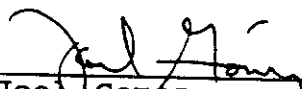
The register agent is a resident of the District of Columbia.

ELEVENTH: The names of the incorporators and their addresses of the above corporation are:



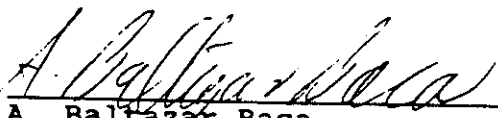
Raul Yzaguirre

President, National
Counsel of La Raza
810 First St.N.E.
Washington, D.C. 20001



Joel Gomez,

Executive Director,
National Clearinghouse
for Bilingual Education
1118 22nd Street, NW
Washington, D.C. 20037



A. Baltazar Baca

888 16th Street, NW
Washington, D.C. 20006

DATE: JANUARY 14, 1994

I, JANET E. GAMBOA, a Notary Public, hereby certify
that on this 14th day of January, 1994:

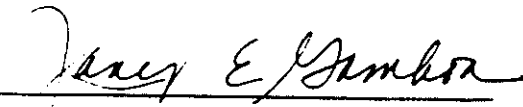
Raul Yzaguirre

Joel Gomez &

A. Baltazar Baca

appeared before me and signed the foregoing document as
incorporators, and have averred that the statements therein are
true.

SEAL



NOTARY PUBLIC

GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
BUSINESS REGULATION ADMINISTRATION



C E R T I F I C A T E

THIS IS TO CERTIFY that there were received and accepted for record in the Department of Consumer and Regulatory Affairs, Corporations Division, on the 14th day of JANUARY, 1994, Articles of Incorporation of:

MEXICAN AMERICAN SOLIDARITY FOUNDATION, INCORPORATED

The above named corporation is duly incorporated and existing pursuant to and by virtue of the Nonprofit Corporation Act of the District of Columbia and authorized to conduct its affairs in the District of Columbia as of the date mentioned above.

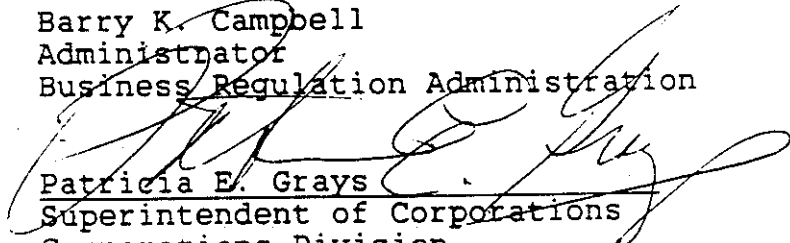
WE FURTHER CERTIFY that the above entitled corporation is at the time of issuance of this certificate in Good Standing, according to the records of the Corporations Division, having filed all annual reports required by the District of Columbia Nonprofit Corporation Act.

IN TESTIMONY WHEREOF I have hereunto set my hand and caused the seal of this office to be affixed this 14th day of JANUARY, 1994 .

Hampton Cross
Acting Director

Barry K. Campbell
Administrnator
Business Regulation Administration

Acting


Patricia E. Grays
Superintendent of Corporations
Corporations Division

Sharon Pratt Kelly
Mayor