

BYLAWS
of
BRITISH AMERICAN BUSINESS COUNCIL MIAMI, INC.

ARTICLE I — NAME AND PRINCIPAL OFFICE

- I.1 The name of the Corporation shall be the **BRITISH AMERICAN BUSINESS COUNCIL MIAMI, INC.** , and be abbreviated as “**BABC MIAMI**”, hereinafter referred to as the **COUNCIL**.
- I.2 The principal office of the Corporation shall be in Miami-Dade County, Florida, U.S.A., and the Corporation shall have such other offices as may from time to time be designated by the Board of Directors.

ARTICLE II — PURPOSES

Subject to the provisions of the Corporation's Articles of Incorporation, the Council is organized and will operate as a not-for-profit organization established under the laws of the State of Florida for the following specific purposes:

Working closely with the offices of the British Consul General and U.K. Trade & Investment, the Council exists to provide an effective and responsive forum to promote the exchange of commerce, business, information and education throughout South Florida, the U.K. and Latin America & Caribbean. Specifically:

- II.1 To foster trade, commerce and understanding between the United States and the United Kingdom and between individuals and businesses of these two countries, as well as internationally;
- II.2 To provide its members with an opportunity to promote their business through networking events, electronic mail and the BABC MIAMI website;

- II.3 To organize business and trade events providing the opportunity for direct discussions and involvement with subject experts and important speakers;
- II.4 To acquire, preserve and distribute to its members industrial, financial and commercial statistics and information of value;
- II.5 To promote an environment that fosters close and friendly relationship between members and businesspersons of the United States, the United Kingdom and internationally, built on British culture and traditions; and
- II.6 To do any act or acts incidental or pertinent to, or in connection with, the aforesaid purposes or powers, or any part or parts thereof, consistent with the laws of the United Kingdom, the United States and the State of Florida.

ARTICLE III — MEMBERSHIP

The Corporation shall be composed of the following classes of members:

- III.1 **Honorary Members** — The Board shall have the power to name privileged persons as Honorary Members of the Council provided that at least a two-thirds (2/3) majority of the Board present and voting concurs with the appointment. Honorary Members shall be exempt from the payment of dues.
- III.2 **Regular Members** — Any person, business (whether it be described as a firm, partnership, association, corporation or similar) or any other entity subscribing to the purposes of the Council shall be eligible for and entitled to membership if approved by a majority vote of the Board of Directors present. This is the only class of membership with the privilege of voting. This voting privilege refers only to the Annual General Meeting and any Ordinary Meetings as prescribed in Article VI, Paragraph VI.1 and VI.2. Every Young Professional, Individual, Small Business, Corporate and Trustee member shall have the right to designate in writing to the Secretary of the Council the person who shall vote for them at the Annual General Meeting and any Ordinary Meeting, and such person shall serve until his/her successor is appointed by the member. The following categories of

Regular Members shall apply:

- (a) **Young Professional** — shall be a member and shall have one (1) vote.
- (b) **Individual** — shall be a member and shall have one (1) vote.
- (c) **Small Business** (10 or fewer employees) — shall be entitled to appoint two (2) members and shall have one (1) vote.
- (d) **Corporate** (11 or more employees) — shall be entitled to appoint four (4) members and shall have one (1) vote.
- (e) **Trustee** — shall be entitled to appoint ten (10) members and shall have one (1) vote.

III.3 **Trustee Members** —All major decisions and significant amendments to these Bylaws shall be submitted in writing to the Trustee members for their review and comments at least two (2) weeks prior to presentation for final approval by the Board of Directors. Trustee members may present a candidate for election to the Board of Directors according to Article VII, Paragraph VII.4. Non-elected Trustee members shall have the right to attend Board Meetings in an advisory and non-voting capacity.

III.4 **Non-payment** Membership in the Council will cease for failure to pay dues or other charges within ninety (90) days of the first billing of such annual dues or other charges.

III.5 **Suspension** — Any member may be suspended for good cause by a two-thirds (2/3) majority vote of the Board of Directors present at a meeting after at least 30 calendar days' notice to the member. For the purposes of this provision, 'good cause' includes, but is not limited to, the commission of a felony or the performance of any act or acts which would bring the Council into disrepute or commission of any act or acts incompatible with these Bylaws, or any part hereof.

