

Amended: September 18, 2006
Amended: May 29, 2018
Clerical Amendments: September 24, 2018
Amended: January 25, 2021

**AMENDED BYLAWS
OF
GREATER MIAMI CONVENTION & VISITORS BUREAU, INC.**

**ARTICLE I
NAME, OFFICE, AND NONPROFIT POLICY**

Section 1. Name. The name of this corporation shall be the Greater Miami Convention & Visitors Bureau, Inc. (hereinafter referred to as the “Corporation”).

Section 2. Principal Office. The principal office of the Corporation shall be located in Miami-Dade County, Florida, or such other place within Florida, as may be designated by the Board.

Section 3 Other Offices. In addition to its principal office, the Corporation may establish offices at such locations as the Board may from time to time determine and as the activities of the Corporation may require.

Section 4 Non Profit Policy. The Corporation shall not be operated for profit, and its entire properties, assets and facilities shall be devoted to the purposes for which it is organized as permitted by Florida law to a nonprofit corporation, as the same may from time to time be amended.

**ARTICLE II
PURPOSE, OBJECTIVES, AND PROGRAM**

Section 1. Purpose. The Corporation is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, making of distributions to organizations which qualify as exempt organizations under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law (“Section 501(c)(6)”). Within the scope of the foregoing purposes, and not by way of limitation, the Corporation is formed and organized to be operated exclusively to pursue and secure visitor, tourism and convention development efforts within Miami-Dade County; to enhance cooperation within the private and public sector of Miami-Dade County and expand the Miami-Dade County economy in order to provide unified promotion of the various municipal and unincorporated areas of Miami-Dade County and their unique attributes and resources for visitors, tourists, and conventions; and promote the common business interest of its members through advertising and marketing activities and to assure the adequacy and effectiveness of laws affecting the common business interest of the members through appropriate legislative and administrative activity.

Section 2. Objectives. To accomplish the aforementioned purposes, the Corporation will have the objective to unify the private sector, visitor, tourism and convention interests of the

various incorporated and unincorporated areas of Miami-Dade County so that they speak with a single voice of authority on issues that affect the members; including:

A. Establishing a private forum for discussion and agreement on matters that will enhance the state of the visitor, tourism and convention industry in Miami-Dade County.

B. Supporting those private sector programs that the Corporation believes are appropriate for visitor, tourism and convention development; and, where necessary, to work for the modification and improvement of those programs.

C. Eliminating duplication of services and programs by public and private sector agencies by creating a single, strong visitor, tourism and convention authority which will represent the entire community in a comprehensive and efficient manner.

D. Working to maintain existing visitor, tourism and convention business and to develop new programs to substantially enhance and attract new visitor, tourism and convention business to Miami-Dade County.

Section 3. Authority. In harmony with its stated objectives, the Corporation shall have the authority to engage in the following:

A. Develop an effective marketing program to describe the advantages of our community as a whole for business and recreation.

B. Cooperate, counsel, and contract with other organizations and governments on appropriate activities relating to the development of visitor, tourist and convention business.

C. Stimulate an understanding of laws, rules, ordinances, and regulations affecting the business interests of the members and develop legislative activity to promote legislation consistent with this goal.

D. Encourage the participation and involvement of volunteers in the activities of the Corporation.

E. Do such other things and promote, encourage and perform such other acts as the Corporation may deem necessary to accomplish its purposes.

F. Provide support to local non-profit private sector organizations and government agencies to encourage mutually advantageous contracts with the Corporation to achieve its goals.

G. Support and encourage the regional cooperation of the non-profit private sector including their joint support of programs, legislation and advertising for their mutual best interest by reducing duplication of efforts and reducing costs.

H. Develop support for the Corporation and increase membership of private non-profit organizations and business entities throughout Miami-Dade County and increase the capital contributions and participation of all members.

I. The Corporation shall not discriminate on the basis of age, sex, race, color, creed, national origin, sexual orientation or disability with regard to the appointment or election to voluntary office, or hiring, or assignment to, or promotion in staff positions.

J. Notwithstanding the foregoing, the Corporation shall have the express authority to engage in any and all lawful activity permitted under state law and all laws governing exempt organizations under Section 501(c)(6).

ARTICLE III MEMBERSHIP

Section 1. Members.

A. Any private business, organization, non-profit entity, or individuals operating in Miami-Dade County, Florida, or entities or individuals operating outside of Miami-Dade County that the Executive Committee determines to be Affiliate Members, who shall comply with the requirements hereinafter set forth, and who shall assume the obligations imposed by the Executive Committee, may become a Member.

B. The Executive Committee shall have the ability to admit certain out-of-county members to the Corporation (“Affiliate Members”), and the admission terms (including the amount of dues) of each Affiliate Member shall be determined by the Executive Committee, based on certain factors, including but not limited to, geographic scope, synergistic opportunities to the Corporation, current competitive landscape, etc.

