



# **BOARD OF DIRECTORS MEETING**

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**Tuesday, April 29, 2003  
Greater Miami Convention and Visitors Bureau  
701 Brickell Avenue, Suite 2700-Conference Room  
Miami, Florida 33131**

**4:00 PM-6:00 PM**

## **AGENDA**

- I. INTRODUCTION AND WELCOME
- II. APPROVAL OF THE MINUTES OF THE MARCH 18, 2003 BOARD OF DIRECTORS MEETING
- III. ACTION ITEMS
  - A. Adoption of ITC By-Laws
  - B. Selection of Committee Members for the Caribbean Trade Initiative and Trader/Maker Program Grants
- IV. EXECUTIVE DIRECTOR'S REPORT
  - A. Status Of the Air Cargo and Route Development Briefings and Missions
  - B. Report on the ITC Presentation in Senegal
- V. ADJOURNMENT OF THE ITC
- VI. CONVENING OF THE TRADE MISSION CENTER OF THE AMERICAS, INC. (TMC)
  - A. Presentation of the 2001-2002 Audit
  - B. Revision of TMC By-Laws
  - C. Appointment of TMC Board of Directors
- VII. ADJOURNMENT

**II. APPROVAL OF BOARD OF DIRECTORS  
MEETING MINUTES OF MARCH 18, 2003**

**THE JAY MALINA  
INTERNATIONAL TRADE CONSORTIUM  
Board of Directors  
Meeting Minutes  
Tuesday, March 18, 2003**

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**Members Present:**

Commissioner Jose "Pepe" Diaz	Ramon Flores	David Pena
John Abisch	Marlon Hill	Bill Rammos
William Alexander	Karen Hunter Jackson	Sandrell Rivers
Desmond Alufohai	Bill Johnson	Lee Sandler
Jacqueline Del Cristo Minges	Walter A. Loy	Jana Sigars-Malina
Rafael Diaz-Balart	Fernando Melo	Dawn White

**Guests Present:**

Ken Drucker (County Attorney)  
Robert Meyers (MDC Ethics Commission)  
Steven Stieglitz (County Attorney)  
Rob Gilmore (Indigo Key)  
Sandie Gilmore (Indigo Key)  
Maria Lievano (Commissioner Diaz)  
Jackie DeCalero (Sandler, Travis, & Rosenberg P.A.)

**ITC Staff Present:**

J.A. Ojeda, Jr.	Cornelius Herelle	Jimmy Nares
Clarence Bird	Leslie Herren	

The Chairman of the International Trade Consortium, Commissioner Pepe Diaz, called the meeting to order at 4:20 PM. Chairman Diaz welcomed those present and asked them to introduce themselves. He then welcomed the newly appointed Board members: Ms. Sandrell Rivers, Mr. David Pena, Mr. Rafael Diaz-Balart, Ms. Jacqueline Del Cristo Minges, and Ms. Jana Sigars-Malina.

The Chairman began with the agenda presenting the minutes of the ITC Board of Directors Meeting of February 5, 2003 for review and approval. A motion to approve these minutes was made by Mr. Flores, which was seconded by Mr. Loy and unanimously passed.

The Chairman then introduced Mr. Ken Drucker, Assistant County Attorney, to discuss Agenda item III, Sunshine Law Provisions. Mr. Drucker passed out a copy of Provision 286.011 - *Public meetings and records, public inspection; criminal and civil penalties* and briefly explained how it affects ITC Board members. He explained that any meeting between at least two members of the Board in which business was discussed and that could be a topic of discussion by the full Board in the future, would have to be recorded as a public meeting. He also explained that these

meetings had to be open and accessible to the public and that the public had the right to participate in the meetings. Mr. Drucker continued discussing the legalities of Public Records and Sunshine Laws. He concluded by saying that if any Board member had a doubt as to whether a conversation outside of a regularly scheduled Board meeting presented a conflict situation, they should notify the Ethics Committee which would issue an ethics opinion on the matter.

The Chairman next introduced Mr. Bob Meyers, Director of the Commission on Ethics and Public Trust to discuss Agenda item IV, Ethics and Conflict of Interest. Mr. Meyers handed out a pamphlet titled *The Conflict of Interest and Code of Ethics Ordinance*. He briefly discussed types of ethical issues that the Board members could encounter and ethics rules. Among other ethical issues, he informed that all members of the ITC Board must submit a financial disclosure and that an ITC Board member could not do business or enter into a contract with the Board or with any other department of the County.

