

**BYLAWS OF
MID BEACH NEIGHBORHOOD ASSOCIATION, INC. (MBNA)**

(a Florida Not-For-Profit Corporation)

ARTICLE I

NAME AND AREA

1.1 Name. The name of this not-for-profit Florida Corporation is Mid Beach Neighborhood Association, Inc. (“Association”).

1.2 Defined Area. That area on or about the City of Miami Beach, Florida, along Collins Avenue and Indian Creek Drive, bordered on the South by 24th Street and extending North to 63rd Street, including all residential buildings and Hotels abutting Collins Avenue or Indian Creek Drive; (the “Defined Area”).

ARTICLE II

PURPOSE AND OBJECTIVE

2.1 General Purpose. The general purpose of the Association is to promote and improve the quality of life, common good and general welfare of residents and business owners within the Defined Area. Matters of interest include, but are not limited to, development, zoning and land use, beach erosion, flooding, area beautification, traffic control, traffic safety, beachwalk, crime prevention, noise, and other issues of common interest or concern. The Association will act as liaison with the City of Miami Beach, Miami-Dade County and the State of Florida and their respective agencies to ensure that the issues impacting the Association and its residents are effectively represented.

ARTICLE III

FORM OF ORGANIZATION

3.1 Basis. The Association is a not-for-profit corporation organized pursuant to Chapter 617 Florida Statutes upon a non-stock basis and shall not issue shares of stock. No part of any income shall be for officers, directors or members, except in connection with the advancement of the purposes and objectives. No dividends shall be paid nor distributed to its members, directors, or officers.

ARTICLE IV

MEMBERSHIP

4.1 Eligibility.

a. Only Condominium Associations (or Cooperatives) and Hotels located within the Defined Area are eligible for membership.

b. Persons whose interest in the Defined Area is limited to the ownership of a unit (or units) or who have not been designated by a Condominium Association or Hotel, are not eligible for membership.

4.2 Qualification. To become a Member, as herein defined, an eligible Condominium Association (or Cooperative) or eligible Hotel, must complete a Membership Application designated by the Board of Directors of the Association, and submit it, together with the annual dues, to the Association's Treasurer. Members are responsible for paying annual dues by due date.

4.3 Voting Power. Each Member shall have one vote. The vote of each Member shall be cast by its designated representative (the "Representative") or, in his or her absence, by an alternate representative (the "Alternate").

ARTICLE V

REPRESENTATIVES AND ALTERNATES

5.1 "Condominium Member" Representatives

a. Each respective Condominium Member (or Cooperative) may designate one (1) Representative to serve on its behalf.

b. To serve as Representative of a Condominium Member, an individual must own a residential unit in the condominium (or cooperative) governed by his or her respective Member Association. If the residential unit is owned by a Corporation, the individual must be an Officer thereof.

c. A maximum of six (6) representatives of Condominium Members may be elected as Executive Officers.

5.2 "Hotel Member" Representatives

a. Each respective Hotel Member may designate one (1) Representative to serve on its behalf.

b. A maximum of two (2) representatives of Hotel Members may be elected as Executive Officers.

5.3 Term. The Representative shall serve at the pleasure of the Member for a term to be determined by each respective Member. In the event a Representative resigns, is removed or is no longer qualified to serve, the Member shall appoint a replacement.

5.4 Designation of Alternate. A Member Association shall also appoint an Alternate to serve only in the absence of the Representative. The Alternate shall attend Board Meetings and shall be authorized to cast a vote on behalf of his or her member Association.

ARTICLE VI

BOARD OF DIRECTORS

6.1 Function. All corporate powers and all business and affairs of the Association shall be exercised by or under the authority of and management of the Executive Officers.

6.2 Qualifications. Each Condominium Representative and each Hotel Representative shall be a Director.

6.3 Number. The Board of Directors shall consist of the same number of Directors as Members.

6.4 Duties of Directors. Each Director shall perform his or her duties as a Director, including duties as a member of any committee upon which the Director may serve, and shall execute his or her duties in good faith and in a manner consistent with the best interest of the Association and with such care as an ordinarily prudent person in a like position would use under similar circumstances.

6.5 Executive Officers. The Executive Officers shall consist of six (6) Condominium Representatives, two (2) Hotel Representatives and one (1) Ex-Officio Member, for a total of **nine (9) voting members**.

a. The Executive Officers will be responsible for the operations of the Association.

b. The Executive Officers shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the Association and may authorize the seal of the Corporation to be affixed to all papers which may require it.

6.6 Removal. Directors may be removed for cause by two-thirds (2/3) vote (excluding the Director subject of the vote), of the Board of Directors. Cause shall include, but is not limited to, failure to perform duties of a Director as contemplated in Paragraph 6.4 above.

