

Buena Vista East Historic Neighborhood Association

Bylaws

(Revised and approved January 2024)

Article I – Name

Section 1 - Name:

The name of this Association shall be the Buena Vista East Historic Neighborhood Association Inc. as recorded in the Public Records of the City of Miami, Florida; Miami Dade County; Florida; and the Florida Department of State, Division of Corporations and Florida Communities Trust (aka Forever Florida).

Section 2 - Use of Name:

The name of this Association shall be used only for the designated objectives as stated in Article II of these bylaws and any objectives deemed prudent by the Board or by a majority vote of members in attendance at a general meeting.

Article II – Purpose

Section 1 - Purpose:

A. The Buena Vista East Historic Neighborhood Association (BVENH, Association) shall promote and advance the interest of and represent the people of Buena Vista East before government and other entities that impact on residents of the area defined herein as Buena Vista East.

B. The members and leaders of BVEHNA will faithfully act to promote, protect, and preserve the social, economic, environmental, and historic character of Buena Vista East and its residents. In so doing, the members and leaders of BVEHNA will adhere to the principles of cultural acceptance, diversity, respect for its residents and their environment, and will exhibit a commitment to social responsibility.

Article III – Goals and Objectives

Section 1

To provide an open process by which all residents of Buena Vista East (neighborhood, BVE) may involve themselves in the affairs of the neighborhood.

Section 2

To unite property owners, tenants, businesses and their owners, and other individuals who are interested in the improvement of the neighborhood; and to represent and advance the interest of the neighborhood residents and stakeholders.

Section 3

To operate without profit for the benefit of all residents and stakeholders of Buena Vista East by continually enhancing the neighborhood and promoting general well-being of the residents and stakeholders of Buena Vista East.

Section 4

To promote a better understanding among residents of BVE regarding the responsibilities of residing within a designated historic district.

Section 5

To lobby our elected officials on behalf of the membership regarding issues relevant to the well-being of the neighborhood and to ensure government agencies maintain common areas and supply life and safety services (i.e., police, fire, waste removal, etc.) as required by law.

Article IV – Membership, Dues and Boundaries

Section 1

Membership is voluntary.

Section 2

A household is eligible for membership if a person owns a residence within the area bordered by Northeast 2nd Avenue on the eastern periphery, North Miami Avenue on the western periphery, Northeast 48th Street on the northern periphery and Northeast 42nd Street on the southern periphery. Also eligible for membership are Residents, who have resided in good standing within the district for a minimum of two years, regardless of Property Ownership status.

Section 3

A business located within the boundaries delineated by Article IV, Section 2 is eligible for membership, even if the business owner resides elsewhere; however, the business is not eligible for a board position.

Section 4

Rights of membership are entirely subject to payment in full of annual dues by June 30th. The cost of annual membership dues is determined by the Board of Directors and will be outlined to the membership at the annual membership meeting, to be held in the first meeting of the New Year or the last meeting of the current year.

Section 5

Membership dues must be paid in full by June 30th of each year before any member can vote or to be eligible for any membership benefits.

Section 6

A. No one shall be denied membership based solely on their inability to pay annual dues; however, the non-paying member will not have voting rights.

B. Those unable to pay membership dues in full and wish to exercise voting rights may request a fee reduction or elimination with retention of voting rights. The request shall be made of the member to the Board, which shall approve or deny by a simple majority vote.

Article V – Governance

Section 1 - Composition

Between general Association meetings, the affairs of the Association shall be managed by a Board of Directors, which shall report to the membership at the general meetings. The board will consist of 7 Board members and be led by 3 officers: President, Vice President, and Secretary. Additional members up to a maximum of Three (3) shall be appointed “at large”, and any of these can step in to fill an officer position vacated mid-term. At the conclusion of the term, the at-large member may seek election for that position if so desired. The Board will ensure that a treasurer is appointed. Both the Treasurer and the Member “at large” shall be appointed by the Board.

Section 2 - Terms of Office

The Board members (as described above) shall hold office for a period of two (2) years, or until their successors are elected. Directors may be re-elected to their existing or new position.