The Chairman then introduced Mr. Ojeda to present his Executive Director's Report. Mr. Ojeda began by addressing Agenda item V-A, Clerk of the Board Requirements. He explained that currently the Clerk of the Board of Miami-Dade County had informed staff that a County ordinance prohibits any member of a County Board to serve on more than one County Board. The ramification of this rule, Mr. Ojeda added, is that those members of the ITC Board that also serve as members of other County Boards would have to select one Board on which to serve. The Executive Director then introduced Mr. Steven Stieglitz, a County Attorney, who continued on the subject. He explained that, to deal with this matter, the Chairman had recommended an amendment to the ordinance that set up the ITC. A proposed amendment to the "one-Board ordinance" would be recommended to the BCC so that it not apply to the voting members of the ITC governing Board appointed to the Board since its inception.

Next, Mr. Ojeda continued with Agenda item V-B, Review and Approval of the 2003-2004 Priorities and Recommended Budget, and Strategies for Moving Forward. He asked the Board members to follow as he explained the worksheet titled Recommended Budget for Fiscal Year 2003-2004. He first talked about the five programmatic priorities adopted by the Board at their last meeting on February 5, 2003: 1) missions, 2) funding FTAA, 3) increased Marketing, 4) developing an economic study and 5) funding an African Initiative. He went on to explain that column one represented the ITC's current year budget and that column two represented the base budget for 2003-2004, or what it would cost to run the department next year with the same programs as the current year. He then explained that column three included staff-proposed additional funding for the five priorities that the Board adopted and that they could use these recommendations as a guideline if they so desired. He noted that for the 2003-2004 fiscal year staff recommended adding \$70,000 for a new marketing staff member, an additional \$20,000 of funding for incoming missions, an additional \$22,500 of funding for outgoing 3rd-party missions, \$30,000 for an economic impact study, \$75,000 for creating an African Initiative, an additional \$10,000 of funding for promotional materials, an additional \$2,500 for sponsorships-tables, and an additional \$10,000 for advertising. Mr. Ojeda also pointed out that no money was recommended for the FTAA (the second priority) because the County would allocate funds for the Ministerial in November from its current fiscal year. The Board members then began to discuss the recommended additional programs for next year and their allocation of funds among

themselves. After some dialogue, Mr. Hill recommended increasing staff's recommended increase for incoming missions from \$20,000 to \$40,000.

A motion to approve the ITC Recommended Budget for Fiscal Year 2003-2004, with Mr. Hill's modification was made by Mr. Alexander, which was seconded by Ms. White and unanimously passed (See Attachment I).

Mr. Ojeda moved to the next item on the Agenda, Approval of Incoming Mission Criteria. Generally, he proposed that the ITC should fund incoming missions whose primary objective is to develop trade relationships through agents, distributors and joint ventures. He then explained in detail the four mission level categories (Levels I-IV), proposed eligibility for funding, and criteria for funding third-party requests for Levels I and II Missions.

Ms. Jackson made a motion to approve the Proposed Funding Procedures for Incoming Missions, which was seconded by Mr. Alexander and unanimously passed (See Attachment II).

The Executive Director then asked Mr. Allufohai to report on the third-party mission that recently returned from Kenya. Mr. Allufohai, who co-chairs the International Trade Committee of the Miami-Dade Chamber of Commerce, first explained that in January 21-29 the Miami-Dade Chamber of Commerce hosted a group of 11 people from Nairobi, Kenya under the sponsorship of the Kenyan National Chamber of Commerce and Industry. A Memorandum of Understanding was drafted with this organization which also resulted in a subsequent reciprocal mission to Kenya on February 15-21. Ms. Jackson continued by describing this reciprocal mission in February, which she also participated in, and noted that the mission participants met with the mayor, minister of tourism, and minister of transportation. She then reported that the ITC's presentation in Kenya on Miami International Airport cargo route development was also very successful. She explained that the ITC, in conjunction with Mr. Miguel Southwell from MIA, met with Kenya Airways and made a presentation to establish a direct flight link between Miami and Kenya. She reported that Kenya Airways subsequently contacted Mr. Southwell and expressed interest in developing the direct flight to Kenya within the next 12-18 months. With regards to Kenya, Mr. Alufohai finally added that he just received a phone call from the president of the Chamber of Commerce stating that Kenya was interested in having a Republic of Kenya week in Miami in August or September of 2003 and that the Chamber would help in receiving the mission.

Mr. Ojeda then reported on Agenda item V-E, Status of ITC Mission to South Africa. He reported that due to the international situation arising out of the threat of war with Iraq, he and Mr. Southwell had agreed that it would be in the best interest of safety that the presentation mission to Nigeria in April and Airport route development mission to South Africa in April 5-11 both be postponed until further notice.

