

January 8, 2023

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## Your Gray Matters, Inc. – Foreword

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Your Gray Matters responds to a real situation which everyone in the Creative, Marketing and Advertising industries seems to acknowledge but that few seem to address in scale: Age discrimination.

Your Gray Matters, Inc. is a 501(c)(3) organization.

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## Bylaws of Your Gray Matters, Inc.

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1. Name of the organization

The legal name of the organization is “Your Gray Matters, Inc”, it is registered in Florida (Document number N22000011586) and granted 501(c)3 status by the IRS in December 2022.

2. Purpose:

The purpose of Your Gray Matters is to combat age discrimination in the marketing, creative and advertising industries.

3. Membership:

Membership in Your Gray Matters will be free for individuals.

We will offer corporate sponsorships at a nominal rate.

100% of the funds collected from memberships and donations will be used to further the fight against age discrimination. Notwithstanding, the board might vote to pay its members a stipend in line with the usual compensation of directors to promote professional appearances.

4. Board of directors:

Marcelo Salup – CEO  
Irving Plonskier – VP & Communication  
Shai Gold – Secretary & Corporate Partnerships  
Tony Hollingsworth – Non-executive director

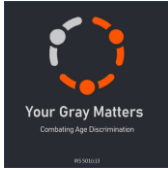
Membership in the Board of Directors during this initial period will be for 3 years, renewable an unlimited number of times.

The Board may be increased to a maximum of 5 (excluding non-executive directors) with a 3/4 vote by existing directors.

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### Your Gray Matters, Inc

Combating age discrimination in the creative, marketing and advertising industries ■ (501(c)3)  
3191 Grand Avenue, #330183, Coconut Grove, FL 33133 ■ Msalup@yourgraymatters.org



Non-executive directors will have a vote.

After the initial 3 years the board may increase the number of directors with a 3/4 vote. While there is no limit on the number of non-executive directors that might be named to the board, we will seek to make the number manageable and keep the background and expertise diverse.

- Resignations – May be tendered via email
- Removal from Office – Any board member may be removed for violations of the rules by a vote of 3/4 of the members
- Filling of vacancies – Proposal from any member of the board, subject to 3/4 vote, may be vetoed by the CEO

5. Meetings:

Meetings may be conducted in person, via teleconferencing or phone. Meetings will be quarterly, with the first one tentatively set for the end of March 2023.

6. Voting:

Meetings will have a valid quorum with 51% of the voting members.

Voting will be a straight “one director one vote” accounting

7. Committees:

There are no committees or subcommittees at this point.

8. Finances:

Fundraising activities will be described in a separate document. However, Your Gray Matters, Inc. is a public charity and may receive donations in cash or in kind from any legal entity.

9. Amendments:

Bylaws may be amended in the annual meeting when approved by 3/4 of the votes.

10. Dissolution:

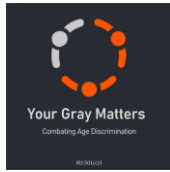
Upon dissolution, if approved by 3/4 of the votes, all assets (e.g., cash in bank accounts, other assets) will be used: First, to satisfy any tax liabilities, second, to pay any outstanding debts, third, to pay any outstanding salaries and/or stipends to its board members, fourth donated to any other organization that the board members elect.

### **Board of Directors – Responsibilities**

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Among the responsibilities of the Board of Directors:

- Ensuring financial viability, which falls into two broad categories: (1) providing financial oversight through a treasurer or finance committee, and (2) planning for future viability through resource development.
- Maintaining accountability to the client, staff, funders, community, and public, including a duty to evaluate effectiveness and incorporate feedback circles with various stakeholders.
- Ensuring a healthy management function, which means providing for a qualified, skilled, and accountable executive director or, in alternatively structured organizations that operate without an executive director, ensuring that a strong and accountable management function exists.
- Protecting the strength and continuity of the board through succession planning and board development activities.
- Seeking engagements with marketing, advertising and other creative organizations to promote the basic mission: end age discrimination.

**Conflicts of Interest** – In order to preserve our 501(c)3 status, members of the board will be conscious of any conflict of interest and proactively avoid them.

Policy Statement:

This policy is intended to protect the interests of Your Gray Matters, Inc and to ensure that decisions made on behalf of the organization are based on the best interests of the organization and not influenced by personal interests. It is the policy of Your Gray Matters, Inc that all directors, officers, employees, and volunteers must disclose any actual or potential conflicts of interest and refrain from participating in any decision-making process or taking any action that could potentially benefit their personal interests.

Definitions:

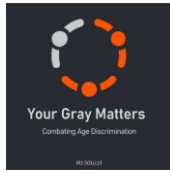
- "Conflict of interest" refers to any situation in which an individual's personal interests could potentially interfere with their professional duties or responsibilities to Your Gray Matters, Inc. This includes financial and non-financial interests.
- "Financial interest" refers to any financial interest that an individual has in a business or entity that could be affected by the actions or decisions of Your Gray Matters, Inc. This includes ownership of stock or other securities, partnerships, and loans or other debt arrangements.
- "Non-financial interest" refers to any personal interest that an individual has that could be affected by the actions or decisions of Your Gray Matters, Inc. This includes personal relationships, membership in organizations, and other personal affiliations.

Procedures:

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1. All directors, officers, employees, and volunteers of Your Gray Matters, Inc must disclose any actual or potential conflicts of interest on an annual basis.
2. Any individual who has a conflict of interest must abstain from participating in any decision-making process or taking any action that could potentially benefit their personal interests.
3. If an individual has a conflict of interest that cannot be avoided, they must disclose it to the board of directors and seek their approval before participating in any decision-making process or taking any action on behalf of Your Gray Matters, Inc.
4. Any individual who violates this conflict-of-interest policy will be subject to disciplinary action, up to and including termination of their relationship with Your Gray Matters, Inc.

### **Non-discrimination and equal employment opportunities**

Your Gray Matters, Inc is committed to creating a diverse and inclusive workplace that is free from discrimination, harassment, and other forms of unlawful behavior. We believe that diversity and inclusion are essential to our success and that everyone has the right to be treated with respect and dignity.

To this end, we have adopted the following policies:

1. Non-discrimination: We prohibit discrimination on the basis of race, color, religion, sex, national origin, age, disability, sexual orientation, gender identity, or any other protected characteristic.
2. Harassment: We will not tolerate harassment of any kind, including sexual harassment, racial harassment, and other forms of harassment based on protected characteristics.
3. Equal opportunity: We are committed to providing equal opportunity in all aspects of employment, including hiring, promotion, and compensation.
4. Diversity: We value diversity and believe that it is essential to our success. We strive to create a workplace that is inclusive and welcoming to people of all backgrounds and experiences.
5. Respect and dignity: We expect all employees to treat each other with respect and dignity, regardless of their differences.

By adhering to these policies, we hope to create a positive and respectful work environment that allows all employees to thrive and succeed. If you have any concerns or questions about these policies, please don't hesitate to speak with your manager or a member of the human resources team.

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