Section 3 - Annual Calendar

The Association's annual calendar shall begin on January 1st and end December 31st of each year.

Section 4 - Authorities Granted

The President shall preside at all Board meetings. In the President's absence the delegation of authority follows: Vice President, Secretary.

Section 5 - Board Powers

The Board of Directors is empowered to conduct business and affairs of the Association on behalf of the membership and general residents. This includes but is not limited to the acquisition and disposal of property; allocation, collection, and disbursement of Association funds; and Association representation at any and all pertinent municipal and State organizations.

Section 6 - Limitation of Powers

- A. The membership roster shall remain confidential and will not be released to anyone without Board approval. The membership roster may not be sold or given without approval from the residents.
- B. No member of the Association shall act on behalf of the organization without express permission of the Board OR by a majority vote at a duly called regular special general meeting.

Section 7 – Accountability

The Board shall be accountable to the Association membership and shall commit to actively seek the input of any and all members affected by proposed policies or statements issued by the BVEHNA on behalf of its membership in advance of adopting any official public policy or statement. The Board of Directors will make every good faith effort to involve and include all stakeholders within the neighborhood in its decision making. The Board will notify residents of decisions in a timely manner. Such notifications, which include voting rights, documentation of Association activities, and meeting notifications, shall only be made available to paid members in good standing.

Section 8 - Non-Discrimination Policies

The members, officers, directors, committee members, and other duly appointed positions shall be selected entirely on their merits and willingness to serve their community. BVEHNA is committed to operating without discrimination in regard to age, race, gender, gender identity, sexual orientation, physical disability, national origin, and any other protected status as delineated by Federal and local laws. BVEHNA strives for diversity in all its operations.

Section 9 – Meetings

- A. The Board of Directors shall meet every 3 months at a minimum and will meet as frequently as needed or directed by the President or their designee.
- B. General meetings are open to all residents. Board meetings may be attended by paid members in good standing; however, a dues paying member who wishes to speak at a board meeting must request to attend at least 48 hours in advance to the BVEHNA@gmail.com stating the specific reason for attendance.
- C. Meeting details (date, place, time, etc.) shall be set by the President or their designee.
- D. If the President or any other board member is unable or unwilling to serve in their capacity, a Board or general meeting may be called by another officer in good standing or at the written request of a simple majority or the Board.

Section 10 – Compensation

The members of the Board shall serve their position without monetary compensation from the Association or its associates.

Section 11 - Voting & Quorums

- A. A quorum shall exist when there is a simple majority of the Board present.
- B. The actions of the quorum shall be recorded and enforced as the actions of the Board of Directors.
- C. At any Board Meeting, the Secretary or their designee shall compile a list of members present, in physical presence or by proxy, prior to an official vote. At the discretion of the President, an official roll call may be requested prior to the vote.
- D. A quorum (simple majority) plus one will be required to change a vote for something previously voted on within the past two years.

Section 12 – Resignation

- A. A Director may resign at any time with written, dated notice to the President. Resignations are effective on the date of the letter.
- B. Any Director seeking or awarded public office shall resign from the Board at the commencement of their campaign or term of public office. If the Board is not notified of such, the Board will remove the Director from their position.

Section 13 -Removal

- A. A Director shall be removed from office by the Board upon showing good cause. Removal for such cause will be determined by a simple majority of the Board. Notice of intent to remove will be sent to the affected Director in writing. Said notice shall be dated, state the effective date of removal (as determined by a simple majority vote by the Board), and the reason for removal.
- B. Just cause for removal shall be considered:
 - 1. Any improper behavior that is not in the best interest of or conducted on behalf of but without the approval of the Association.
 - 2. Failure to perform the duties required of the Director's position.
 - 3. Excessive absences (2 or more in a calendar year) without just cause is grounds for removal.

Section 14 – Vacancies

Any vacancies shall be filled for the remaining term of office by a majority vote of the Board of Directors within 45 days of the vacancy or as soon as another candidate willing and able to fill the vacancy is identified.