After concluding his report, Mr. Ojeda turned to the final item on the agenda, Presentation of the Database Marketing Project. He stated that the database project which had been funded under the TMC last fiscal year had been completed by Indigo Key and that it would be a tremendous asset to the ITC. He introduced Mr. Rob Gilmore, President of Indigo Key, to present the results of the ITC database marketing project. Mr. Gilmore unveiled the database to the full Board and

illustrated how the system works. He explained that a survey was taken of many companies and that their business profiles along with contact information were incorporated into the system. He explained that the database system was specifically designed to facilitate incoming and outgoing missions. He elaborated that the system's effectiveness in accessing business specific information would greatly enhance the ITC's recruiting and matchmaking capabilities. ITC staff then confirmed that the database system had indeed already greatly aided their recruiting efforts.

Finally, Mr. Ojeda passed out the results of the audit reports that were performed by the auditor of the TMC, Verdeja and Gravier. He explained that the auditor found no material deviation from any accounting standards and that they would be present at the next Board meeting in April to discuss the audit reports.

There being no further business, Chairman Diaz adjourned the meeting at 6:24 PM.

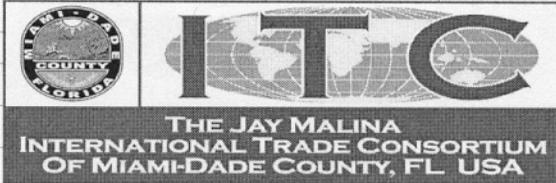
Respectfully submitted,

A handwritten signature in cursive script, appearing to read "J.A. Ojeda, Jr.", written in black ink.

**J.A. Ojeda, Jr.**  
**Executive Director**

**cc: Miami-Dade County Board of County Commissioners**  
**Steve Shiver, County Manager**

**Enclosures**



**Recommended Budget for Fiscal Year 2003-2004**  
**March 18, 2003**

	(1)	(2)	(3)	(2+3)
	ITC 02-03 Approved Budget	What it costs to run dept. in 03'-04'	Board-Proposed Addition to Core (New Request)***	Projected Total Budget for 2003-2004
<b>Salaries &amp; Benefits and Operational Costs *</b>	643,000	811,453	70,000	881,453
<b>Activities</b>				
Missions				
Airport Route Develop. Presentations (5)**	25,000	25,000		25,000
ITC - Outgoing Missions (3) (MIA)	24,000	24,000		24,000
ITC - Incoming Missions	10,000	10,000	40,000	50,000
Outgoing 3rd-party Missions (3)	7,500	7,500	22,500	30,000
Programs				
Trader-Maker / Phase II Mission	12,500	12,500		12,500
Economic Impact Study			30,000	30,000
African Initiative			75,000	75,000
FTAA				
<b>Marketing Expenses</b>				
Promotional mtrls.(booths/brochures/video)	10,000	10,000	10,000	20,000
Sponsorships-Tables	2,500	2,500	2,500	5,000
Advertising				
Statistical Guide	20,000	20,000		20,000
Advertising - Other	5,500	5,500	10,000	15,500
<b>Grants</b>				
Caribbean Trade Initiative(1/2)/African Initiative(1/2)	75,000	75,000		75,000
FIU Madrid Center	100,000	100,000		100,000
<b>Totals:</b>	<b>\$935,000</b>	<b>\$1,103,453</b>	<b>\$260,000</b>	<b>\$1,363,453</b>

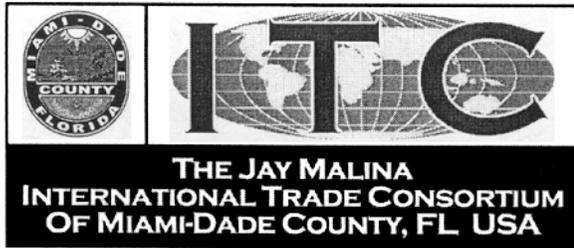
\* Includes: Salaries, Leases/ Rent, Misc. Travel, Printing/ Paper, Photocopy Machine, Computer Equipment, Phones/ Cell Phones/ Beepers, Postage/ Messenger Svcs., Other Operating Expenses, Publications, Membership fees, Data/ Database Software, Workshops/ Seminars, Annual Board Strategic Retreat, and Registration Fees - Conferences.

\*\* Includes travel related expenses such as airfare, lodging, meals, transportation, etc. May or may not be required in 03'-04'.

\*\*\* Is based on priorities established by the Board of Directors at it's February 5, 2003 Retreat.

**Priorities as established by Board at the 2/5/03 Retreat:**

1. Missions
2. FTAA
3. Marketing
4. Economic Study
5. African Initiative



**APPROVED**



**Board of Directors**

Date: *March 18, 2003*

## **PROPOSED FUNDING PROCEDURES FOR INCOMING MISSIONS**

### **A. INTRODUCTION**

The procedures outlined below represent the staff recommendations for funding incoming missions. Once the Board has approved these recommended procedures, staff will develop an appropriate system for processing funding requests.