C. Privileges of membership shall be exercisable only by the single designated representative of a Member of the Corporation or, in his or her absence, the designated alternate representative. The term “Member” shall refer to and mean such agencies, organizations and entities that are members of the Corporation as represented by their officially designated or alternate representatives and their approved successors. This limitation on membership representation or the subscriber limitation found in Section 2(A) of this Article shall not apply to Member representatives that serve on the Board by reason of being past Chairs.

Section 2. Membership Subscriptions.

A. All subscriptions for membership shall be made on the requisite form prescribed by the Executive Committee. Each application shall include the name of the subscriber, address, and such other relevant information deemed appropriate by the Executive Committee and each subscriber shall designate one official representative and one alternate representative indicating their contact information. Any Affiliate Members shall be required to comply with any and all Affiliate Member dues, as prescribed by the Executive Committee.

B. All subscriptions for membership shall be accompanied by a subscription fee in an amount in such categories as may be established by the Executive Committee.

C. For purposes of participating in official actions of the Corporation, a member shall be considered to have gained official status as of the date of it becoming a signatory to an agreement accepting the terms of membership and payment of its subscription fee.

Section 3. Termination of Membership.

A. Termination of membership in this Corporation may occur by reason of dissolution, voluntary and involuntary withdrawal, suspension of such Member as determined by the Executive Committee, or failure to pay the subscription fee or to discharge the duties of membership as may be prescribed by these bylaws. Termination of membership shall result in loss of the right to participate in the official activities of the Corporation. Termination itself shall produce no penalty or cost to the member not existing at the date of termination.

B. Any member may elect to withdraw from the Corporation at any time upon prior written notice and full payment of all membership fees owed or pledged and unpaid as of such date. Upon withdrawal, the member shall not be entitled to a refund or any subscription or membership fee paid.

Section 4. Transfer of Membership. Membership in the Corporation shall be non-transferable, except with the approval of the Executive Committee.

Section 5. Annual Meeting. The annual meeting of the membership shall be held between January 1 and December 31, inclusive, in each year for the transaction of such business as may come before the meeting, including ratification of the slate of approved Directors submitted by the Board (the “Annual Meeting”). The exact date of the Annual Meeting shall be established by the Board.

Section 6. Special Meetings. Special meetings of the membership, for any purpose or purposes, may be called by the Chair, the Executive Committee or by the Board, and shall be called by the President or Secretary at the request in writing of a majority of the Executive Committee, by a majority of the Board then in office or a majority of the Members. Such request shall state the purpose or purposed meeting. Business transacted at any special meeting of the members shall be limited to the purposes stated in the notice thereof.

Section 7. Place of Meeting. The Board may designate any place within Miami-Dade County as the place of meeting for any Annual Meeting or for any special meeting of the members.

Section 8. Meeting by Telephone. Subject to prior written approval by the Chair, any one or more Members may participate in a meeting of the Members by means of a conference telephone or similar communications device which allows all persons participating in the meeting to hear each other, and such participation in a meeting shall be deemed presence in person at such meeting.

Section 9. Notice of Meeting. Notice of the time and place for regular or special meetings shall be served personally, by mail, facsimile, or email not less than ten (10) days nor more than sixty (60) days before the date of the meeting, to each member of record entitled to vote at such meeting.

Section 10. Quorum. Except as required by the Articles of Incorporation, bylaws or by law, a quorum for meetings of the members shall be constituted by a fixed number of 14 members of the Board and 6 members of the Executive Committee. If less than such total of members is represented at a meeting, a majority of the members present may continue the meeting to a date

certain without further notice. At such continued meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting originally notified. The members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of members leaving less than a quorum.

Section 11. Voting. At a membership meeting, each member in good standing, in person or by his or her designated voting representative present at the meeting, shall be entitled to one vote. The Secretary shall determine the total number of votes cast by all members and such determination shall be binding. An action shall be effectuated pursuant to a majority of the members present to vote. The term “majority of the members” shall mean one-half of the total votes to which the members present are entitled plus one. No cumulative voting shall be permitted.

Section 12. Membership Committee. As further outlined in Article VII Section 4, all members not otherwise represented on the Board or Executive Committee shall be eligible to participate on the Membership Committee, and the Chair of the Membership Committee shall be a voting member of the Board. The Chair of the Board shall set a meeting at which those members attending may elect the Chair of the Membership Committee by a majority vote of those members present.

