

# MIMO BISCAYNE ASSOCIATION BYLAWS

## ARTICLE I

### STATEMENT OF PURPOSE, OBJECTIVES AND AREA INCLUDED

#### SECTION A - STATEMENT OF PURPOSE

The Corporation also has such powers as are now or may hereafter be granted under the laws of the State of Florida that are furtherance of the Corporation's exempt purposes within the meaning of Sections 501(c)(3) of the Internal Revenue Code of 1986 or corresponding section of any future federal tax codes.

No Officer or Director of the Corporation shall also serve as a principal or director of any agency receiving funds from the MiMo Biscayne Association.

#### SECTION B - STATEMENT OF OBJECTIVES, AREA

The Corporation is organized to operate exclusively for charitable and educational purposes within the meaning of Sections 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue law) and more specifically:

- (a) to promote the historic preservation, protection and use of Miami's historic MiMo Biscayne Boulevard, including that area's commercial, residential, civic and religious enterprises;
- (b) to take remedial actions to eliminate the physical, economic and social deterioration of Miami's historic MiMo Biscayne Boulevard and thereby promote Miami's historic preservation, contribute to its community betterment while lessening the burdens of Miami's government;
- (c) to disseminate information of and promote interest in the preservation, history, culture, architecture and public use of Miami's historic MiMo Biscayne Boulevard;

(d) to hold meetings, seminars and other activities for the instruction of members and the public in those activities such as historic district regulations, building rehabilitation and design, economic restructuring, adaptive reuse of historic buildings, and planning management that foster the preservation of Miami's historic MiMo Biscayne Boulevard and enhance the public's understanding and appreciation of its history, culture and architecture;

(e) to aid, work with and participate in the activities of other organizations, individuals and public and private entities located within and outside Miami who are engaged in similar purposes;

(f) to solicit and receive and administer funds for educational purposes and to that end to hold by bequest, devise, gift, grant, purchase, lease or otherwise, either absolutely or jointly with another person or corporation, any property, real, personal, tangible or intangible or any undivided interest therein, without limitation as to amount of value; to sell, convey or otherwise dispose of any such property and to invest, reinvest or deal with the principal or the income thereof in such manner as, in the judgment of the Corporation's officers and directors, will best promote the purposes of the corporation without limitation, except such limitation, if any as may be contained in the instrument under which such property is received, the bylaws of the corporation, or any laws applicable thereto.

## ARTICLE II

### MEMBERSHIP

#### SECTION A - MISSION STATEMENT

The MiMo Biscayne Association is a volunteer non-profit community organization created to generate appreciation and public awareness of the MiMo Biscayne Boulevard Historic District through education, promotion and cultural activities for community residents, business/property owners and visitors

#### SECTION B

Any person owning real estate, operating a business, having knowledge of historic preservation and/or residents of the surrounding neighborhood shall be admitted to membership in this Association upon payment of the current membership fee as established by the association

#### SECTION C

The Association does not discriminate on the basis of race, gender, religion, handicap, age, political affiliation, sexual orientation or nationality.

#### SECTION D

Member's Inspection Rights: Any member may obtain within one week from the Secretary of the corporation, upon written demand and payment of a reasonable charge, any copies of Association records.

### ARTICLE III

#### MEETINGS

##### SECTION A - GENERAL MEETINGS

- 1) The annual meeting shall be held for the election of officers, directors, and other business during the month of January each year with time and place to be designated by the Board of Directors.
- 2) In addition to the election of officers, and directors, the annual reports of the Board of Directors, Standing Committees and any other business that may properly come before the Association shall be in order.
- 3) Special meetings may be called by the President, majority of the Board of Directors, or by written email request of at least twenty-five (25%) of the paid up members of the Association.
- 4) Notice of such special meetings shall be emailed to each member at his/her last known email address and placed on the MiMo website no later than five (5) days before the date of such meeting (not counting the day of the meeting).

5) A quorum for annual or special meetings of the Association shall consist of twenty-five percent (25%) of the paid up members, but in no case shall a meeting proceed if the number of Members present is less than the number of Directors/Officers present. If a quorum is not present, the meeting shall be adjourned until a quorum can be established.

6) At all meetings, voting will be by voice, or by hand, depending on the vote of the majority of paid-up members present and voting. There will be no proxy votes allowed and no secret ballots allowed except for Directors/Officers election at the annual meeting.

7) Regular Monthly Membership Meetings shall take place from time to time as needed or members shall be called upon to vote electronically from time to time.