### **B. QUALIFICATION FOR FUNDING**

To qualify for funding under the ITC Incoming Mission Program, the primary objective of the mission must be to develop trade relationships which foster or facilitate the trade of products, goods and/or the sourcing representation through agents, distributors and joint ventures. Applicants shall be evaluated in accordance with the Criteria established by the ITC Board of Directors.

### **C. MISSION LEVELS**

#### **LEVEL I – RETURNING MISSIONS**

Incoming missions to Miami-Dade County as a result of an outgoing mission taken by the ITC or a third party under the ITC Third-Party Mission Program.

#### **LEVEL II – NEW MARKET OR BEST PRODUCTS MISSIONS**

Incoming missions to Miami-Dade County brought by an official government entity representing a foreign country, and incoming missions sponsored by a bi-national chamber of commerce.

#### **LEVEL III – BY PERSONAL INVITATION OF THE MAYOR OR THE BOARD OF COUNTY COMMISSIONERS**

Incoming missions or delegations which are visiting Miami-Dade County on personal invitations by the Mayor or the Board of County Commissioners.

#### **LEVEL IV – UNDER RECOMMENDATION BY THE ITC EXECUTIVE DIRECTOR AND APPROVED BY THE ITC BOARD OF DIRECTORS**

Incoming missions recommended by the Executive Director, and approved by the ITC Board of Directors.



**D. ELIGIBILITY FOR FUNDING**

Level I and Level II missions must have a minimum of 7 incoming delegates.

Organizations may apply for funding for more than one mission but the maximum amount given to any entity will not exceed \$5,000 in a County fiscal year.

Funding will be granted for the following:

- Networking lunches or receptions
- Marketing and promotional materials (advertising, printing, mailings)
- Facilities/Space Rental/Transportation
- Staff will require that the ITC logo appear in all publications related to the incoming mission

**E. CRITERIA FOR FUNDING THIRD PARTY REQUESTS FOR LEVELS I AND II MISSIONS**

The criteria shall at a minimum include the following:

	Maximum Assignable Points
I. Professional experience of key staff organizing mission	50
II. Evidence that the organizing entity has adequate contacts to schedule appointments with Miami-Dade County businesses	40
III. Overall quality of the mission agenda	20
IV. Financial capacity of organizing entity to fulfill its commitments as outlined in its agenda	20
V. Degree to which the visiting city/country fits into ITC Outreach strategy	20
<b>TOTAL POINTS</b>	<b>150</b>

\*Applicants must score a minimum of 90 points to be considered for funding

**F. PAYMENT**

The ITC will reimburse Level I and II Missions based upon the approval of the Executive Director, and upon submission of receipts for expenses authorized in section 'D' above.

### **III. ACTION ITEMS**

**A. Adoption of ITC By-Laws**

**B. Selection of Committee Members for the Caribbean  
Trade Initiative and Trader/Maker Program Grants**

**Proposed  
BY-LAWS**

**OF**

**THE JAY MALINA INTERNATIONAL TRADE CONSORTIUM  
OF MIAMI-DADE COUNTY**

ARTICLE I. OFFICES

As an agency and instrumentality of Miami-Dade County, the principal office of the ITC shall be established and maintained at the Stephen P. Clark Center, 111 N.W. 1<sup>st</sup> Street, Suite 2560, Miami, Florida, 33128.

ARTICLE II. MEETINGS OF MEMBERS

Section 1. Annual Meeting. The annual meeting of this Agency shall be held each year, at such time and place as may be designated by the Board of Directors of the Agency.

Section 2. Other Meetings. Meetings of the Board shall be held when directed by the Chairman, but no less than once every two months.

Section 3. Place. Meetings of members shall be held at the principal of business of the Agency or at any other place designated by the Board of Directors.

Section 4. Notice and Public Records. Written notice of the time and place of any meeting of the Board or any of its committees will be given to each Director or committee member at least five days before the meeting. All meetings shall be open to the public and in compliance with Section 286.011 of the Florida Statutes, the “Sunshine Law”. In addition, all books and records of the ITC shall be open to the public in the manner provided in Chapter 119 of the Florida Statutes, the “Public Records Act”.

Section 5.     Voting. Except as otherwise provided in these By-Laws, each member of the Board of Directors shall be entitled to one (1) vote on each matter submitted to a vote. No proxies are permissible.

Section 6.     Quorum. A quorum shall consist of eleven (11) members of the Board entitled to vote at a meeting. If a quorum is present, the affirmative vote of a majority of the members of the Board present at the meeting (or by telephone) and entitled to vote on the subject matter shall be the act of the Board.