ARTICLE IV DIRECTORS

Section 1. General Powers. The activities, property, and affairs of the Corporation shall be managed by a Board of Directors (each, a “Director”, collectively, the “Board”) which may exercise all such powers as are permitted by statute or by the Articles of Incorporation or by these bylaws. Such direction shall include, but not be limited to, selection of and annual performance review of the President of the Corporation (which annual performance review may be delegated by the Board to the Compensation Committee or Executive Committee), budget review and approval, assistance in establishing policies, contributing to the formulation of marketing strategies and generally advising and assisting the full-time staff of the Corporation.

Section 2. Number. The Board shall consist of as many members as the Board shall determine from time to time by resolution. No reduction in the number of Directors shall have the effect of removing a Director before his or her term expires, provided that no decrease shall have the effect of shortening the term of any incumbent Director. Additionally, in the event of a vacancy, the Board may continue to act with a lesser number until such vacancy is filled.

Section 3. Qualifications.

A. Directorship shall not be denied to any person on the basis of race, creed, sex, religion, sexual orientation, or national origin.

B. Employees of the Corporation, other than the President, are ineligible to serve on the Board.

C. The Board shall consider an individual's experience, accomplishments, and education background in appointing Directors to the Board to ensure that the interest and concerns of all segments of the community are considered.

D. Each Director shall have at least one (1) of the following qualifications: (i) experience in management or in an executive capacity; (ii) experience in evaluation of financial and business records and projections; or (iii) education, training, or experience useful to the Corporation's purposes.

E. In the event a proposed Director fails to meet any of the qualifications set forth in section (D) above, the Nominating Committee may nonetheless appoint such individual to the Advisory Council for a one (1) year probationary period; and upon the conclusion of that one year, the Chair shall have the right, but not the obligation, to appoint such proposed Director to the Board.

Section 4. Composition. The composition of the Board shall consist of a minimum of 50% representatives from the hospitality industry, including attractions, food and beverage establishments, travel industry professionals, convention and meeting clients, and transportation representatives. Further, permanent positions shall be held by the Director of the Miami Beach Convention Center, a designee of the City of Miami Manager, and a designee of the City of Miami Beach Manager. No more than one person from any single member private sector organization shall be elected to serve on the Board. The Board shall comply with the representation requirements of any agreements that the Corporation may enter into with any participating public agency.

Section 5. Term of Office. The Chair of the Board and Officers shall serve for a minimum term of two (2) years. All Directors shall be eligible to serve three (3) consecutive, three (3) year terms commencing from the time the Director was first elected to the Board (the "Three Consecutive Three Year Term"). Those persons appointed to fill an unexpired term of another Director may, upon completion of the appointed term, be nominated for election to the Three Consecutive Three Year Term of his or her own. Re-election of Directors who have served full Three Consecutive Three Year Terms shall be permitted in accordance with Article IV Section 8. Notwithstanding the foregoing, upon a Director reaching the conclusion of a three-year term, in determining whether to nominate and approve such Director for a second or third term pursuant to these Bylaws, the Board shall give due deliberation to the impact renewal of such Director's term shall have in terms of fostering diversity and inclusion on the Board and its committees to an extent that is reflective of the Miami-Dade County Community. Diversity for such purposes shall include ethnic, race, nationality, gender, sexual orientation and other traditional diversity measures but shall also include less traditional diversity measures such as geography within Miami-Dade County, industry and generational diversity.

Section 6. Staggered Terms. Commencing with the 2021 Annual Meeting (i.e., the final meeting of the 2021 fiscal year), there shall be staggered terms of office for the Directors so that one-third of the directorships shall be up for election each year. Initially, one-third of the Directors shall be up for election each year. Initially, one-third of the Directors shall be elected for a one-year term, one-third for a two-year term, and one-third for a three-year term. Initial Directors serving less than a full three-year term as their initial term (i.e. a Director who draw a one-year or

two-year term), shall be considered to have served a full three-year term for purposes of the limits on no more than three (3) successive terms.

Section 7. Election of Directors

A. Elections of Directors filling expired terms shall be held at the final Board meeting of the fiscal year. A Nominating Committee appointed by the Chair will develop a list of candidates.

B. The Nominating Committee shall solicit each of the industries and interest identified in Article IV Section 4 for a list of qualified candidates for that area of interest. The Nominating Committee shall provide the Chair with the list of qualified candidates. The Chair shall put forth each candidate's name to the Board for a vote. The election for approval of Directors shall be by majority vote of the Directors attending the meeting.

C. The resulting Board slate shall then be submitted to membership for ratification at the Annual Meeting of the members. Failure of the membership to ratify such Board slate shall not affect the validity thereof.

Section 8. Re-election. No Director who has served a Three Consecutive Three Year Term shall be eligible for re-election until at least one (1) year has elapsed, with the exception of those Board members serving on the Executive Committee.

Section 9. Resignation of Directors. Any member of the Board may resign at any time. Such resignation shall be made in writing, shall be submitted to the Chairman or President, and shall take effect at such time as is specified in the instrument.