Section 15 - Policies & Procedures

The Board may elect to produce and maintain a Policy and Procedures manual for the Association. Said manual will further define the roles and responsibilities of the Association and its elected officers.

Section 16 – Insurance

The Board shall obtain Directors and Officers liability insurance, and general liability insurance policies on an annual basis.

Article VI – Governance; Officers

Section 1 – Composition

The BVEHNA Board shall have the following members: President, Vice President, Secretary, four additional voting members and a maximum of three (3) non voting Members at Large.

Section 2 - Term of Office

The officers will sit for a two-year term or until their successors take office, and may succeed themselves if reelected.

Section 3 – President

The President shall preside at all meetings and:

- A. By virtue of the office shall chair the Board
- B. Shall report at the final yearly meeting progress of longer term projects and Association goals.
- C. Shall assist in selection of all committees.
- D. Shall be responsible for bookkeeping, reports, and certifications as required by law, and ensure their preservation.
- E. Shall be responsible for ensuring all records are transferred to their successor.
- F. Shall be an officer duly authorized to sign checks or authorize drafts from the Association.

Section 4 - Vice President

The Vice President shall oversee the functioning committees and ensure their adequate and orderly function, in addition to:

- A. Presiding at any meeting in absence of the President.
- B. Shall be an officer duly authorized to sign checks or authorize drafts from the Association.
- C. Be responsible for communications to appropriate organizations and officials with the goal of ensuring BVE remains a designated historic district in good standing.

Section 5 – Secretary

The Secretary shall keep minutes and records of all proceedings and will be the official custodian of those records, in addition to:

- A. Filing all certificates and forms required by the State and Federal Statutes.
- B. Provide various notices on behalf of and as directed by the Board.
- C. Record the minutes of the Association meetings and distribute them to membership prior to the next scheduled meeting.
- D. Manage the agenda and record the minutes of the Board meetings and distribute to the Board of Directors within one (1) week of meeting occurrence.
- E. Manage all communications between Association members.
- F. Shall present to the Board all communication directed to their office as Secretary of the Association.
- G. The Secretary shall maintain balances and controls with the appointed Treasurer and at all times have a current state of Association finances.

Section 6 – Treasurer

The Board shall appoint a Treasurer who shall have the care and custody of any and all monies belonging to the Association and shall also:

- A. Deposit all funds into the Association financial accounts
- B. Be duly authorized to sign checks or authorize drafts from the Association.
- C. Render verbal monthly financial reports to the Secretary and provide quarterly account of the financial state of the Association to the Board.
- D. Render biannual verbal accounts of the financial state of the Association to the membership at the general membership meetings.
- E. As part of their duties the Treasurer is not required to attend Board of Director meetings.

Section 7 - Eligibility & Elections

Officers shall be elected by and from the Board of Directors at the first annual meeting, which shall occur within 30 calendar days from the beginning of the New Year.

- A. To be eligible for election, a member must be in good standing with the current year's dues paid in full unless just cause is otherwise determined.
- B. Election to office shall be by a majority vote of present Board members, with a quorum being established prior to a vote.

Article VII – Committees

Section 1 – Committees

Committees shall be created by the Board as needed, to fill specific needs of the neighborhood as determined by the Board with a minimum of 3 and maximum of 5 members. A Board member should be a member of each committee, but not necessarily the lead.

Section 2 -Eligibility

Committees shall be comprised of Association members in good standing, with the current year dues paid in full. Non-Association members may be added to committees at the Board's discretion when it is determined the outside persons are of particular value to accomplish the goals of the committee.

Section 3 -Committee Chair Duties and Term

The Committee Chair shall be elected from within the Committee by its members, and shall serve for a term of two (2) years unless otherwise determined by the Committee.

Section 4 – Authority

Committees shall recommend Association actions and positions to the Board, but shall not act without prior approval from the Board and/or general membership, as determined at the Board's discretion within the best interests of the neighborhood.