### ARTICLE III. VOTING MEMBERS OF THE ITC GOVERNING BOARD

Section 1.     Appointment and tenure.

(a)     *Composition.* The voting members of the ITC governing board shall be appointed as follows: The County Manager shall appoint the Chairperson of the ITC subject to ratification by Commission. The Mayor of Miami-Dade County shall appoint five (5) voting members to the ITC. Each member of the BCC shall appoint one (1) voting member to the ITC or 13. In addition, the following organizations shall each appoint one (1) member to the ITC: Greater Miami Chamber of Commerce, Association Bi-National Chambers of Commerce, Mayor's African Trade Task Force, Enterprise Florida Inc., Miami International Airport, Port of Miami, the Greater Miami Visitors and Convention Bureau, the Beacon Council, United States Department of Commerce, Latin Chamber of Commerce (CAMACOL), Miami-Dade Chamber of Commerce, World Trade Center, Florida International Bankers Association, the City of Miami International Trade Board, the Florida Customs Brokers and Freight Forwarders Association, the District Export Council, and the Mayor's International Trade Council. The Chair of the Miami-Dade Sister Cities Coordinating Council and the Dean of Consular Corps of Miami shall also serve as voting members of the ITC. ITC members appointed by the above listed organizations

must be members of the board of directors of said organizations and not paid staff members with the exception of the appointees of Miami International Airport, Port of Miami, Greater Miami Convention and Visitors Bureau, Enterprise Florida, Inc., and the United States Department of Commerce. Voting members of the Miami International Airport and the port of Miami shall be appointed by the County Manager. The Directors, or their designees, of the Greater Miami Convention and Visitors Bureau and Enterprise Florida, Inc., shall serve as voting members of the ITC. The ITC shall retain the existing members of the Board of Directors of the TMC as initial governing board of the ITC until the members of the ITC have been appointed.

(b) *Qualifications.* Each voting member of the ITC shall be a United States citizen, a permanent resident and duly qualified elector of Miami-Dade County unless the Board of County Commissioners waives the residency requirement by a two-thirds vote of its memberships. No person shall be qualified to sit as a voting member if that person is an officer, representative, administrator, or employee of any consultant, contractor or agency contracting with or receiving funding from the ITC except if that person is employed by or is serving on the governing board of the ITC as a representative of State or local government. Trustees who are representatives of or who are employed by any State or local governmental agency may not vote on matters affecting the governmental agency by which they are employed or who they represent.

(c) *Tenure of Voting Members.* ITC voting members shall serve two (2) year staggered terms beginning from the time of their appointment. The members of the ITC governing board may be re-appointed to two (2) additional two (2) year terms at the conclusion of their first term. At the second meeting of the ITC, lots will drawn to determine which half of the ITC shall initially serve a one (1) year term. The remaining half of the ITC members shall

serve for a two (2) year term of office. Thereafter, the members of the ITC shall on November 1<sup>st</sup> of each year serve a two (2) year staggered term of office.

(d) *Compensation.* ITC members shall serve without compensations but shall be entitled to reimbursement for necessary expenses.

(e) *Removal.* An ITC member may be removed by a majority vote of the BCC for cause.

(f) *Vacancy.* Upon any vacancy of the ITC member, the appropriate appointing entity shall fill the vacancy.

Section 2. Committees. The Chairman of the Board may, from time to time, appoint Committees of the Board. The Committees will consist of at least three (3) members of the Board. The Chairman of the Board may also designate from among its members and the community at large one or more other committees each of which, shall consist of at least two (2) members of the Board. Each year, the Chair will appoint a Nominating Committee of not more than five members to recommend a slate of officers. The composition of the Nominating Committee must be representative of the diversity of this community. A majority of the members of any committee of the Agency shall constitute a quorum for the transaction of business.

Section 3. Executive Committee. There shall be an Executive Committee composed of the Chairman, Vice Chairman, Secretary, Treasurer, one Board Member elected by the Board, the representatives of the Airport and Seaport, and the Executive Director who shall serve Ex-Officio. The ITC Board of Directors shall be responsible for establishing the direction and policies, and for approving the annual budget of the Agency. The Executive Committee shall act on behalf of the Board when the full Board cannot meet and its decisions shall be ratified by the

Board of Directors. The Executive Committee shall provide all Board members with an advanced copy of the agenda of its meetings. The Executive Director is authorized to certify the use of the ITC name and the ITC and County logos for Outgoing Trade Missions, provided that the applicant agency has fully completed the Certification for Outgoing Missions Form and the staff has recommended certification.