Section 10. Removal of Directors. Any Director may be removed from the Board, at any time by the affirmative vote of two-thirds (2/3rds) of the Directors then in office at any regular or special meeting called for that purpose. Any Director that has been removed from the Board may not serve on the Board again in any capacity.

Section 11. Vacancies. A vacancy on the Board shall be deemed to exist in the case of the death, resignation or removal of any Director or for any other causes provided for in these bylaws. Vacancies on the Board may be filled by a majority of the remaining voting Directors and a Director so appointed shall hold office until the next Annual Meeting of the Corporation and until a successor is duly elected and qualified. When one or more Directors shall give notice of his or her resignation to the Board effective at a future date, the Board shall have the power to fill the vacancy or vacancies to take effect when such resignation or resignations shall become effective, and each Director so appointed shall hold office until the next Annual Meeting of the Corporation and until a successor is duly elected and qualified.

Section 12. Compensation.

A. No Director shall by reason of his or her office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent a Director from receiving any compensation from the organization for duties other than as a Director, in accordance with Article X.

B. Each Director shall be entitled to and shall be paid all reasonable expenses, including travel, lodging and meals, while traveling to, from, and attending the meetings of the Board; provided, however, that such reimbursement obligation shall not extend to payment for use of vehicles or public transportation to attend meetings to the extent a Director lives in Miami-Dade County.

Section 13. Chair Emeriti. Any former Chair may be elected by the Board to the position of “Chair Emeritus” without regard to the number of terms served, in order to serve as advisors to the Chair and President. Chair Emeriti shall be non-voting, shall serve until removed, and the Chair Emeriti shall meet, whether as part of Board meetings or separate and apart from same, at the sole discretion of the Chair, provided that the Chair Emeriti shall not be counted in the total number of committee members required to constitute quorum under Article VII, Section 1(A) or Article V, Section 4.

Section 14. Advisory Council. The Nominating Committee may suggest a number of non-voting advisors to the Board (the “Advisory Council”) that may, but are not required to, be comprised of individuals who formerly served on the Board, which Advisory Council shall meet, whether as part of Board meetings or separate and apart from same, at the sole discretion of the Chair. Participation from members of the Advisory Council shall not count towards any quorum set forth herein.

Section 15. Ex-Officio Members. A majority of the Board may appoint ex-officio members of the Board. This type of membership shall consist of partners with an interest or impact in the branding, marketing, and sales of the hospitality, tourism, and travel within Miami-Dade County. At the time of appointment, the Board may determine whether the ex-officio member of the Board shall be voting or non-voting, and whether his or her participation shall count towards a quorum.

ARTICLE V MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board shall be held at least four (4) times per calendar year, or at other times as designated by the Chair, or at the special request of the majority of the Board.

Section 2. Special Meetings. Special meetings of the Board may be called at any time at the request of the Chair, the President, a majority of the Executive Committee, or more than one third (1/3) of the Board.

Section 3. Notice of Meetings.

A. Notice of the time and place of regular or special meetings shall be served personally, by mail, facsimile, or email not less than five (5) days before the regular meetings or two (2) days before special meetings, upon each person who is a member of the Board.

B. Each Director shall register his or her name and address with the Secretary and notices of meetings mailed, emailed, faxed or personally delivered to such Director at such address shall be valid notice thereof.

C. Any Directors may waive notice of any meeting. Attendance by a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called.

Section 4. Quorum. At any meeting of the Board, the presence of a majority of Directors in office immediately before the meeting shall constitute a quorum for transaction of business at any meeting of the Board. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of a Director, if any action taken is approved by at least a majority of the required quorum of the meeting. In the absence of any quorum or when a quorum is present, a meeting may be adjourned from time to time by a vote of the majority of the Directors without notice other than by announcement at the meeting and without further notice to any absent Director.

A. A majority of the Directors present, whether or not a quorum, may adjourn any meeting to another time and place. If the meeting is adjourned for more than 24 hours, notice of the adjournment shall be given before the time of the adjournment meeting to the Directors who were not present at the time of the adjournment.

B. The Chair shall preside at all meetings of the Board and in his or her absence or inability to serve for any reason the Past Chair shall preside. The Secretary will preside in the absence of both the Chair or Past Chair.

Section 5. Manner of Acting. Except as otherwise provided in this section or as required by Florida law, the act of the majority of the Directors present in person at a meeting at which a quorum is present shall be the act of the Board.

Section 6. Voting. At any meeting of the Board, each Director present in person shall be entitled to vote.

Section 7. Informal Action by All Directors. Any action required by law to be taken at a meeting of the Board, or any action that may be taken at the meeting of the Board or of any committee of the Board may be taken without a meeting, if a consent in writing, setting forth the action so taken, shall be signed by all of the individuals entitled to vote on the subject thereof. The written consent can be emailed to Directors who may then print, sign, scan and return a copy of the signed document in an email to the Corporation. Such consent shall have the same force and effect as a unanimous vote of the Board or the committee and shall be recorded with the minutes of the Corporation as if all the Directors acted concurrently.

