

**AMENDED AND RESTATED CORPORATE BYLAWS  
OF  
MIAMI BEACH UNITED, INC.**

*Adopted by the Board of Directors of Miami Beach United, Inc., on 11 October 2019*

**ARTICLE I  
RULES OF GOVERNANCE**

Section 1. Compliance with Florida Not For Profit Corporation Act. Unless otherwise provided in the Articles of Incorporation or in these Bylaws, the Corporation shall be governed as provided for in the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, as it may be amended from time to time.

Section 2. Adoption and amendment of Bylaws. The initial Bylaws of the Corporation shall be adopted by its initial Board of Directors. An amendment to the Bylaws may be adopted by a majority vote of the Board of Directors then in office.

Section 3. Procedure for amending the Articles of Incorporation. An amendment to the Articles of Incorporation may be adopted by a majority vote of the Board of Directors then in office.

Section 4. Notice. All notices required under these Bylaws, including for meetings of Members of Directors, shall be by electronic transmission, which shall be defined as (a) an e-mail to the e-mail address of the Member (inclusive of directors), given by the Member on their membership application (which may be subsequently updated by the Member in writing) and, (b) in the case of meetings of Members, by posting on the homepage of the Corporation's website at [www.miamibeachunited.org](http://www.miamibeachunited.org). Members of the Corporation are deemed to have consented to receipt of notice as set forth in this Section 4. For the avoidance of doubt, meetings of directors may only be noticed by e-mail under this Section 4.

**ARTICLE II  
MEMBERS**

Section 1. Classes of Members. The Corporation shall have two classes of Members, which are collectively referred to as "Members" in these Bylaws. The two classes of Members are as follows:

- (a) Individual Members. Individual Members are divided into the following subclasses, determined solely by fees paid, as set forth in Section 4(a)(i), below:
  - i. Regular Individual Members.
  - ii. Executive Individual Members.

- iii. Sustaining Individual Members.
  - iv. Honorary Members.
  - v. Associate Members
- (b) Neighborhood Association Members.

Section 2. Qualification of Members.

- (a) Individual Members. To be eligible and continue to qualify as Individual Member, a Member must be a natural person and (i) either a resident of, or a property or business owner in, the City of Miami Beach, Florida (ii) subscribe in writing to support the mission of the Corporation, and (iii) be current on dues, if any. In addition, approval of the Board of Directors shall be required for qualification as an Honorary Member.
- (b) Neighborhood Association Member. To be eligible and continue to qualify as Neighborhood Association Member, a Member must be (i) a not for profit neighborhood or residents' association, or condominium association, incorporated or not incorporated, with geographical limits for membership wholly within the boundaries of the City of Miami Beach, Florida, (ii) subscribe in writing to support the mission of the Corporation and (iii) be current on dues. Association Members may only act through their Designated Voter, as defined in Section 4(g), below.

Section 3. Determination of Membership. Documentation to establish eligibility must be submitted to, and approved by the Board of Directors, which shall be the sole judge of determining qualification for membership, and the Membership Dues paid as set forth in Section 4, below. The Board of Directors may adopt a membership application form and require any applicant for membership to complete such form as a prerequisite for membership.

Section 4. Membership Dues.

- (a) Membership Dues shall be as follows:
- i. For Individual members:
    - A. \$25 annually for Regular Individual Members
    - B. \$100 annually for Executive Individual Members
    - C. \$300 annually for Sustaining Individual Members.

- D. \$0 annually for Honorary Members.
- E. \$0 annually for Associate Members.
- ii. For Neighborhood Association Members: \$50 annually.
- (b) Membership Dues for each calendar year shall be due on the first day of that calendar year. Any member who is terminated for non-payment of Membership Dues under Section 12, below, shall be reinstated upon payment of such year's Membership Dues during the relevant calendar year.
- (c) Subject to Section 3, above, payment of the Membership Dues during a calendar year shall entitle a prospective Member to membership for that calendar year.
- (d) Any Individual Member may upgrade their subclass of membership during the calendar year by payment of the difference in Membership Dues. Individual Members shall not be entitled to either (i) downgrade their membership subclass, or (ii) a rebate of any Membership Dues in the case of termination of their membership for any reason.
- (e) After April 1 of each calendar year, the Board of Directors may discount some or all Membership Dues for the remainder of that calendar year.
- (f) Unless otherwise provided in the Articles of Incorporation, each Individual Member (except for Associate Members) and each Neighborhood Association Member shall be entitled to one vote on matters upon which Members are entitled to vote.
- (g) Each Neighborhood Association Member shall designate in writing the natural person who shall vote on its behalf upon application for membership to the Corporation (a "Designated Voter"). That designation shall remain in effect until written notice of a properly authorized change in the Designated Voter shall be received by the Corporation. The Designated Voter shall be the sole representative of the Neighborhood Association Member for quorum purposes under Section 6, below.
- (h) Voting by proxy is not permitted.