ARTICLE IV — DUES

The Board of Directors shall determine annual dues by a 2/3 majority vote of these present and voting. Dues shall be determined according to class and category of membership. Each duly constituted member shall pay annual dues corresponding to

membership class and category.

ARTICLE V — FISCAL YEAR

The fiscal year of the Council shall end on December 31st of each year.

ARTICLE VI — MEMBERSHIP MEETINGS

VI.1 Annual General Meeting — there shall be an Annual General Meeting of the Council each year for the election of Officers and Directors, for receiving annual reports, and for the transaction of other business as deemed appropriate by the Board of Directors. The Annual General Meeting shall be held no later than January 31st. of each year. A quorum for the Annual General Meeting shall consist of 25% of the regular members eligible to vote or ten (10) regular members eligible to vote, whichever is less. Notice of the time and place of the Annual General Meeting shall be given by the Executive Director by mailing, electronic transmission, posting on the Council website or delivering the same to each member at least fifteen (15) days prior to the meeting.

VI.2 Ordinary Meetings — Ordinary Meetings of the membership may be held at such times and in such places and include such activities as may be determined by the Board.

VI.3 Special Meetings — Special meetings of the members shall be held upon the call of the President, or by written request of a majority of the member sof the Board of Directors.

VI.4 Governance — Robert's Rules of Order Newly Revised shall govern the proceedings of this organization in all cases to which they are applicable and in so far as they are not inconsistent with these Bylaws.

ARTICLE VII — BOARD OF DIRECTORS

VII.1 Board of Directors — The business of the Council shall be governed by its Board of

Directors. The members of the Board of Directors shall be members of the Council and shall be 18 years of age or older. Directors may not receive remuneration for performing their normal duties as Directors of the Board.

VII.2 Authority — The Board of Directors shall have supervision, control and direction of the affairs of the Council, shall determine its policies or changes therein within the limits of these Bylaws, shall actively prosecute its purposes, admit applicants to membership of the Council and shall have discretion as to the disbursements of its funds. It may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, appoint such agents, including an Executive Director, as it may consider necessary.

VII.3 Number of Directors — the number of Directors shall not be fewer than five (5) or more than fifteen (15). The Board of Directors shall have the power to fix the number of Directors from time to time within the foregoing limits,

VII.4 Election and Term of Directors — The Directors shall be elected at the Annual General Meeting by a simple majority of the votes cast by the Regular Members present as prescribed in Article III, Paragraph III.2. Each elected Director shall serve for a maximum term of three (3) years and may not stand for re-election for a period of 12 months. The Board shall have the right to co-opt a regular member as a voting Director for a period of up to one year. Each Trustee member shall have the right to submit one representative for election to the Board of Directors who shall have full voting rights and attendance responsibilities (see Article VII. Paragraph VII.6.).

VII.5 Committees —The Board of Directors, by resolution adopted by a majority of the full Board of Directors, may designate from among the members of the Board one or more committees, each of which, to the extent provided in such resolution, shall have and may exercise all the authority of the Board of Directors, except that no committee shall have the authority to:

- (a) approve or recommend to directors actions or proposals required by law to be approved by directors
- (b) fill vacancies on the Board of Directors or any committee thereof, or

(c) adopt, amend or repeal these Bylaws.

Each committee must have two or more members who serve at the pleasure of the Board of Directors. The Board of Directors, by resolution adopted in accordance with this section, may designate one or more directors as alternate members of any such committee, who may act in the place and stead of any absent member or members at any meeting of such committee.

VII.6 Duties of Directors — A Director shall perform his/her duties in said capacity, including his/her duties as a member of any committee of the Board of Directors upon which he/she may serve, in good faith, in a manner he/she reasonably believes to be in the best interests of the Council, and with such care as an ordinary prudent person in a like position would use under similar circumstances. A Director shall attend no fewer than 75% of all Board meetings, 75% of Council sponsored events, and chair/participate in at least one of the committees of the Council.

VII.7 Regular Meetings of the Board of Directors — Regular meetings of the Board shall be held at such times and in such places as may be determined by the Board from time to time. At any regular meeting, the Board may consider, in addition to matters of business as to which notice has been given, such additional matters as may come before it. At least six (6) regular meetings shall be held each year and the Board meeting held immediately prior to the Annual General Meeting shall be considered a regular meeting for this purpose.