Section 8. Meeting by Telephone. Any one or more Directors may participate in a meeting of the Board by means of a conference telephone or similar communications device which allows all persons participating in the meeting to hear each other, and such participation in a meeting shall be deemed presence in person at such meeting.

Section 9. Order of Business. At regular meetings of the Board, Chairman, with the approval of the Board, may prescribe the order of business.

Section 10. Board Minutes. The Secretary shall keep minutes of the meetings of the Board and submit them to the next succeeding meeting of the Board for approval.

ARTICLE VI OFFICERS AND DUTIES

Section 1. Elected Officials. The elected officers of the Corporation shall be a Chair, a Past Chair, Secretary, and a Treasurer. All officers shall be selected from the members of the Board. Respective duties and responsibilities are as follows:

A. Chair. The Chair of the Board shall be the principal elective officer of the Corporation. He or she shall preside at all meetings of the members, the Board and the Executive Committee. He or she shall appoint the Chairs of all standing committees, and fill any vacancies therein, with the approval and confirmation of the Board.

B. Past Chair. In the absence of the Chair or in the event of his or her inability or refusal to act, the Past Chair, who shall be the immediately preceding Chair, shall perform the duties of the Chair, and when so acting, shall have all the powers of an be subject to all the restrictions upon the Chair. The Past Chair shall perform such other duties as from time to time may be assigned to him or her by the Chair or by the Board.

C. President. The Board shall employ a salaried staff executive who shall have the title of President and whose terms and conditions of employment shall be specified by the Board. The President shall be the chief executive and operating officer of the Corporation and shall be responsible for all day to day management functions. The President shall manage and direct all activities of the Corporation in accordance with policies established by the Board and shall be responsible to the Board. Within his or her authority and in the course of his or her duties the President shall (a) employ and terminate the employment of members of the staff necessary to carry on the work of the Corporation, and fix their compensation within the approved budget; and (b) define the duties of the staff, supervise their performance, establish their titles, and delegate those responsibilities of management as, in his or her judgment, shall be in the best interest of the Corporation. The President shall have, in addition to other officers authorized by management, the authority to execute contracts and other documents deemed to be transactions in the ordinary course of the day-to-day business of the Corporation. Extraordinary contracts or agreements (such as an office lease or an interlocal agreement) may be executed by the President with the approval of the Executive Committee or the Board. The President shall attend all meetings of the Board, the Executive Committee and all other committees, serving as an ex-officio member without a vote. The President shall also have such other duties as may be prescribed by the Board.

D. Secretary. The Secretary shall see to the keeping of the minutes of the meetings of the members, the Board and the Executive Committee; shall be custodian of the corporate records and of the seal of the Corporation and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Chair, the Board or the Executive Committee. If the Corporation has not appointed a Secretary, then the Treasurer shall fulfill the aforementioned roles and responsibilities.

E. Treasurer. The Treasurer shall oversee the funds and securities of the Corporation which are managed on a day-to-day basis by the Controller. Treasurer shall serve as Chair of the Finance & Audit Committee.

F. Other Officers. The Board may create, from time to time, other positions of office as it deems necessary.

Section 2. Term of Office. Each elected officer shall take office on the first day of October following his or her election and shall serve for a term of one year and until a successor is duly elected. No elective officer shall be eligible to serve in the same office for more than three (3) consecutive years. At the discretion of the Executive Committee, officers' terms may be extended.

Section 3. Attendance. It is the expectation that all officers shall attend the Board meetings. If unable to attend, he or she must notify the Chair, who will ensure all duties are fulfilled. If a Director fails to attend two (2) consecutive Board meetings, that Director may be removed from the Board (attendance can be in-person or telephonically).

Section 4. Election of Officers. The Board shall elect the officers of the Corporation prior to or immediately following the Annual Meeting of members. If the mail ballot for election of Directors has been completed and certified prior to the Annual Meeting of members, the Directors may conduct the election of officers after such certification and prior to the membership meeting.

Section 5. Removal. Any elected officer may be removed by a majority of the Board whenever in its judgment the best interests of the Corporation would be served thereby.

Section 6. Vacancies. A vacancy is any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board by majority vote to complete the current term.

Section 7. Compensation of Officers. Except for the President, the officers of the Corporation shall not receive any salaries for their services.

ARTICLE VII COMMITTEES

Section 1. Executive Committee.