8) All meetings of this Association (not limited to Annual Meeting, Board Meetings, and General Membership meetings) shall be open to the general public.

#### SECTION B - BOARD OF DIRECTORS MEETINGS

1) Board of Directors' meetings shall be held at a minimum annually during the Annual Meeting and at other times as called by the President or a minimum of 50% plus 1 of the sitting Directors upon a minimum of 3 days notice to all other Board Members and posting on the Association web site. All Board meetings are open to all members and the general public, however, only Directors/Officers may participate unless the Chair shall recognize anyone from the Floor. Board of Directors meetings shall be held at a time and place set by the Board or upon special request by a majority of the Board of Directors in good standing

2) A quorum for the Board meetings shall consist of at least fifty (50%) of the board members in good standing

3) Each Board Member in good standing shall have one vote and such voting may not be done by proxy, but may include electronic voting from time to time.

4) All Board meetings are open to the General Public and all Members of the Association.

#### ARTICLE IV - OFFICERS AND DUTIES

## SECTION A - OFFICERS

The officers of the Association shall be the President, Vice President of Operations, Vice President of Finance, Secretary, and Treasurer. All board members and officers will be considered members in good standing upon payment of annual dues.

## SECTION B - TERMS OF OFFICE

1) The Board shall be elected for 1 year. The officers shall be elected for two years on a staggered-term basis. As of the 2010 election, the President and Treasurer shall be elected for a one-year term. The two Vice Presidents, Secretary and Treasurer shall be elected for a two-year term.

2) The officers shall assume office at the meeting following the elections.

3) Any person serving more than sixty (60) days as an officer of the Association shall be considered as having served a full term for purposes of re-election. Officers may serve on the Board for three (3) consecutive years.

## SECTION C - DUTIES OF THE OFFICERS

1) Duties of the President:

a) Presiding at all meetings.

b) Exercising general supervision over the affairs of the Association.

c) Appointing all ad hoc committees with the approval of the Board of Directors.

d) Co-signing all checks with the Treasurer.

2) Duties of the Vice President of Finance Administration

a) Keep all records of the organization

b) Manage the business of the organization

3) Duties of the Vice President of Government Affairs

a) Facilitate meetings

b) Manage general operations and Government Affairs

4) Duties of the Secretary:

- a) Keeping minutes of all meetings of the Association.
  - b) Assuming all correspondence as directed by the general meeting or the Board of Directors
  - c) Keeping association archives, records, and agreements.
  - d) Making sure all correspondence has been signed by the President.
  - e) Shall be the Keeper of the Corporate Seal
- 5) Duties of the Treasurer:
- a) Collecting and receiving all monies and depositing them in the Association's bank account.
  - b) Maintaining all financial records.
  - c) Disbursing funds as directed by the Board of Directors.
  - d) Giving an annual report on the assets, liabilities, and general condition of the Association.
  - e) Keeping signed receipts on disbursements of the Association's assets.
  - f) Submitting books for an audit thirty (30) days prior to an annual election.

#### SECTION D - SALARIES

No officer/board member shall by reason of his/her office receive any salary or compensation from the Association.

#### ARTICLE V

##### THE BOARD OF DIRECTORS

##### SECTION A - MEMBERS

The Board of Directors shall consist of the five (5) officers of the Association and up to 17 Directors who will be elected by 51% of the members in good standing in attendance at the Annual Meeting.

## SECTION B - DUTIES

1) THE Board of Directors shall manage the business of the Association as set forth in the by-laws.

2) The Board shall approve all fees and disbursements.

## SECTION C - ELECTIONS

1) Nominations for the Board of Directors shall be made in advance by a Nominating Committee appointed by the Board and presented at the Annual Meeting. Additional names will be taken from the floor at the meeting.

## SECTION D VACANCIES

1) Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any director, and (2) whenever the number of authorized directors is increased by amendment to these By-Laws.

2) Vacancies on the Board shall be filled by majority vote of the Board to serve until the next general meeting.

## SECTION E - EXECUTIVE COMMITTEE

1) The executive committee shall consist of the five (5) officers of the Association. The executive committee shall manage the day to day business of the Association and shall make recommendations to the Board of Directors at duly called regular and special meetings by the President or voted upon by the Board of Directors via electronic mail.

## SECTION F - NON-LIABILITY OF DIRECTORS

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

## SECTION G - REMOVAL OF DIRECTORS

1) Board members may be removed from office when sufficient cause exists by a two-thirds majority vote of members of the Board IN GOOD STANDING.