Section 5 - Liaison Representatives

Individuals who are chosen by the Board to represent BVEHNA on external Boards, Commissions or Committees, shall give informative regular reports back to the Board within 30 days of the meeting of that body. Liaison Representatives are required to be members of the Association as described in Article IV, Section 2. On those issues on which the Board has taken a formal position, the delegate shall vote or act; accordingly, in all other cases, the delegate shall exercise their discretion while voting in accordance with the general objectives of the Association.

Article VIII – Elections & Voting Membership

Section 1 - Eligibility and Elections

- A. The Board shall be elected at the annual meeting.
- B. To be eligible to run for office, the candidate's annual dues must be current and paid in full. The candidate must have attended a minimum of 2 general meetings or met at least once as a committee member and attended a general meeting, in their entirety.
- C. No elected or appointed municipal official shall serve on the Board.
- D. All candidates for elected office will be elected by written ballot by general membership at the Annual Meeting or via other open process defined by the Board.

Section 2 - Nomination Process

- A. Members may declare candidacy or be nominated by another member.
- B. Nominations shall be prepared by the Board and distributed to the membership in advance of the election, and the list of candidates will be presented with notice of the annual meeting by November 15.
- C. If the minimum number of candidates is not met, then all running candidates will be appointed by default.
- D. There shall be no occurrences of two members of the same household serving on the board at the same time.

Section 3 – Voting

- A. At all general membership meetings, voting on Association actions to be taken will be by hand and will be recorded by the Secretary or Secretary's designee.
- B. When voting for Board Officers the current president of the Board will provide ballots with the names of all declared candidates to all eligible members present at the meeting.
- C. If there are more candidates than available positions on the Board, the then President will ensure the Miami Neighborhood Service Center office is invited to the election meeting to ensure impartiality in the counting of the votes.
- D. Each member having dues paid shall have the right to cast one vote.
- C. Voting on issues will require a 60% majority of members attending the meeting.
- D. Voting on open Board positions i.e., those that have reached the end of their 2-year term will be done at the annual or special meeting as decided by the board.

Section 3 - Voting by Proxy

- A. There shall be no verbal proxy voting.
- B. All written proxies must be submitted electronically twenty four (24) hours prior to an Association vote to bvehna@gmail.com.
- C. All proxy votes are one time only for a specific issue. There is no blanket proxy in this Association.
- D. No proxy votes are permitted for election of Board votes.

Article IX – Meetings

Section 1 - Scheduled Meetings

- A. The annual meeting shall be held either late in the year or prior to the end of January.
- B. General Membership meetings will be held at minimum once each quarter on the second Saturday of the month or as scheduled by the President.
- C. Committee meetings shall be scheduled as needed by the Committee Chairs

Section 2 - Notice of Meetings

- A. Whenever members are required or permitted to vote at a general membership meeting on any position or action to be taken by the Association, written notice of the meeting shall be given to the membership which shall state the place, date, and hour of the meeting and in case of a special meeting, the purpose(s) for which the meeting is being called.
- B. Notice of each meeting shall be given by the Secretary, President, Committee Chair, or their designee. Notice shall include but not be limited to via posting on the community website: one week prior to the meeting and via email: 24 hours prior to the meeting.

Section 3 - Agenda and Minutes

- A. All meetings will have a preliminary agenda, which will be included in the call of the meeting. The President and Officers will prepare the agenda and the Secretary is responsible for distribution of the agenda to the Association.
- B. After all agenda items have been addressed, other business may be brought before the membership.
- C. Secretary or designee will record minutes from all meetings which will be made available to the membership and will be kept as part of Association records.

Article X – Amendments

The Board or a bylaws committee, if one is established, may propose amendments to these bylaws.

These bylaws may be amended by a two thirds (2/3) vote of all Association members present and voting at any general membership or annual meeting.

Action taken will become effective at the next scheduled meeting of the Association or the Board.

Article XI – Parliamentary Authority

The rules contained in Robert's Rules of Order Revised shall govern this Association in all questions of Parliamentary Law not covered by these bylaws.