A. The Corporation's executive committee shall consist of the officers of this Corporation, the Past Chair, the Chairs of the Finance & Audit, Compensation, and Convention Sales standing committees, and as many persons at large as the Board so directs (the "Executive Committee"). However, the Executive Committee shall not exceed 15 members. Except as limited by law, the Executive Committee shall exercise the powers of the Board when the Board is not in session, but shall be accountable to the Board for its actions. All actions of the Executive Committee shall be reported to the Board at its succeeding meeting. The Executive Committee may hold meetings at such place or places and at such times and upon such notice as it may in its discretion determine and may be called at any time by the President, the Chair or by any three (3)

of its members, with 24 hours' notice given either personally or by mail, email, telefax or telephone. A majority of members of the Executive Committee shall constitute a quorum for the transaction of business. At such continued meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting originally notified. The members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of members leaving less than a quorum. The Chair of the Visitor Industry Council shall sit as an ex-officio member of the Executive Committee without voting powers. At the discretion of the Chair, the members to the Advisory Council shall have access to attend and participate in any and all Executive Committee meetings, without voting powers.

B. The Executive Committee may exercise all the powers and authority of the Board between meetings except the following: (i) the approval of any action for which approval of the members is also required; (ii) to alter or amend the Articles of Incorporation, these Bylaws, or any resolution of the Board; (iii) to approve any action requiring, under the laws of the State of Florida, the approval of the full Board; or (iv) to fill vacancies on the Board or the Executive Committee.

Section 2. Nominating Committee. Within a reasonable time prior to annual elections, the Executive Committee shall appoint a nominating committee with a number of members set by the Chair. At the same time, the Executive Committee shall nominate from the Board an individual as Chair for the next year, such individual to also serve on the Nominating Committee. The immediate past Chair, if available, shall chair the Nominating Committee.

Section 3. Standing Committees. There shall be a standing committee for each of the following areas of activity:

- (a) Compensation
- (b) Convention Sales
- (c) Finance & Audit
- (d) Marketing
- (e) Multicultural Tourism & Development
- (f) Membership

(g) Such other committee(s) as the Chair shall create and the Executive Committee approve(s). The total number of standing committees shall not exceed eight (8). The Executive Committee shall ratify the appointment of the Chair(s) of such other standing committee(s) so created by the Chair of the Board.

The Chairs of the above standing committees shall be selected by the Chair from the members of the Board. The composition of the Compensation, Finance & Audit, and Convention Sales committees shall consist of 100% representatives from the Board, and the Marketing committee, other committees created by the Chair pursuant to subsection (g) above and any special committees created pursuant to Section 5 below shall consist of a minimum of 50% representatives

from the Board. Notwithstanding the foregoing, any member's representative, or non-member, may serve on these committees at the invitation of either the committee chair or the Chair of the Board.

Each committee shall recommend to the Board, policies and programs to be adopted by this Corporation. Each committee may at its own discretion create such sub-committees as it finds desirable.

Section 4. Membership Committee. The Chair, with the approval of the Executive Committee, shall appoint a Membership Committee from Member representatives not otherwise represented on the Board. The Chair of the Membership Committee shall have the obligation to represent the Membership Committee as a voting member of the Board.

Section 5. Special Committees. The Chair, with the approval of the Executive Committee, shall appoint such other committees, sub-committees, or task forces, which are designed to analyze and research issues on behalf of the Board, may be created and dissolved as needed, as are necessary and which are not in conflict with other provisions of these bylaws. Such special committees may include, but are not limited to, Community Relations and Governmental Affairs Committees.

Section 6. All Committees. All committees, including the Executive Committee, shall comply with the representation requirements of any agreements that the Corporation may enter into with any participating public agency.

Section 7. Committee Diversity. In selecting the membership and leadership of any committee, sub-committee, or task force, the Chair, the Executive Committee and/or the Board, as the case may be, shall give due deliberation to how such membership and leadership selection impact the fostering of diversity and inclusion on such bodies to an extent that is reflective of the Miami-Dade County Community. Diversity for such purposes shall include ethnic, race, nationality, gender, sexual orientation and other traditional diversity measures but shall also include less traditional diversity measures such as geography within Miami-Dade County, industry and generational diversity.

Section 8. Quorum. Unless otherwise provided by the Board, a majority shall constitute a quorum of each such committee and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the respective committee.

ARTICLE VIII AMENDMENTS

Section 1. Amendments of Bylaws by Members. Amendments to these bylaws may be made at any regular meeting of the membership, or at any special meetings of the Members called for that purpose, by a written proposal submitted not later than three (3) days prior to the meeting, unless such time is waived by majority vote of the members present.

Section 2. Amendment of Bylaws by Board. The Board shall also have the power to amend the bylaws as provided by law.

Section 3. Amendments of Articles. Amendments to the Articles of Incorporation may be adopted if approved by the Board or by a majority vote of members. Any such amendments may be submitted by written ballot.