#### ARTICLE IV. OFFICERS

In addition to the Chair, the Board of Directors shall consist of the Vice-Chair, a Secretary, and a Treasurer who shall serve a one year term of office beginning November 1<sup>st</sup> of each year. The Chair shall appoint a Nominating Committee from the Board of Directors, and the Nominating Committee shall present a Slate of Officers for the approval of the Board of Directors.

#### ARTICLE V. POWERS

The powers of the ITC are vested in its Executive Director and staff in accordance with Miami-Dade County Ordinance No. 02-225 incorporated herein. The ITC Board of Directors shall function as an advisory board to the Mayor of Miami-Dade County and to the Miami-Dade County Board of County Commissioners and shall on an annual basis submit a report of the achievements of the program to the Mayor and County Commission. In accordance with Ordinance No. 02-225, the Mayor shall appoint the Executive Director subject to ratification of the Board. The Executive Director may be a County employee or consultant.

#### ARTICLE VI. BOOKS AND RECORDS

The Agency shall keep correct and complete records of account, shall keep minutes of the proceedings of its members, Board of Directors, and Committees, and shall keep a

book containing the name and addresses of the members. All documents made or received by the Agency shall be public record within the meaning of Chapter 119, Florida Statutes.

ARTICLE VII. FISCAL YEAR

The fiscal year of the Agency shall be October 1 through September 30.

ARTICLE VIII. AMENDMENT

These By-Laws may be altered, amended or repealed, and new By-Laws may be adopted by the Board of Directors, but shall be in accordance with County Ordinance and Procedures.

#### **IV. EXECUTIVE DIRECTOR'S REPORT**

- A. Status of the Air Cargo and Route Development Briefings and Missions.**
- B. Report on the ITC Presentation in Senegal**

## **V. ADJOURNMENT OF THE ITC**

- VI. CONVENING OF THE TRADE MISSION  
CENTER OF THE AMERICAS, INC. (TMC)**
  - A. Presentation of the 2001-2002 Audit**
  - B. Revision of TMC By-Laws**
  - C. Appointment of TMC Board of Directors**

**Proposed  
REVISED BY-LAWS**

**OF**

**TRADE MISSION CENTER OF THE AMERICAS, INC.**

**(A Florida Not-for-Profit Corporation)**

ARTICLE I. OFFICES

The principal office of the Corporation shall be established and maintained at such place as the Board of Directors may determine from time to time. The Corporation may have other offices at such place or places as the Board of Directors may determine from time to time or the business of the Corporation may require.

ARTICLE II. MEETINGS OF MEMBERS

Section 1.     Annual Meeting. The annual meeting of this Corporation shall be held each year, at such time and place as may be designated by the Board of Directors of the Corporation.

Section 2.     Other Meetings. Meetings of the Board shall be held when directed by the Chairman, but no less than once every ~~three~~ six months.

Section 3.     Place. Meetings of members shall be held at the principal of business of the Corporation or at any other place designated by the Board of Directors.

Section 4.     Notice. All meetings shall be open to the public and in compliance with Chapter 286, Florida Statutes. Written notice of the time and place of any meeting of the Board or any of its committees will be given to each Director or committee member at least five days before the meeting. All meetings will have an agenda setting forth the activities of the meeting.

Section 5. Voting. Except as otherwise provided in these Bylaws, each member of the Board of Directors shall be entitled to one (1) vote on each matter submitted to a vote. No proxies are permissible.

Section 6. Quorum. A quorum shall consist of ~~nine (9)~~ three (3) members of the Board entitled to vote at a meeting. If a quorum is present, the affirmative vote of a majority of the members of the Board present at the meeting (or by telephone) and entitled to vote on the subject matter shall be the act of the Board.

#### ARTICLE IV. DIRECTORS

Section 1. Function. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of the Board of Directors.

Section 2. Number. The Corporation shall have a minimum of three (3) directors. The number of directors shall be determined as provided in Section 3 of this Article IV.

Section 3. Qualifications and Composition. All directors shall be residents of Florida and the Board shall be representative of the diversity of the Miami-Dade County community. ~~The Mayor of Miami-Dade County shall appoint the Chairman and one (1) Board member; and the Miami-Dade County Board of County Commissioners shall appoint two (2) members. These individuals are to be knowledgeable of the international trade and commerce industry. In addition, the following organizations shall name one (1) member to the Board of Directors: Greater Miami Chamber of Commerce, Association Bi-National Chambers of Commerce, Mayor's African Trade Task Force, Enterprise Florida Inc., Miami International Airport, Port of Miami, Florida Data Center, the Greater Miami Visitors and Convention Bureau (Amended October 16, 2001), the Beacon Council, United States Department of Commerce, Latin Chamber~~

