

**BISCAYNE POINT HOMEOWNERS ASSOCIATION**

**BY-LAWS**

**ARTICLE I**

NAME

The name of the Corporation shall be the "**Biscayne Point Homeowners Association, Inc.**" Hereinafter referred as 'BPHA' or the 'Association'.

**ARTICLE II**

MISSION

To enhance the safety, welfare and quality of life; promote communication, and social and civic activities for the residents and homeowners of Biscayne Point Island; by ensuring that their needs and desires are represented within the community and government.

**ARTICLE III**

OFFICE

The office and principal place of business of this corporation shall be in the City of Miami Beach, Miami-Dade County, Florida, and specifically from time to time, shall be at the private office or home of the President or other Officer(s)/Committee Chairperson(s) of the Association, as established by the Board. The mailing address is 1101 South Biscayne Point Road, Miami Beach, Florida 33141.

**ARTICLE IV**

SEAL

The corporate seal of this Corporation shall have inscribed thereon the name of the Corporation, the year of its creation and the words "Seal" and "Florida".

**ARTICLE V**

MEMBERSHIP

Section 1. Any **property owner** of that portion of the area known as Biscayne Point Island, west of the first canal parallel to and immediately east of Noremac Avenue, shall be eligible for active voting membership.

Section 2. Any **non-owner** resident of same area, may also be a member, but **shall not** have voting privileges nor hold office.

Section 3. Voting members would have one (1) vote for their residence.

**ARTICLE VI**

BOARD

Section 1. The business of the BPHA shall be managed and directed by the Board -- consisting of the Officers, Committee Chairpersons, and the immediate Past President.

Section 2. Board Members shall be expected to attend **all** meetings of the Board. Illness, absence from town or an emergency, shall constitute a valid excuse, if the Board is advised in advance of the meeting.

Section 3. Should a Board Member be unable to fulfill the term of the office, the Board shall appoint an eligible member to complete the term. In the case of the **President**, the **Vice-Presidents** in numerical order (1, then 2, then 3) will automatically become the **President**. In the case of the **Treasurer**, the **Vice-Treasurer** will automatically become the **Treasurer**.

Section 4. The President shall preside over all meetings of the Board. In the absence of the President -- the Vice-Presidents (1-3), Treasurer, Vice-Treasurer, Secretary, or immediate past President, in that order, can preside.

Section 5. Any Board Member can be removed from office by a 75% majority vote of the Board for failing to perform the duties of their elected office or by having at least three (3) consecutive absences from scheduled Board meetings during a 12-month period.

Section 6. The Board is responsible for the selection and approval of the Committee Chairpersons and for determining the Committee(s) responsibilities and direction.

Section 7. The President shall prepare the agendas for the Board meetings. Each Board member may add an item to the agenda with three (3) days advance notice of the scheduled meeting. Agendas shall be published on the Internet at a site selected by the Board and distributed to all Board members a minimum of three (3) days prior to scheduled meeting.

Section 8. The Board **MUST** approve all official views and opinions **PRIOR** to expressing in the name of the BPHA.

Section 9. Board Members will not use their position on the Board to promote their personal, financial or political gain.

Section 10. There will not be any endorsement of political candidates by the BPHA. The Board may endorse, however, by a 75% majority vote, political issues at local, state or federal elections and items discussed by the City of Miami Beach Commission, Miami-Dade County Commission and the Florida Legislature.

#### **ARTICLE VII ELECTION OF BOARD**

Section 1. A **Nominating Committee** consisting of five (5) members will be selected in September of every year. The Board will select two (2) members who are current Officers, two (2) members that are current Committee Chairpersons and the immediate Past President. The Nominating Committee shall select their Chairperson. Quorum shall be four (4) members. Motions of the Nominating Committee require three (3) votes for approval.

Section 2. The Nominating Committee shall prepare the slate within 15 days. Written notice will be sent to all members at least fifteen (15) days before the election and shall be published on the Internet at a site selected by the Board, as well as emailed to all members who have email capability.

Section 3. Any Presidential nominee **MUST** be a current or past member of the Board.

Section 4. The election shall be by plurality of the votes at the annual General Meeting or any Special Meeting.

Section 5. There shall be a residency requirement of twelve (12) immediate prior months in Biscayne Point Island, to be eligible to be a Board Member. In addition, an Officer must have previously served as a Board Member for at least 12 consecutive months.

#### **ARTICLE VIII OFFICERS**

Section 1. The Officers shall consist of the **President, Vice-Presidents (1-3),\_Treasurer, Vice-Treasurer, Recording Secretary, and Correspondence Secretary.**

Section 2. Officers shall be elected for a three (3) year term. There will be a limitation of three (3) consecutive terms in the same position.

Section 3. Two (2) positions may be combined under one officer, when deemed necessary, by vote of the Board (i.e.; Treasurer and Secretary).

#### **ARTICLE IX DUTIES OF OFFICERS**

Section 1. The **PRESIDENT** shall preside at all meetings of Board and General or Special Meetings. The **PRESIDENT** shall be the executive head of the Association.