ARTICLE IX DUTIES, NON-LIABILITY AND INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1. Right to Indemnification. Each person (including here and hereinafter, the heirs, executors, administrators, or estate of such person) (a) who is or was a Director or trustee of the Corporation, (b) who is or was an officer, agent or employee of the Corporation and as to whom the Corporation has agreed to grant such indemnity hereunder, or (c) who is or was serving at the request of the Corporation as its representative in the position of a Director, officer, trustee, partner, agent, or employee of another corporation, partnership, joint venture, trust or other enterprise and as to whom the Corporation has agreed to grant such indemnity hereunder, shall be indemnified by the Corporation as of right to the fullest extent permitted or authorized by current or future legislation or by current or future judicial or administrative decision (but, in the case of any future legislation or decision, only to the extent that it permits the Corporation to provide broader indemnification rights than permitted prior to the legislation or decision), against all fines, liabilities, settlements, losses, damages, costs and expenses, including attorneys' fees, asserted against him or incurred by him in his capacity as such Director, officer, trustee, partner, agent, employee or representative, or arising out of his status as such Director, officer, trustee, partner, agent, employee or representative. The foregoing right of indemnification shall not be exclusive of other rights to which those seeking indemnification may be entitled.

Section 2. Advances. Costs, charges and expenses (including attorneys' fees) incurred by a person referred to in Section 1 of this Article in defending a civil or criminal suit, action or proceeding may be paid (and, in the case of Directors of the Corporation, shall be paid) by the Corporation in advance of the final disposition thereof upon receipt of an undertaking to repay all amounts advanced if it is ultimately determined that the person is not entitled to be indemnified by the Corporation as authorized by this Article, and upon satisfaction of other conditions established from time to time by the Board or required by current or future legislation (but, with respect to future legislation, only to the extent that it provides conditions less burdensome than those previously provided).

Section 3. Savings Clause. If this Article or any portion of it is invalidated on any ground by a court of competent jurisdiction, the Corporation nevertheless indemnifies each Director of the Corporation to the fullest extent permitted by all portions of this Article that has not been invalidated and to the fullest extent permitted by law.

Section 4. Insurance. The Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any Director, officer, or agent of the Corporation against any liability asserted against or incurred by such persons in said capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such persons against that liability under the provisions of this Article IX.

Section 5. Bond. The Board may by resolution require any or all officers, agents, and employees of the Corporation to give bond to the Corporation, with sufficient sureties, conditioned on the faithful performance of the duties of their respective offices or positions, and to comply with such other conditions as may from time to time be required by the Board.

ARTICLE X CONFLICT OF INTEREST

Section 1. Conflict of Interest. Whenever a Director or officer or a family member of a Director or officer has a financial or personal interest in any matter coming before the Executive Committee, such Director or officer shall (a) fully disclose the nature of the interest, and (b) withdraw from voting on the matter. Any matter before the Executive Committee for which a Director or officer has indicated a potential conflict of interest will be approved only when a majority of disinterested Directors determine in good faith and with ordinary care that it is in the best interest of the Corporation to do so. The minutes of the meeting at which such votes are taken shall record the Director or officer's disclosure of a conflict of interest, their abstention from voting, and the Executive Committee's rationale for approving the matter. The Executive Committee shall be the arbiter for any and all such conflicts of interest. For purposes of this provision, the term "financial or personal interest" shall include, besides personal interest, interest as a Director, officer, member, stockholder, shareholder, partner, manager, trustee or beneficiary of any corporation, association, trust, partnership, limited liability entity, firm, or other entity other than the Corporation. For purposes of this provision, the term "family member" means the spouse, parent, child, spouse of a child, brother, sister, or spouse of a brother or sister.

Section 2. Amendments to Conflict of Interest Policy. The Board shall have the power to provide further additions, amendments, or revisions to Section 1 of this Article above by majority vote of the then Directors then holding office, except as otherwise required by law.

ARTICLE XI GENERAL PROVISIONS

Section 1. Distribution on Dissolution. All of the property of the Corporation is irrevocably committed to charitable, educational, and scientific purposes; and upon dissolution of the Corporation its assets shall, after all of its liabilities and obligations have been discharged or adequate provision made therefore, be distributed to a nonprofit exempt organization within the meaning of Section 501(c)(6) as determined by the Board of the Corporation, provided that, the organization serves a similar purpose as the Corporation within Miami-Dade County or as otherwise required or otherwise directed by participating public agencies pursuant to agreements executed with the Corporation.

Section 2. Seal. The Corporation shall be authorized to adopt a seal in circular form for its use.

Section 3. Fiscal Year. The fiscal year of the Corporation shall begin on October 1 and end on September 30, but may be changed from time to time by the Board.