**Section 5. Quorum.** At all duly called meetings, 15% of Members entitled to vote thereon, present in person, shall constitute a quorum at any properly called annual or special meeting of the Members, except as otherwise provided by Statute, the Articles of Incorporation or the Bylaws. If, however, such quorum shall not be present or represented at any meeting of the Members, the Members entitled to vote thereat, present in person, shall have the power to adjourn the

meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present. At such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

Section 6. Place and Notice of Meetings.

- (a) The occurrence, place and time of all meetings, and the agenda thereof, shall be determined solely by the Board of Directors but shall be within the City of Miami Beach, Florida.
- (b) Notice of any meeting of Members shall be given to all Members at least fourteen days in advance of such meeting. Notice shall be given in the manner set forth in Article I, Section 4. Such notice shall contain an agenda for the meeting as determined by the Board of Directors.

Section 7. Participation by Members in meetings.

- (a) Only Members who are physically present shall be able to participate in meetings.
- (b) The Board of Directors may limit the participation of a Neighborhood Association Member at meetings to the Designated Voter for such Neighborhood Association Member.
- (c) Except as otherwise provided in these Bylaws, if a quorum is present at a meeting, the affirmative vote of a majority of the Members present and entitled to vote on, or to take action with respect to any matter, shall be the act of the Members.

Section 8. Action Without Meeting. Unless otherwise restricted by the Articles of Incorporation or the Bylaws, any action required or permitted to be taken at any meeting of the Members may be taken without a meeting, if a consent or consents in writing, setting forth the action so taken, shall be signed and dated by the minimum number of Members that would be necessary to authorize or take such action at a meeting at which all Members entitled to vote thereon were present and voted.

Section 9. Inspection of records by Members. Members of the Corporation are entitled to inspect and copy the Corporation's records and the Corporation shall, upon a member's written demand, furnish that member its latest annual financial statements. The Corporation has a reasonable amount of time to comply with such demands and may set the time and place for such inspection and copying.

Section 10. Termination of Membership. If a Member fails to pay any applicable annual dues or other fees within fifteen (15) days after their fees or dues becomes due and payable, such Member shall be deemed terminated.

Section 11 Withdrawal from Membership. A Member may withdraw from the Corporation at any time by providing written notice to the Corporation which shall be effective upon receipt of such notice or upon such later date as specified in such notice, as the case may be.

Section 12. Transfer of Membership. No Member shall be permitted to transfer its membership to another person or entity without the prior written consent of the Board of Directors.

### **ARTICLE III**

#### **DIRECTORS**

Section 1. Duties of Board of Directors. All corporate powers are exercised by or under the authority of, and the affairs of the Corporation are managed under the direction of, its Board of Directors, subject to any limitation set forth in the Articles of Incorporation.

Section 2. Qualifications of Directors.

- (a) To be eligible for nomination (pursuant to Section 5, below), and for election, to the Board of Directors, a candidate must be an Individual Member of the Corporation.
- (b) A holder of elective office may not be nominated for, elected to, appointed to, or serve as a Director. A Director must resign if elected or appointed to an elected office.
- (c) Directors shall receive no compensation for their services.

Section 3. Number and Election of Directors; Chairman.

- (a) The Board of Directors of the Corporation shall consist of no less than nine (9) Directors and no more than twenty five (25) Directors.
- (b) Subject to qualifying under Section 2, above, Directors shall be elected by the Members of the Corporation at a meeting called for that purpose, no later than February 28<sup>th</sup> of each year, but may be elected after November 1 for a term to commence on the following January 1.
- (c) At the first meeting of the Board of Directors following an election under Section 3(b), the Directors shall elect a Chairman from among the Directors.

Section 4. Terms of Directors. Elected Directors shall serve one-year terms, or until the election of their successors.

Section 5. Nomination of Directors.

- (a) The Board of Directors will appoint a nominating committee. Members of this committee must be Members of the Corporation. The Nominating Committee will submit to the Board of Directors a list of candidates for the membership on the Board. The Board may accept, reject or amend this list before submitting it to a vote by the members of the Corporation at the annual meeting.
- (b) The Board may adopt additional policies regarding the initial and ongoing qualifications of directors, including requirements for attendance at board meetings and attendance at the Corporation's events and activities.

Section 6. Removal of Director. A member of the Board of Directors may be removed, with or without cause, by the Board of Directors.

Section 7. Resignation of Director. Any Director may resign at any time by giving written notice to the Corporation. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President of the Corporation.

Section 8. Vacancies. Vacancies occurring on the Board of Directors may be filled by the affirmative vote of the majority of the remaining Directors.

Section 9. Notice and Conduct of meetings.

- (a) Every Director shall receive at least three business days' notice of a meeting of the Board of Directors, such notice to be provided in accordance Article I, Section 4. Every member of a committee of the Board of Directors shall receive at least three business days' notice of a meeting of that committee of the Board of Directors, such notice to be provided in accordance Article I, Section 4.
- (b) Meetings of the Board of Directors may be called by the Chairman, President, or five Directors by giving Notices as set forth above. Meetings of any committee of the Board of Directors may be called by the Chairman of that committee or two members of that committee by giving Notices as set forth above.
- (c) Meetings shall take place in the City of Miami Beach.
- (d) Members of the Board of Directors, or any committee of the Board of Directors, may participate in a meeting of the Board of Directors, or such committee, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to conference telephone or similar communications equipment shall constitute presence in person at such meeting.

