

**AMENDED BYLAWS  
OF  
BISCAYNE PARK FOUNDATION, INC.**

**INTRODUCTION**

These bylaws constitute the code of rules adopted by Biscayne Park Foundation, Inc., Biscayne Park, Florida, for the regulation and management of its affairs.

**BYLAW I: MEMBERSHIP**

There shall be one “member” of this Corporation. The one member is the Village of Biscayne Park Village Commission.

**BYLAW II: BOARD OF DIRECTORS**

**Definition of the Governing Board of Directors:** The Governing Board of Directors is that group of persons vested with the management of the business and affairs of this Corporation subject to the law, the Articles of Incorporation, and these bylaws.

Section 1. *Composition:* The Board of Directors of the Governing Board of the Biscayne Park Foundation shall consist of a minimum of three (3) and a maximum of five (5) residents of the Village of Biscayne Park, nominated and appointed to the Governing Board by the Village Commission.

Section 2. *Terms:* Each member of the Governing Board shall serve a term of five (5) years.

Section 3. *Qualifications:* The qualifications for membership on the Governing Board require that the individual is a resident of the Village and is

nominated and appointed by the Village Commission. Membership on this Board shall not be denied to any person on the basis of race, creed, sex, religion, or national origin.

Section 4. *Vacancies:* Vacancies occurring on the Board prior to expiration of any term will be filled by the Village Commission.

Section 5. *Removal of Member.* Any member may be removed by the unanimous vote of the Village Commission whenever, in the Commission's judgment, it is in the best interest of the Village.

Section 6. *Period of Service:* All members of the Governing Board shall serve according to their terms until their respective successors have been duly appointed, unless removed consistent with Section 5 above or otherwise unable to fulfill their duties as determined by the Village Commission.

Section 7. *Compensation:* Members of the Governing Board shall serve without compensation in their capacities as members.

Section 8. *Quorum:* A majority of the incumbent directors (not counting vacancies) shall constitute a quorum for the conduct of business. At Board meetings where a quorum is present, a majority vote of the Directors attending shall constitute an act of the Board unless a greater number is required by the Articles of Incorporation or any provision of these bylaws.

Section 9. *Officers:* The Corporation shall have three officers, who collectively shall also comprise the Executive Committee of the Board, including a President, a Vice President, and a Secretary/Treasurer. Each officer shall be

nominated annually and approved by a majority vote of the Board at its annual meeting, and shall serve a one year term (or as many successive terms as nominated and approved). Duties of each officer are provided for in bylaw number III entitled Officers.

Section 10. *Additional Boards:* At their discretion, the Board of Directors may create two non-voting boards as follows:

a. Honorary Board: The members of the Governing Board shall nominate, and approve by majority vote, 5 persons willing to lend their names to the Corporation as an Honorary Board of Directors. Such persons shall include, but not be limited to, persons of prominence in business development and management, community development, government, banking, public and private fundraising, not-for-profit corporations, general community leadership, and other areas.

Persons nominated for this Honorary Board, approved by majority vote by the members of the Governing Board present at a duly convened meeting at which a quorum is present, and consenting to serving in this manner, may have their names listed in printed material by the Corporation, and/or used in other manners satisfactory to the members of the Honorary Board. Terms of service for the Honorary Board shall be two years, or as otherwise fixed from time to time by the Governing Board.

Meetings of members of the Honorary Board shall be at the discretion of its members, as needed. The key purpose of the Honorary Board is to facilitate the establishment of effective contacts among the myriad of public and private funding agencies.

Members of the Honorary Board may attend regular meetings of the Governing Board, but are not empowered to vote on Corporation business. Quorum for an Honorary Board meeting shall consist of 3 members.

b. Advisory Board: The members of the Governing Board shall nominate and approve by majority vote present at a duly convened meeting at which a quorum is present, up to 7 individuals having special technical skills to serve as the Advisory Board, the purpose of which shall be to review the annual programs, activities, and operations of the Corporation, to make suggestions for improvements and/or solution to problems, to make suggestions regarding modifications or additions to programmatic activities and/or capital facilities which might be beneficial to the general public and/or for the purposes of the Corporation, and to undertake any and all related work as may be appropriate. The Advisory Board shall convey these suggestions and the results of their reviews to the Governing Board in an annual written report, and intermittently during the year as warranted by circumstance.

The Advisory Board may call meetings at their own discretion, and will serve terms for a period of two (2) years each, or as otherwise set from time to time by the Board of Directors. Members of the Advisory Board shall be encouraged to attend the annual meeting of the Governing Board, and others as warranted, but are not empowered to vote on Corporation business.