Section 2. The **VICE-PRESIDENTS**, in the absence or incapacity of the President will be vested (in numerical order) with all the powers of the President. All will assist the Board in overseeing the work of the various Committees as ex-officio members as assigned by the Board.

Section 3. The **TREASURER** shall collect all dues and fees and deposit all monies in the bank and shall dispense by check, funds authorized by the Board.

Section 4. The **VICE-TREASURER**, in the absence or incapacity of the Treasurer, will be vested with all the powers and duties of the Treasurer.

Section 5. The **RECORDING SECRETARY** shall keep full and accurate records of the Board meeting(s) and furnish a copy of minutes to the Board. The approved minutes will subsequently be available on the association's website.

Section 6. The **CORRESPONDENCE SECRETARY** shall issue all calls for meetings of the Board; maintain permanent files for the Association; and all official correspondence and records of the Treasurer and Committees.

## **ARTICLE X COMMITTEES**

Section 1. The **Committee Chairpersons** shall consist of a maximum of ten (10). The Board will decide the title and responsibility of each committee.

Section 2. The **Committee Chairpersons** shall be elected for a three (3) year term. There will be a limitation of three (3) consecutive terms in the same position.

Section 3. Each **Committee** will have a minimum of two (2) Board or non-Board members. Members are selected by the Committee Chairperson.

Section 4. **Committees** shall be created by the Board as needed. They may include but are not limited to the following:

- (a) **Information** – responsible for Newsletter and Information Flyer preparation and distribution, the web site, and collection of articles. The Board shall issue guidelines and resolve disputes.
- (b) **Security** – responsible for working with Miami-Dade County on issues with the Guardhouse and the City of Miami Beach Police and Fire Department, and for reporting on issues of security and safety for BPHA.
- (c) **Community Affairs** – responsible for reporting community activities, issues from the City of Miami Beach and Miami-Dade County meeting(s) affecting Biscayne Point Island homeowners, etc.
- (d) **Beautification** – responsible for promoting and improving the aesthetics and landscaping on the Island.
- (e) **Code Enforcement** – responsible for the encouragement of neighborhood compliance with local codes, including building, sanitation, illegal parking, seawalls, and waterway.
- (f) **Social Events** – responsible for the planning and arrangements for BPHA social events.
- (g) **Membership** – responsible for the annual and ongoing membership drives.
- (h) **Fundraising** – responsible for finding sponsors, donors and advertisers, to offset BPHA operational expenses.

Section 5. **Committees** may be combined under one (1) Chairperson; titles or concerns may change; and Committees may be abolished, if justified and approved by the Board.

Section 6. Each Chairperson will report to the Board; provides the Information Committee with articles for the Newsletter; and solicits Committee Members.

## **ARTICLE XII DUES**

Section 1. **Annual dues** shall be in the amount determined by the Board and payable on the first day of each calendar year.

Section 2. Members who fail to pay their dues on or before February 15 shall lose their rights of membership, including that of voting or holding office.

## **ARTICLE XIII MEETINGS**

Section 1. **General.** There shall be a General Meeting each calendar year in the month of October or November. This meeting shall be for the purpose of hearing the annual report of the President, the report of the Treasurer and taking final action on the reports and recommendations of various committees. Committee reports shall be provided to the Board in written form prior to the meeting.

Section 2. **Board.** The Board will hold a minimum of six (6) meetings each year. Meetings shall be called by the President or upon the request of at least three (3) members of the Board. Homeowners shall be informed of meetings.

Section 3. **Committee.** Each Committee Chairperson shall schedule and hold meetings necessary to meet the goals of that committee. Meetings may be accomplished through telephone, email, or other electronic devices.

Section 4. **Special.** The President or any three (3) members of the Board may call a special meeting after reasonable notice specifying need.

Section 5. A **quorum** shall consist of at least five (5) members of the Board for the transaction of business. Approval of motions shall require 75% majority vote.

Section 6. All meetings shall be scheduled at least five (5) days in advance, with the exception of any emergency or By-Laws revision meeting.

Section 7. All meetings **shall** be conducted in accordance with “Roberts Rules of Order”.

#### **ARTICLE XIV AMENDMENTS AND REVISIONS**

Section 1. The Board shall appoint a By-Laws Committee when the need arises.

Section 2. The Board must approve Amendments and Revisions to the By-Laws before they are submitted to the general membership.

Section 3. Approved Amendments and Revisions to the By-Laws may be voted upon at any special or general meeting with the members, providing notice of such an amendment has been posted in a general area accessible to all members, at least fifteen (15) days prior to said meeting. A 75% majority vote of the members present shall be required to amend or revise the By-laws.

Section 4. The Board can establish and amend standing rules for the conduct of all business not specifically provided for in the By-Laws, and may enforce such measures, as it may deem necessary or advisable.

#### **ARTICLE XV DISSOLUTION**

In the event of dissolution, the Board of the Biscayne Point Homeowners Association, Inc. shall determine the exact disposition of the residual assets.

Revised on October 18, 2008 by the BY-LAWS COMMITTEE

Approved on November 12, 2008 BPHA General Meeting