Section 4. Prohibition. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, Directors, officers, or other persons, except that

the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions, as authorized in Article IV Section 12, in furtherance of the purposes set forth in Article II hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 5. Exempt Activities. Notwithstanding any other provision of these Bylaws, no Director, officer, employee or representative of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(6) of the Internal Revenue Code and regulations as they now exist or as they may be amended.

ARTICLE XII AUDIT, BOOKS, & RECORDS

Section 1. Accounting, Books and Records.

A. General. The Corporation will maintain appropriate corporate and accounting records and will have its accounts audited at the end of each fiscal year. The Corporation's books and records will be maintained as provided in this Article XII.

B. Financial Reports. Not later than 120 days after the close of the fiscal year, this Corporation shall prepare an annual financial report, certified by audit from an independent certified public accountant, containing (1) a balance sheet as of the end of the fiscal year (2) an income statement for the fiscal year, (3) a statement of changes in financial position for the fiscal year and (4) a statement (not necessarily a part of the certified audit) by the President or Controller that the names and addresses of the current members of the Corporation are located at the principal office of the Corporation. Each member shall be notified of the member's right to receive a copy of the annual financial report of this Corporation. A copy of the most recent annual financial report shall be promptly sent to any member who sends a written request for the report.

C. Corporate Records. The Corporation will maintain at its principal office the following written corporate records: Articles of Incorporation and all amendments from time to time in effect; Bylaws and all amendments from time to time in effect; minutes of all Board meetings, committee meetings and action taken without meeting for the past three years; and a current list of Directors and officers and their addresses of record.

Section 2. Inspection of Articles and Bylaws. A copy of the Corporation's Articles of Incorporation and bylaws, as amended to date, shall be open to inspection by any member at all reasonable times during office hours.

Section 3. Audit. A qualified firm of certified public accountants shall be designated as auditors by the Board prior to the Corporation's close of business for each fiscal year to audit and examine the books of account of the Corporation, and to certify and report in writing to the Board the annual balances and condition of such books as prepared at the close of the fiscal year. The compensation of the auditors shall be determined by agreement between the Board and the auditing firm at the time of its employment.

Section 4. Compliance with IRS Disclosure Requirements. The operating policies, procedures and guidelines of the Corporation will contain such provisions, including language addressing conduct of meetings and disclosure of records, as to ensure the Corporation's compliance with IRS disclosure regulations.

Section 5. Reports; Other Information. A detailed annual report of the work and financial condition of the Corporation, including an audited financial statement and management letter, shall be made by the Chairman, or his or her delegate(s), annually and shall be transmitted to the Board.

ARTICLE XIII REGULATION

Section 1. General. The regulation of the business and conduct of the affairs of the Corporation will conform to federal and state income tax laws and any other applicable federal and state law, including, but not limited to, the Nonprofit Corporations Act. In the interpretation of these Bylaws, wherever reference is made to the United States Code (U.S.C.), the United States Internal Revenue Code, Internal Revenue Laws or Treasury Regulations thereunder, the Nonprofit Corporations Act, the Florida Not For Profit Corporation Act, or any other statute, or to any section thereof, such reference will be construed to mean such Code, Act, Laws, Statutes, or to any section thereof, such reference will be construed to mean such Code, Act, Laws, Statutes, or section thereof, and the regulations thereunder, as the case may be, as heretofore or hereafter amended or supplemented or as superseded by laws or regulations covering equivalent subject matter.

Section 2. Governing Law. These bylaws are executed and delivered in the State of Florida and they will be governed by, construed and administered in accordance with the laws of the State of Florida.

Section 3. Parliamentary Procedure. The provisions of the latest edition of *Robert's Rules of Order* will serve as the basic guide to fair and orderly procedure in meetings of the Board and any committee of the Corporation. In the event that any of the provisions of *Robert's Rules of Order* conflict with the Bylaws, the provisions of the Bylaws shall prevail.

ARTICLE XIV STATEMENT OF EQUAL OPPORTUNITY AND AFFIRMATIVE ACTION POLICIES

Section 1. General. The Board recognizes the stake all racial and ethnic groups have in the success of the convention and visitor business in the Greater Miami area. The Corporation is committed to equal employment opportunity in its employment practices and pledges its efforts toward the elimination of any barriers to equal access to convention and visitor business opportunities by minorities and women.

Section 2. Commitment. The Corporation commits to develop appropriate policies and goals which comport with current legal standards to enhance employment and business development opportunities for minorities and women and to broaden the involvement of minority and women members of the Corporation in the governance of the organization. These policies and goals will specifically address the enhancement of opportunities for minority- and women-owned businesses to compete as vendors for the convention and visitor business, to be employed by and

to perform services for the Corporation itself. The policies will also specifically address how greater minority participation can be achieved on the Corporation's Board and Executive Committee by those who are associated with the convention and visitor business.