### **BYLAW III: OFFICERS**

Section 1. *Number*: The officers of the Corporation shall be as follows: President, Vice President, Secretary/Treasurer. The officers shall serve at the will of the Board of Directors. Officers shall be nominated by the members of the Governing Board at their annual meeting in October, or as soon thereafter as practical. The nominated persons are to be approved by a majority vote of a quorum present at the meeting. The Governing Board may elect or appoint other such officers, including one or more assistant secretaries, one or more assistant treasurers, and others, as may be deemed necessary to carry out the purposes of the Corporation, each with the authority to perform duties as prescribed by the Governing Board. A

person may hold more than one position, except that one person may not be both President and Secretary/Treasurer.

Section 2. *Removal of Officers:* Any officer elected or appointed by the members of the Governing Board may be removed from his/her officer position by a majority vote of the Governing Board present at a meeting whenever, in its judgment, the best interests of the Corporation may be served thereby, but such removal shall be without prejudice to contract or other rights of any of the officers so removed.

Section 3. *Vacancies:* A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by appointment of the President with concurrence of the majority of the members of the Governing Board present at a meeting, for the un-expired portion of the term. A vacancy in the office of President shall be filled for the remainder of the un-expired term by nomination of the Governing Board and a majority vote of approval from the members thereof.

Section 4. *President:* The President shall be the principal executive officer of the Corporation, and shall supervise and control all of the business and affairs of the Corporation. S/he shall preside at all meetings of the Governing Board and Executive Committee. S/he shall execute any deeds, mortgages, bonds, contracts, checks, or other instruments that the Governing Board have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Governing Board or by these bylaws or by statutes to some other officer or agent of the Corporation. In general s/he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Governing Board from time to time. The President shall preside at all board

meetings and shall exercise parliamentary control in accordance with Roberts Rules of Order.

Section 5. *Vice President:* In the absence of the President, or in the event of his/her inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting shall have all the powers of, and be subject to, all restrictions upon the President. The Vice President shall be responsible for the assembly and preparation of the Annual Report, providing information on the status of all activities, to be distributed to the members of the Governing Board at the annual meeting. And Vice President shall perform such other duties as may from time to time be assigned to him by the President or by the Governing Board.

Section 6. *Secretary/Treasurer:* The Secretary/Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the Corporation, including receiving and giving receipts for monies due and payable to the Corporation from any source whatsoever, and depositing all such monies in the name of the Corporation in such banks, companies, or other depositories as shall be selected by the Governing Board.

The Secretary/Treasurer shall coordinate the development and implementation of fiscal and management policies of high standards in conjunction with professional advice from a Certified Public Accountant selected and retained by the Governing Board, including the maintenance of records to facilitate an annual audit, monitoring and supervision of the annual budget and expenditures thereunder, monitoring and supervision of the receipt and expenditure of grant funds and donations, and so forth. The Treasurer shall prepare and distribute financial status reports of all receipts and expenditures for each meeting of the Governing Board, and as otherwise requested by the President. Further, the Secretary/Treasurer shall coordinate with the designated Certified Public Accountant in the preparation of the

annual IRS 990 Form, and in the preparation of the financial section of the Annual Report.

The Secretary/Treasurer shall in general perform all duties incident to the office of Treasurer and such other duties as may from time to time be assigned to him by the President, or by the Governing Board. The Secretary/Treasurer may be required to give bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Governing Board shall determine to be appropriate.

The Secretary/Treasurer will have charge and custody of all funds of this corporation, will oversee and supervise the financial business of the corporation, will render reports and accountings to the Directors as required by the Board of Directors, and will perform in general all duties incident to the office of Secretary/Treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by these bylaws or which may be assigned from time to time by the Board of Directors.

The Secretary/Treasurer shall keep the minutes of the meetings of the Governing Board in one or more books provided for that purpose, shall see that all notices are given in accordance with the provisions of these bylaws, or as required by law, be custodian of the corporate records, shall keep a register of the post office address of each member of the Governing Board (which shall be furnished to the Secretary/Treasurer by such member), and in general shall perform all duties incident to the office of the Secretary/Treasurer and other such duties as from time to time may be assigned to him/her by the President or by the Governing Board.

Section 7. *Assistant Treasurers and Assistant Secretaries:* If required by the Governing Board, assistants for the offices of Secretary/Treasurer may be appointed by the President, with the majority approval of the Governing Board present at a meeting, to help with those positions; these positions, if created, need not be filled by members of the Governing Board. If created, persons appointed to perform in these duties may be required to give bond for the faithful performance of

their duties in such sums and with such sureties as the Governing Board shall determine to be appropriate. If not members of the Board of Directors, holders of these positions may not vote on Corporation business.