6.7 Indemnification. Each person, including their heirs and Executor, Administrator, or Estate of any such person who is or was a Director, Officer, Representative, or Alternate of the Association, or who is or was an Agent or employee of the Association, in some other capacity, and who the Association has agreed to grant such indemnity, shall be indemnified by the Association as of right to the fullest extent permitted or authorized by current or future legislation or judicial or administrative decision against fine, liability, cost or expense, including attorney's fees asserted against or incurred by him or her in that person's capacity as such director or officer, representative, alternate representative, agent, and/or employee. The foregoing right of indemnification shall not be exclusive of other rights to which those seeking an indemnification may be entitled.

ARTICLE VII

BOARD OF DIRECTORS' MEETINGS

7.1 Meetings and Place of Meeting. Regular meetings shall be held at the time and place designated by the President unless the majority of Executive Officers determines otherwise. It is anticipated that the meetings shall be held monthly, excluding July and August. Meetings shall be open to all Residents and Property Managers within the defined area.

7.2 Annual Meeting. In no event shall the Directors meet less than once per year. The Board shall hold its annual meeting in April of each year, for the purpose of electing Officers and conducting other normal business of the Association.

7.3 Special Meetings. Special Meetings of the Board of Directors shall be held at the direction of the Executive Officers or at the request of a majority of the Directors, for the transaction of any business necessary or advisable.

7.4. Notice. Notice for any regular or specially called meeting may be given in writing, in person, by email or by telephone, and shall include the time and place of such meeting. Notice shall be given at least ten (10) days in advance of such meeting, unless otherwise prudent due to an emergency or other unusual circumstance as determined by the Board of Directors.

7.5 Quorum. One third (or 33 1/3rd %) of the Directors/Alternates present shall constitute a quorum.

7.6 Voting/Proxies. Each Director shall have one vote, but an Alternate may vote in the absence of a Director. Directors/Alternates may not vote by proxy. A quorum having been established, the affirmative vote of the majority of the Directors present shall be the act of the Board.

7.7 Action by Directors without Meeting. Any action required by law, these Bylaws or the Articles of Incorporation of the Association or which may be taken at a meeting of the Directors may be taken without a meeting under the procedure set forth in Section 617.0701 (4) Florida Statutes.

7.8 Robert's Rules of Order. The Association meetings shall be conducted in accordance with Robert's Rules of Order.

ARTICLE VIII

OFFICERS AND EXECUTIVE OFFICERS

8.1 Executive Officers. The executive direction of the Board shall be vested in the Executive Officers. The Executive Officers shall be voted on by the majority of the Members during the Annual Meeting.

8.2 The initial Executive Officers of the Association are as follows:

1. President: Anamarie Ferreira de Melo
2. Vice President: Deborah Lake
3. Treasurer: Melinda Pearce
4. Secretary: Michael Gongora, Esq.
5. Commercial Director: *Vacant*
6. Director: Eda Valero-Figueira
7. Director: Jorge Acosta
8. Director: Charlotte Tomic
9. Ex-Officio Director: Alicia A. Casanova

Commencing in 2018, the Executive Officers shall be the following:

1. President
2. Vice President
3. Secretary
4. Treasurer
5. Director
6. Director
7. Director
8. Director
9. Ex-Officio Director

8.3 Ex-Officio Director. The Executive Officers have appointed Alicia A. Casanova as an Ex-Officio Member of the Executive Officers. Ms. Casanova has the same right to vote as other members of the Executive Officers. She serves in the capacity of Ex-Officio Board Member due to her role as a past board member of the Mid-Beach Neighborhood Alliance, the organization after which MBNA was modeled. This position is designed to create stability within the organization and is not voted upon year to year. The position shall remain at the discretion of the Ex-Officio Director and the Executive Officers.

8.4 Eligibility. To be eligible to serve as an Executive Officer,, one must either: (i.) have served as a Director of his or her respective Member Association within the past five (5) years and remain a unit owner in the Condominium (or Cooperative) operated by the afore-referenced Member Association; (ii.) be appointed by the Condominium Association and remain a unit owner of the Condominium Association; or (iii) be an owner or in a Management position of the Hotel Corporation Member.

8.5 Election of Officers. Board Members shall elect the Association's Executive Officers at the Annual Meeting by majority vote. Only one (1) vote cast by the member's designated Representative will be valid. Nominations must be submitted electronically at least five (5) business days prior to the Annual Meeting. Members will vote for Officers electronically and results will be counted and announced during the Annual Meeting.

8.6 Nomination of Officers. After Officers have been elected during the Annual Meeting in April, the Executive Officers shall serve as the Nominations Committee and shall nominate individual members for the positions of Officers. These nominations shall be presented during the Annual Meeting.