VII.8 Special Meetings of the Board of Directors — Special meetings of the Board shall be called by the President upon the written request of one quarter ($\frac{1}{4}$) of the Board of Directors, of the Council. Any such request shall indicate the reason for the meeting and any other matters to be discussed or to be acted upon at the meeting. Such meeting shall be called within thirty (30) days of the notice being received by the Council.

VII.9 Notice of Meetings of the Board of Directors — Notice of Regular and Special Meetings of the Board shall be given by the Secretary by mailing, electronic transmission, posting on the Council website or delivering the same to each Director at least seven (7) days prior to the meeting. Such requirement for the notice shall be waived upon the unanimous consent of the Directors. There shall be included in a notice of Special Meeting

of the Board, a specification of the matters to be taken up at such meeting.

VII.10 Quorum — Five (5) voting Directors shall constitute a quorum at any meeting of the Board of Directors. For purposes of determining such a quorum, the number of Advisors to the Board shall not be taken into consideration. In the event there is not a quorum at any meeting of the Board of Directors, any resolution adopted at such meeting will be effective if presented in writing to the absent directors for written ratification. Meetings may also be adjourned from time to time until a quorum is present. The act of the majority of the Directors present at a meeting at which a quorum exists shall be the act of the Board of Directors, except where otherwise specified in the Bylaws.

VII.11 Advisors to the President — Specialist advisors to the Board of Directors may be appointed by the President to serve a term concurrent, in whole or in part, with that of the President. Such advisors shall not vote, may be exempt from payment of dues and their appointment as advisors to the Council shall be approved by a majority of the Board present.

VII.12 Removal of Directors — Any Director(s) may be removed for cause by action of the Board of Directors at a Regular or Special Meeting. Attendance at Board Meetings is expected of all Directors as prescribed in Article VII Paragraph VII.5 and failure to attend regular scheduled meetings shall be sufficient cause for removal unless a valid excuse is delivered and approved by the President.

VII.13 Vacancies — When duly elected Directors cannot complete their term by reason of death, dismissal, or resignation, the President shall submit the name of a successor for approval by the Board. Directors appointed to fill a vacancy shall serve the remaining term for the vacancy.

ARTICLE VIII — OFFICERS AND DUTIES

VIII.1 Enumeration — the officers shall be a President, Vice-President, Secretary, Legal Counsel, and Treasurer. All officers shall be members of the Board of Directors.

VIII.2 Election and Term of Office — Officers shall be elected by written ballot at

the Annual General Meeting for a term of up to two years. When there is but one candidate for office, election may be by vive voce.

VIII.3 **President** — the President shall serve a term of up to two (2) years, preside at all meetings of the Council, and shall manage the affairs of the Council under the general policy guidance of the Board of Directors. The President may, with the approval of the Board of Directors, create and appoint any committee not herein provided for. The President shall be a member ex-officio of all committees. The President or Treasurer shall sign all contracts and obligations authorized by the Board of Directors; shall prepare an annual report of the organization's activities to be presented to the membership at the Annual General Meeting, and shall perform all other duties usually pertaining to the office.

VIII.4 **Vice President/President – Elect** — the Vice-President shall have such duties as the Board of Directors and the President shall assign to the Vice President from time to time. It is normally expected that the Vice-President shall stand for the post of President at the end of the incumbent's term of office.

VIII.5 **Secretary** — the Secretary shall keep the Minutes of Board Meetings and be responsible for all the records and properties of the organization and shall further keep a record of attendance at Board Meetings and send minutes, along with notice of next meeting, to the Directors.

VIII.6 **Treasurer** — the Treasurer shall be custodian of all the funds of the organization; shall collect monies; prepare the annual budget, pay all Committee bills in accordance with the budget, pay expenses not foreseen in the budget upon orders of the Board of Directors; be prepared to present a report at the meetings of the Board and of the organization: oversee an annual audit of the books and records; and file all Federal and State returns and reports. However, the Treasurer, with the approval of the Board of Directors, while retaining overall responsibility shall have the right to delegate some of his/her responsibilities to include: to the Executive-Director the preparation of the annual budget and to the Administrative Director, custodianship of all the funds of the organization; collection of all monies owed and receivable; payment of invoices and signing checks for all Committee bills in accordance with the budget; payment

of expenses not foreseen in the budget upon orders of the Board of Directors and file all Federal and State returns and reports. All checks over \$500.00 (dollars five hundred) must have two (2) signatures. Signatories on the Council account shall include the President, Treasurer, and Executive and Administrative Directors, if any.