2) Sufficient cause for removal from the Board shall include the following:

- a) Inability to perform duties.
- b) Refusal to perform duties in a timely fashion.
- c) Refusal to provide within one week, to any paid-in-full Association member copies of Association records in his/her possession and requested in writing.
- d) Refusal to follow any legal Board decision that pertains to the Director's duties.
- e) Falsifying Association records.
- f) Any Board member absent from three consecutive meetings of the Board, without acceptable excuse.
- g) Any Board member who does not pay the Association dues
- h) Any Board Member who abuses their fiduciary responsibilities

3) At such a time that sufficient cause exists for the removal of a Board member, the Board shall call a special hearing.

4) The special hearing shall be governed by such rules as the Board shall adopt in its discretion for the best interests of the organization. Any decision made at the special hearing must be agreed to by two thirds of the Board of Directors. A director may be represented by counsel at a removal hearing.

## ARTICLE VI - ELECTIONS

### SECTION A - NOMINATIONS

1) Nominations for all elected positions in the Association shall be made at the annual meeting.

2) Prior to the annual meeting a Nominating Committee will be appointed by the Board to make a list of nominations for the various positions.

3) All positions will be opened for nominations from the floor at the annual meeting by paid up members.

### SECTION B - VOTING

1) Each dues paying member as defined in Article II, Section B shall have one vote with the exception of MiMo

Historic District property owners and/or business operators who shall have two votes.

2) Voting for Directors/Officers shall be by written ballot and shall be counted by the Secretary and two paid-up members of the Association not nominated for any office in the Association. Absentee ballots will be provided for those names nominated by the Nominating Committee for any paid-up-member unable to attend. All absentee ballots must be notarized and turned over to the Secretary prior to the elections.

3) Results are open to all members of the Association and will be announced at the meeting in which the election is held.

## ARTICLE VII - COMMITTEES

### SECTION A

The President shall appoint all ad hoc committees per the approval of the Board of Directors as deemed necessary and the life of all ad hoc committees shall cease at the Annual Meeting.

### SECTION B

All committees must handle their own correspondence upon approval of the Board of Directors with copies placed with the Secretary of the Association Secretary for placement in the Archives.

### SECTION C

No monies may be disbursed by any committee without prior approval of the Board of Directors.

### SECTION D

Standing Committees WILL be appointed by the President and shall continue until terminated by the President or the Board. Standing committees will abide by the rules governing the Board of Directors.

## ARTICLE VIII - AMENDMENTS

### SECTION A - PROCEDURE

- 1) Amendments to these by-laws may be proposed by any Member in good standing at the Annual Meeting or at any Regular Monthly meeting the Board of Directors, by a By-Laws Committee, or by written petition of twenty-five percent (25%) of the paid-up members of the Association.
- 2) Notice of all proposed amendments shall be delivered via email and website to all members at least two (2) weeks before they are to be voted upon.
- 3) These by-laws may be amended by two-thirds (2/3) of the paid-up members present voting at any regular meeting or the Annual Meeting where the above criteria have been met.
- 4) Amendments shall become effective at the next Regular Meeting of the Association meeting of the Board of Directors.

## ARTICLE X - PROHIBITION AGAINST SHARING CORPORATE PROFITS

The Corporation shall not carry on propaganda or otherwise attempt to influence legislation except as an insubstantial part of its activities. The Corporation shall not engage in any transaction or permit an act or omission which shall operate to deprive it of its tax-exempt status under Section 501(c) (3) of the Code. The Corporation shall not in any manner or to any extent participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office, nor shall it engage in any "prohibited transaction" as defined in Section 503(b) of the Internal Revenue Code of 1986. In the event of dissolution or liquidation of the corporation, any assets then remaining shall be distributed among such other organizations as shall qualify at the time as exempt organizations described in the Code Section 501(c) (3) as the Board of Directors shall determine, such assets to be used for purposes consistent with those described in the immediately preceding sub-paragraphs lettered (a) through (e).

No part of the net earnings of the Corporation shall inure to the benefit of any member of the corporation or other private individual except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered herein. None of the property of the Corporation shall be distributed directly or indirectly to any member of the corporation except in fulfillment of its charitable and educational purposes enumerated herein.

ARTICLE XI - PARLIAMENTARY AUTHORITY

The rules contained in the current Robert's Rules of Order. Revised shall govern the Association in all questions of Parliamentary Law not covered by these by-laws.

SIGNED BY:



SIGNED BY: \_\_\_\_\_

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DATE OF APPROVAL: January 25, 2010