8.7 Term. The term of office shall be for one (1) year beginning immediately following the Annual Meeting or until their successors are elected.

8.8 Duties. Each Officer shall perform the usual and customary duties of his or her office as well as any special duties designated by the Board of Directors or the Executive Officers.

8.9 The President. The President shall be the Chief Executive Officer. He or she shall preside at all meetings of the Directors and shall have general and active management of the business of the Association. The President shall see that all orders and resolutions of the Board are carried into effect and shall execute all contracts when authorized by the Board. In addition, the President shall have the duty of calling meetings of the Board of Directors. The President shall be an ex-officio member of all standing committees, and shall have the general powers and duties of supervision in management usually vested in the office of President of a corporation.

8.10 The Vice-President. The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, and shall perform such other duties as the Board of Directors shall prescribe.

8.11 The Secretary. The Secretary shall attend all Board Meetings and shall record the Minutes of all proceedings and all votes taken. The Secretary shall perform light duties for all standing committees if and when required, shall give or cause to be given notice of all meetings of the members of the Board of Directors and shall perform such other duties as may be prescribed by the Board of Directors or the President, under whose supervision the Secretary shall act.

8.12 The Treasurer. The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation, and shall deposit all monies and other valuable assets in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Association as may be ordered by the President as authorized by the Executive Officers, taking proper vouchers for such disbursements and shall render to the President, Executive Officers and Directors at the regular meetings of the Board or whenever they may require it, an account of all the transactions undertaken by the Treasurer and of the financial condition of the Corporation.

8.13 The Executive Director. The Executive Officers may appoint an Executive Director to undertake any and all duties designated by the Executive Officers, including day to day management of the Association.

8.14 General Counsel. The Executive Officers may appoint a General Counsel to serve in an advisory capacity to the Executive Officers and to the Board of Directors. The incorporators have designated Michael Gongora, Esq., Becker & Poliakoff, 121 Alhambra Plaza, 10th Floor, Coral Gables, FL 33134 as General Counsel. Mr. Gongora shall serve as General Counsel unless otherwise removed pursuant to the same removal requirements of paragraph 6.6.

8.15 Voting. Matters submitted to the Executive Officers for a vote shall be carried by a simple majority vote of the Executive Officers. In the event of a tie, the matter shall be submitted for a vote of the entire Board of Directors. In such instance, a majority vote shall carry the matter. Members of the Executive Officers may not vote by proxy.

ARTICLE IX

FINANCES

9.1 Dues. Dues may be assessed or modified from time to time as determined by the Executive Officers. The initial annual dues for 2017-2018 set forth by the Executive Officers are **\$50.00** for Condominium Members and **\$250.00** for Hotel Members.

9.2 Investments. All corporate funds shall be deposited or invested in the most prudent manner advisable under the circumstances as determined from time to time by the Executive Officers.

9.3 Professional Fees. Fees for professional services, such as accountant services and/or legal services, etc. shall be authorized by the Executive Officers as circumstances require.

9.4 Bank or other Depository. The Executive Officers shall select the Bank(s) or other Depository(s) in which corporate funds shall be deposited. Said Bank or Depository shall be federally insured. All checks shall require the signature of the Treasurer and one other member of the Executive Officers unless circumstances prohibit the Treasurer from signing, in which case the signature of two members of the Executive Officers shall be required.

9.5 Books and Records. Accurate books and records of all funds, income, expenses, and Minutes of the Board of Directors' meetings shall be maintained.

9.6 Annual Statement. An Annual Statement shall be prepared by the Treasurer, a copy of which shall be provided to each Director at the Annual Meeting and saved as part of the records of the Association. The Annual Statement shall describe the nature of the business and the financial condition of the Association.

9.7 Fiscal Year. The fiscal year of the Association shall commence on January 1st and end on December 31st.

ARTICLE X

MISCELLANEOUS

10.1 Amendments. These Bylaws may be altered, repealed, added to or amended by a vote of a majority (50% plus 1) of all of the Board members. Any such By-Law changes shall be submitted electronically to the Board. Votes will be taken electronically.

10.2 Applicable Law. These Bylaws are to be construed under the laws of the State of Florida and, to the extent that they conflict or may conflict with any such law, are unenforceable.

10.3 Order. Robert's Rule of Order shall govern the conduct of the Board of Directors meeting except to the extent waived by the Directors present.

10.4 Adoption of Bylaws. These Bylaws of the Mid Beach Neighborhood Association, Inc. were duly adopted by the Board of Directors at its meeting of the _____ day of _____, 2018.

**MID BEACH NEIGHBORHOOD
ASSOCIATION, INC. (MBNA)**

Name: Anamarie Garces del Melo

Title: President