~~of Commerce (CAMACOL), Miami Dade Chamber, World Trade Center, Florida International Bankers Association, the City of Miami International Trade Board, the Florida Customs Brokers and Freight Forwarders Association, the District Export Council, and the Mayor's International Trade Council. These members must be members of the Board of Directors of these organizations and not paid staff members of these said organizations with the exception of the appointees of Miami International Airport, Port of Miami, the Greater Miami Convention and Visitors Bureau (amended October 18, 2002), and the United States Department of Commerce. Organizations may, from time to time, be added or deleted by a vote of the Board of Directors. The Board of Directors shall be representative of the ethnic diversity of Miami Dade County's community.~~

Section 4. Compensation. No director shall receive any compensation from the Corporation; no member of the Board of Directors shall receive any personal financial interest from participation on the Board of Directors.

Section 5. Vacancies. A vacancy occurring among the Directors may be filled for the unexpired portion of the term of office by the appointment of a successor to the vacated seat by the organization which made the original appointment.

Section 6. Removal of Directors. A director who has been appointed to the Board of Directors may be removed from the Board by a majority vote of the Board, ~~the constituency which made the appointment, and the vacancy may be filled in accordance with these Bylaws.~~ Prompt written notice of removal shall be given to the Board of Directors. It is declared to be the policy of the Corporation that attendance by the directors at meetings of the Board of Directors is essential to the conduct of the affairs and the attainment of the purposes of the Corporation. If a director is absent without proper excuse by the Board of Directors from more than three (3)

~~consecutive meetings of the Board of Directors in any twelve month period, such director shall be removed as a director and the vacancy may be filled in accordance with these Bylaws. A director may otherwise be removed as permitted by law.~~

Section 7. Committees. The Chairman of the Board may, from time to time, appoint Committees of the Board. ~~The Committees will consist of at least three (3) members of the Board. The Chairman of the Board may also designate from among its members and the community at large one or more other committees each of which, shall consist of at least two (2) members of the Board. Each year, the Chair will appoint a Nominating Committee of not more than five members to recommend a slate of officers. The composition of the Nominating Committee must be representative of the diversity of this community (Amended March 18, 2002). A majority of the members of any committee of the Corporation shall constitute a quorum for the transaction of business.~~

~~Section 8. Executive Committee.~~ There shall be an Executive Committee composed of the Chairman, Vice Chairman, Secretary, Treasurer, one Board Member elected by the Board, ~~the representatives of the Airport and Seaport (Amended March 18, 2002), and the Executive Director who shall serve Ex Officio. This committee shall act on behalf of the Board, and its actions shall be ratified at regular Board meetings. (Amended October 16, 2001).~~

~~The Board of Directors shall be responsible for establishing the direction and policies, and for approving the annual budget of the corporation. The Executive Committee shall be responsible for implementing Board policies, for certifying incoming and outgoing missions, for selecting consultants, for disbursing funds, and for issuing all contracts within the annual budget approved by the Board. The Executive Committee shall provide all Board members with an advanced copy of the agenda of its meetings~~

~~The Chairman (or Treasurer in his absence) and the Executive Director are authorized to disburse all funds on behalf of the corporation. Expenditures of up to \$1500 shall not require the approval of the Executive Committee, provided these funds are within the annual approved budget of the Board. All other disbursements shall require the approval of the Executive Committee.~~

~~The Chairman and the Executive Director are authorized to certify the use of the TMC name and the TMC and County logos for Outgoing Trade Missions, provided that the applicant agency has fully completed the Certification for Outgoing Missions Form and the staff has recommended their use. (Amended October 16, 2001).~~

#### ARTICLE V. OFFICERS

Section 1. Officers Term. The officers of this Corporation shall consist of a Chairman, Vice-Chairman, a Secretary, and a Treasurer, who ~~is~~ are appointed by the ~~Mayor~~ Board of Directors of the Jay Malina International Trade Consortium (ITC) of Miami-Dade County. ~~a Vice Chairman, a Secretary, and a Treasurer, each of whom shall be a member of the Board of Directors and who shall be elected by the Board.~~ The Chairman, Vice Chairman, Secretary, and Treasurer shall be elected at the annual meeting of the Board of Directors and must be members of the Board of Directors. Each officer shall hold office until the next succeeding annual meeting of the Board of Directors and until his or her successor is elected and qualified. ~~No person shall hold the office of Chairman, Vice Chairman, Secretary, or Treasurer for more than four (4) consecutive terms.~~

Section 2. Duties. The officers of this Corporation shall have the following duties:

(A) The Chairman shall preside over the affairs of the Corporation subject to the direction of the Board of Directors in accordance with the policies established by the Board of Directors,

shall appoint all Committees, and shall preside at all meetings of the members and the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors.