#### **BYLAW IV: MEETINGS**

Section 1. *Place of Director's Meetings:* Meetings of the Governing Board of Directors, regular or special, will be held at the primary place of business for this Corporation or at any other place within or without the State of Florida as provided or such place or places as the board of directors may designate by resolution duly adopted.

Meetings of other non-voting boards may be convened at such time and place as is convenient and set by consensus.

Section 2. *Frequency of Meetings:* The Governing Board shall meet at least four times a year. One of these meetings shall be held concurrent with the annual meeting of the Board of Directors in the month of October, on the second Tuesday occurring therein. Additional meetings may be called by majority vote of the members of the Governing Board, or by the President.

Meetings of the Governing Board may be called by:

1. The Board of Directors;
2. The President;
3. The Secretary/Treasurer upon the written request of at least two of the Directors.

Notice of meetings shall be made by the Secretary/Treasurer by mail or by fax to each member, with an agenda prepared by or at the direction of the President, at least one week prior to the date of the meeting, and to members of the Honorary and Advisory Boards (if established), and to other such persons as may request

notification. Business for inclusion in the agenda may be submitted to the President at any time prior to this one-week period.

Section 3. *Waiver of Notice:* Attendance by a Director at any meeting of the Board of Directors will constitute a waiver of notice of such meeting except where such Director attends the meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of business because the meeting is not lawfully called or convened.

Whenever any notice is required to be given under the provisions of law, the Articles of Incorporation, or these bylaws, a waiver of such notice in writing signed by the person or persons entitled to notice, whether before or after the time stated in such waiver, will be deemed equivalent to the giving of such notice. Such waiver must, in the case of a special meeting of members, specify the general nature of the business to be transacted.

Section 4. *Self Dealing:* No director shall use confidential information gained by reason of being a member of the board of directors for personal gain to the detriment of the corporation. Any director who so abuses confidential information shall be removed from the board by a vote of the board of directors at a meeting wherein prior notice of the nature of the proposed removal has been given to each director.

#### **BYLAW V: FISCAL YEAR**

The fiscal year of the Corporation shall be from October 1 to September 30.

#### **BYLAW VI: EXECUTIVE COMMITTEE**

Section 1. *Authority:* The Executive Committee shall be vested with the powers permitted by Florida Statutes, consistent with following Sections.

Section 2. *Composition:* The Executive Committee shall consist of the officers of the Corporation, consisting of the President, Vice President, and the Secretary/Treasurer.

Section 3. *Other Committees:* The Executive Committee shall select and appoint the chairperson of any and all standing committees, and shall have the authority to create additional committees as may be determined to be necessary from time to time.

Section 4. *Meetings:* Executive Committee shall meet at least four times per year, exclusive of the meetings of the Board of Directors.

Section 5. *Terms:* Members of the Executive Committee shall serve for a term of one year, consistent with the nominations for and service as officers of the Corporation. Members of other committees shall serve terms as set by the Executive Committee.

Section 6. *Responsibility:* The Executive Committee shall have the authority to make decisions on day to day business, execute agreements and contracts, approve payment of bills, and undertake other action on behalf of the members of the Governing Board as may be warranted by circumstance, consistent with the general policies of the Board, the annual budget, the annual plan, and other criteria as may be set forth by the Governing Board.

#### **BYLAW VII: OTHER COMMITTEES**

The Governing Board may form from amongst its members one or more committees, in addition to the Executive Committee, from time to time, to assist in the gathering of information, performance of tasks, or other duties related to the

general performance and attainment of the purposes of the Corporation. Such committees may include, but not be limited to, such groups as: an Operations Committee, a Financial Affairs Committee, a Planning Committee, a Fund-raising and Grants Acquisition Committee, an Education Committee, a Program Committee, an Audit Committee, an Evaluation Committee, and others. If created, such committees would be subject to the form, responsibilities, duties, terms, and limitations set by the Governing Board.

### **BYLAW VIII: FISCAL AND MANAGEMENT POLICIES**

Section 1. *Fiscal Management:* Until and unless procedures are enacted to establish an Audit Committee, the Governing Board shall retain a professional accounting firm, the purpose of which is to establish written fiscal and management policies for the Corporation, and to provide the Board with an annual audit and review of revenues and expenses. The Board shall also engage professional accounting or other appropriate assistance and advice in the preparation of the annual budget, and as appropriate to provide ongoing guidance during the year.

Additionally, the Governing Board shall have prepared an annual report including therein a summary of activities, income, and expenses during the prior year, to be distributed to interested parties at the annual meeting and/or upon request.