VIII.7 Legal Counsel — the Legal Counsel shall have responsibility for reviewing all legal and contractual documents and commitments made on behalf of the Council, and for making appropriate recommendations to the Board of Directors for final approval of any legal documents and contracts.

VIII.8 Executive Director — the Council may have, but shall not be required to have, an Executive Director who shall be responsible for the day-to-day operations of the Council. The Executive Director shall be an appointed position upon recommendation of the President and approved by the Board and shall not be deemed an Officer subject to election. Any Director or Officer may be appointed and confirmed hereunder in the additional capacity of Executive Director, which shall be independent of his/her Director or Officer position, and such person shall receive reasonable compensation for serving solely in the position of Executive Director. The Executive Director shall be a non-voting member of the Board. The Executive Director shall fulfill the duties outlined in the Executive Director job description approved by the Board of Directors and may also be responsible for some of the Treasurer's responsibilities, which the Treasurer, with the approval of the Board of Directors, may delegate to the Executive Director, and which may include the preparation of the annual budget.

VIII.9 Administrative Director — the Council may have, but shall not be required to have, an Administrative Director who shall be responsible for the day-to-day administration of the Council. The Administrative Director shall be an appointed position upon recommendation of the President and approved by the Board and shall not be deemed an officer subject to election. Any Director or Officer may be appointed and confirmed hereunder in the additional capacity of Administrative Director, which shall be independent of his/her Director or Officer position, and such person may receive reasonable compensation for serving solely in the position of Administrative Director. The Administrative Director may be

a non-voting member of the Board. The Administrative Director shall fulfill the duties outlined in the Administrative Director job description approved by the Board of Directors and may also be responsible for some of the Treasurer's responsibilities (including custodianship of all the funds of the organization; collection of all monies owed and receivable; payment of invoices and signing checks for all Committee bills in accordance with the budget; payment of expenses not foreseen in the budget upon orders of the Board of Directors, and the filing all federal and state returns and reports), all of which the Treasurer, with the approval of the Board of Directors, may delegate to the Executive Director .

VIII.10 Removal of Officers — Any Officer may be removed for cause by action of the Board of Directors at a Regular or Special Meeting. For the purposes of this provision, cause includes, but is not limited to failure to fulfill the responsibilities of the Officer position to which he/she was elected or the performance of acts which would bring the Council into disrepute or commission of any acts incompatible with these Bylaws.

VIII.11 Vacancies — Vacancies among officers shall be filled by appointment by the President with the approval of the Board of Directors, to fill the remaining term of office.

ARTICLE IX — AMENDMENTS

IX.1 These Bylaws may be amended at the Annual General Meeting by a two thirds (2/3) vote of the members present and voting, provided that a copy of any proposed amendments has been provided to each member no later than two (2) weeks prior to the meeting at which the amendment will be voted upon.

IX.2 These Bylaws may also be amended by a two thirds (2/3) vote of the members of the Council by petition to the Board of Directors, or by a two thirds (2/3) vote of the members of the Board of Directors. In the former event, the petitioning members shall provide a copy of the proposed amendment(s) to the Board of Directors. In each case, the Board of Directors will provide the amendment(s) to all members of the Council within two (2) weeks of receipt by the Council, shall provide the members with a written ballot

(which shall be provided by via electronic mail), shall set a date for return of the completed ballots, and shall notify the members of the results of balloting.

ARTICLE X — INDEMNIFICATION

The Council shall indemnify Directors, Officers, employees or agents of the Council consistent with the indemnification provisions of the laws of the state of Florida, as may be amended from time to time, and under any or successor indemnification provisions.

ARTICLE XI — DISSOLUTION

XI.1 This Council may be dissolved by a majority of the Regular Members, or, if there are no Regular Members, by any elected member of the most recent Board of Directors without regard to his/her current membership status.

XI.2 Upon dissolution, no member or former member shall share in or receive any funds or other assets of this Council and any such funds or other assets will be contributed to an organization which is exempt from federal income tax under Section 501(c)3 of the International Revenue code.