(B) The Vice Chairman shall exercise the powers and perform the functions that are from time to time assigned to him by the Chairman or the Board of Directors and shall preside at meetings in the absence of the Chairman.

(C) The Secretary in conjunction with staff shall be responsible for maintaining the corporate records of the Corporation, recording the minutes of the members and Board of Directors, sending notices of meetings, and maintaining the Corporation's membership book, and shall perform such other duties as may be prescribed by the Board of Directors and the Chairman.

(D) The Treasurer shall assist the Chairman and Executive Director in maintaining the financial records of the Corporation. ~~The Treasurer and the Chairman shall sign jointly all checks. In their absence the Vice Chairman will jointly sign with the Secretary.~~ The Executive Director along with the Chairman, Vice Chairman, or Treasurer shall sign jointly all checks.

(E) The Executive Director shall be the Director of the ~~Mayor's Office of Protocol, International Trade and Commerce~~ ITC and shall manage the business and operations of the Corporation subject to the direction of the Board of Directors. ~~Miami-Dade County shall provide staff who shall maintain the corporate and financial records of the Corporation, the recording of the minutes of all meetings of the members and the Board of Directors, the sending of notices of meetings, the keeping of full and accurate accounts of receipts and disbursements, and the rendering of accounts at the annual meetings of members and whenever else required by the Board of Directors.~~

Section 3. Removal of Officers; Vacancies. An officer or agent elected or appointed by the Board of Directors may be removed, with or without cause, by the Board whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to contract rights, if any, of the person so removed. Any vacancy in any office may be filled by the Board of Directors.

Section 4. Compensation. The Chairman, Vice Chairman, Secretary and Treasurer shall serve without compensation.

Section 5. Term of Office. The members of the Board of Directors shall serve a ~~two~~ one year ~~staggered~~ term beginning ~~May 1, 2000~~ December of each year. The members of the Board may be re-appointed to two additional ~~two (2)~~ one (1) year terms at the conclusion of their first term. ~~At the second meeting of the Board of Directors, lots will be drawn to determine which half of the Board shall first serve a one (1) year term. The remaining half shall serve for a two (2) year term of office. Thereafter, the members of the Board of Directors shall on May 1<sup>st</sup> of each year serve a two (2) year staggered term of office. Term limitations shall not apply to the Chairman, the Vice Chairman, the Secretary, and the Treasurer while holding office.~~

#### ARTICLE VI. BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its members, Board of Directors, and Committees, and shall keep a book containing the name and addresses of the members. The Corporation shall keep accounting records in accordance with standard accounting procedures and as otherwise required by Miami-Dade County. The books and records of the Corporation shall be made available to auditors, monitors, and officials of Miami-Dade County. All documents made or

received by the Corporation shall be public record within the meaning of Chapter 119, Florida Statutes.

#### ARTICLE VII. FISCAL YEAR

The fiscal year of the Corporation shall be October 1 through September 30.

#### ARTICLE VIII. CORPORATE SEAL

The Board of Directors may provide a corporate seal which shall be in circular form with the name of the Corporation, the year incorporated, and the words “FLORIDA”, “CORPORATE SEAL” and “NOT FOR PROFIT” embossed thereon.

#### ARTICLE IX. INDEMNIFICATION

Each person (including here and hereinafter, the heirs, executors, administrators, or estate of such person) (a) who is or was a director, manager, trustee or officer of the Corporation, (b) who is or was an agent or employee of the Corporation other than an officer and as to whom the Corporation has agreed to grant such indemnity, or (c) who is or was serving at the request of the Corporation as its representative in the position of a director, manager, trustee, officer, agent or employee of another corporation, limited liability company, partnership, joint venture, trust or other enterprise and as to whom the Corporation has agreed to grant such indemnity 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, against any fine, liability, cost or expense, including attorneys’ fees, asserted against such person or incurred by such person in his or her capacity as such director, manager, trustee, officer, agent, employee, or representative, or arising out of his or her status as such director, officer, agent, employee or representative. The foregoing right of indemnification shall not be exclusive of other rights to which those seeking an indemnification may be entitled. The

Corporation may maintain insurance, at its expense, to protect itself and any such person against any such fine, liability, cost or expense, whether or not the Corporation would have the legal power directly to indemnify such person against such liability.

ARTICLE X. AMENDMENT

These by-laws may be altered, amended or repealed, and new by-laws adopted, by the Board of Directors.

**Adopted by the Board of Directors on 12<sup>th</sup> July 2000.**  
**Amended by the Board of Directors on 16th October 2001.**  
**Amended by the Board of Directors on 18<sup>th</sup> March 2002.**  
**Amended by the Board of Directors on 18<sup>th</sup> October, 2002.**

## **VII. ADJOURNMENT**