Section 2: *Books and Records:* Correct and complete records of all meetings of the Governing Board and the Executive Committee, and copies of all correspondence, resolutions, audits, reports, plans, printed materials, grants, income and expenditures, and any and all other documents pertaining to Corporation business, shall be maintained by the Secretary of the Corporation, and his/her successors, at the principal place of business of the Corporation, in a manner safe from theft, fire, water, or other damage, for a period of seven years, or as otherwise advised by legal counsel and approved by the Executive Committee. This

Corporation will keep correct and complete books and records of account, and will also keep minutes of the proceedings of Board Member meetings, Executive Committee, sub-Committees. The Corporation will keep at its principal place of business a membership register giving the names, addresses, and showing classes and other details of the membership of each, and the original copy or a copy of its bylaws including amendments to date certified by the Secretary/Treasurer of the Corporation.

Such books and records shall be available for use and inspection by any member of the Governing Board, by agencies having an interest in Corporation business, and by the general public (although reasonable parameters may be enacted for access to contain excessive use of staff time, copying costs, and/or etc.) for any proper purpose at any reasonable time on written demand under oath stating such purpose.

Section 3: *Contracts, Checks, Deposits, and Funds:*

a. Contracts: The Executive Committee may authorize an agent or agents of the Corporation, in addition to the officers authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

b. Execution of Documents, Checks, Drafts, and Other Orders for Payment: Except as otherwise provided by law, all checks, drafts, and orders for the payment of money of this Corporation shall be signed by at least two persons who have previously been designated by a Resolution of the board of directors. Contracts, promissory notes, leases, or other instruments executed in the name of and on behalf of the Corporation shall be signed by the agent designated by the board of directors. No contract shall be valid unless it is authorized or ratified by a properly adopted Resolution of the board of directors.

c. Deposits: All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, a community foundation, or other depositories as the Executive Committee may select.

d. Grants and Gifts: The Corporation and/or the Executive Committee on its behalf may accept any grant, contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation which furthers the purposes of the Corporation and is consistent with applicable policies and law.

Section 4: Indemnification: Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Office (or such heirs, executors of administrators) may be entitled apart from this Article.

Section 5: Evaluations: Until and unless alternate procedures are enacted for an annual evaluation of programs, the members of the Governing Board shall conduct an annual evaluation of the activities of the Corporation for the prior year, and shall establish criteria and procedures for same, the results of which are to be reported at the annual meeting.

Section 6: *Review of Corporate Documents:* The members of the Governing Board shall annually review the Articles of Incorporation and Bylaws of the Corporation, and report the need for any modifications at its annual meeting; a letter certifying that this has been done, signed and dated by the President, shall be placed in the minute book of the Corporation.

Section 7: *Planning:* The Governing Board shall have prepared every five years a development plan, beginning in 2006, which shall provide an assessment and description of the status of the Corporation, as well as identification of long-term projects which the Corporation would like to undertake in furtherance of its purposes, the cost of those projects, timetables, sources of revenue to fund the projects, and so forth. The plan shall also provide information on projections of revenue and expenses, anticipated problems and probable solutions, time schedules for key events and activities and other relevant related information.

#### **BYLAW IX: RULES OF ORDER**

Roberts Rules of Order shall be the procedural format used for conducting and considering business in meetings of the Governing Board and the Executive Committee.

#### **BYLAW X: CORPORATE SEAL**

The Governing Board shall provide a corporate seal, which shall be in accepted, usual form, containing the exact name of the Corporation, the state of incorporation and the date of incorporation.

**BYLAW XI: EQUAL OPPORTUNITY**

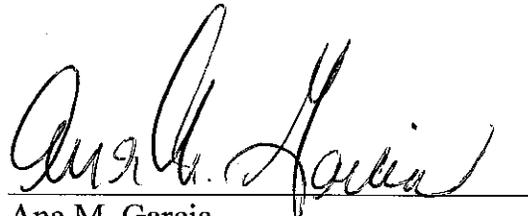
The Governing Board shall ensure that a policy of nondiscrimination prevails in all corporate activities, programs, services to the public, and so forth. Such policy shall be consistent with generally accepted standards among public entities.

**BYLAW XII: AMENDMENTS**

The Board of Directors may adopt Articles of Amendment (amending the Articles of Incorporation). Articles of Amendment must be adopted in accordance with Florida Law. The bylaws may be amended at any time by a vote of the majority of directors at a meeting where a quorum is present. All amendments to the bylaws and the Articles of Incorporation are not valid unless consented to in writing by the Members.

**CERTIFICATION**

I hereby certify that these amended bylaws were adopted by the Incorporator on October 5, 2010.

  
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Ana M. Garcia