Section 10. Quorum. At all duly called meetings of the Board of Directors:

- (a) a majority of the Directors then in office shall constitute a quorum for the transaction of business at a meeting of the Board dealing with Public Positions and Policy Statements.
- (b) one-third (1/3) of the Directors then in office shall constitute a quorum at any Board meeting transacting any other business other than as set forth in Article III, Section 10(a), above.

Section 11. Manner of Action.

- (a) If a quorum is present, the affirmative vote of the majority of the Directors present at any meeting and entitled to vote on, or take action with respect to any matter, shall be the act of the Board of Directors, except as otherwise provided by statute or by the Articles of Incorporation or by these Bylaws.
- (b) Notwithstanding Article III, Section 11(a), above, a majority vote, in person and/or electronic, of the Directors then in office is required when deciding on issues dealing with Public Positions and Policy Statements.

Section 12. Electronic Meetings. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken by electronic survey, provided that:

- (a) all Directors are emailed at least three times (unless all of the directors then in office have already participated in the survey);
- (b) at least 75% of the Directors then in office participate in the survey; and
- (c) a majority of the Directors then in office vote in favor of the action.

Section 13. Unanimous Action Without a Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting, if a consent or consents in writing, setting forth the action so taken, shall be signed and dated by all of the Directors then in office.

Section 14. Appointment of Committees. The Board of Directors may, by resolution adopted by the Board of Directors in accordance with these Bylaws designate one or more committees. The Board of Directors shall appoint committee chairs and committee members. Committee chairs and committee members may be Directors or Individual Members of the Corporation. Any committee, to the extent provided in a resolution of the Board of Directors or in the Articles of Incorporation or the Bylaws of the Corporation, shall have and may exercise all the powers and

authority of the Board of Directors, except that no such committee shall have the power or authority in reference to the following matters:

- (a) Approve or recommend to members actions or proposals required to be approved by the Members;
- (b) Fill vacancies on the Board of Directors or any committee thereof;
- (c) Adopt, amend, or repeal the Bylaws.

#### **ARTICLE IV** **OFFICERS**

Section 1. Election and Term of Office. The Directors shall elect officers from among the membership of the Corporation. Upon each annual election of Directors, the Board of Directors shall elect, appoint or reappoint Officers. The Officers of the Corporation shall hold office until their successors are chosen and are qualified.

Section 2. Removal. The Board of Directors may remove any officer or agent elected or appointed by the Board of Directors whenever in its judgment the best interest of the Corporation will be served thereby. Officers shall be automatically removed if they cease to be Directors.

Section 3. Vacancies. If an officer position becomes vacant for any reason, the Board of Directors shall fill the vacancy.

#### Section 4. Officers and their Duties.

- (a) The President shall be Chief Executive Officer, shall preside at all meetings of Members and at all meetings of the Board of Directors, shall have general management of the business of the Corporation and shall see that all orders and resolutions of the board are carried into effect. These duties may be divided among more than one Co-President, as determined by the Directors.
- (b) The Vice President, in the absence of the President and any Co-Presidents, shall preside at all meetings of Members and at all meetings of the Board of Directors, shall have general management of the business of the Corporation, and see that all orders and resolutions of the board are carried into effect. These duties may be divided among more than one Vice President, as determined by the Directors. In such case, the priority of Vice Presidents and their specific duties shall be designated by the Directors.
- (c) The Treasurer, who shall have the custody of the corporate funds and securities shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation, shall deposit all monies and other valuable effects

in the name and to the credit of the Corporation in such depositories as shall disburse the funds of the Corporation as may be ordered by the board, taking proper vouchers for such disbursements; shall render to the Board of Directors whenever they may require it, an account of all of his transactions as Treasurer and of the financial condition of the Corporation; shall be responsible for ensuring compliance with corporate exemption pursuant to Section 501(c)(4), Internal Revenue Code and with the maintenance of corporate accounting records as required by IRS regulations and Section 617.1601(2) of the Florida Not for Profit Corporation Act.

- (d) The Recording Secretary shall be responsible for preparing meeting minutes and authenticating corporate records, and for compliance with the corporate record requirements of F.S. 617.1601 except accounting records maintained by the Treasurer, and for filing the annual report for the Department of State as required by F.S. 617.1622, and for depositing with the registered agent and maintaining current the documents required by F.S. 617.162
- (e) The Corresponding Secretary shall be responsible for transmitting written and electronic communication and maintenance of the membership records.
- (f) The Board of Directors may create and fill or abolish additional offices in addition to those stated in this Section 4(a)-(e).
- (g) The same individual may simultaneously hold more than one office.

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