

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. 1st 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 Governing Board of the Agency.

Section 2. Other Meetings. Meetings of the Board shall be held when directed by the Chair, 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 Governing Board.

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 Governing Board shall be entitled to one (1) vote on each matter submitted to a vote. No proxies are permissible.

Section 6. Quorum. A quorum of the Board shall consist of a majority of those persons duly appointed to the Board. If a quorum is present, the affirmative vote of a majority of the members of the Board present at the meeting and entitled to vote on the subject matter shall be the act of the Board. A quorum for each committee meeting shall consist of at least three voting members.

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 Chairperson of the Board of County Commissioners shall appoint the Chairperson of the ITC who shall be a member of the County Commission. The Chairperson of the County Commission shall also appoint the Vice-Chairperson of the ITC who shall be a well-respected member of the business community. The Mayor of Miami-Dade County shall appoint three voting members to the ITC. Each member of the BCC, with the exception of the Chairperson of the County Commission, shall appoint one (1) voting member to the ITC. The Chairperson of the ITC shall appoint (1) one voting member. In addition, the following organizations shall each appoint one (1) voting member to the ITC: Greater Miami Chamber of Commerce, Mayor's African Trade Task Force, Enterprise Florida Inc., Miami International Airport, Port of Miami, the Greater Miami Convention and Visitors Bureau, the Beacon Council, Latin Chamber of Commerce (CAMACOL), Miami-Dade Chamber of Commerce, World Trade Center, Florida International Bankers Association, the Florida Custom Brokers and Freight Forwarders Association, the District Export Council, and the Foundation for Democracy in Africa. The Chair of the Miami-Dade Sister Cities Coordinating Council 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, the Greater Miami Convention and Visitors Bureau, and a representative of Enterprise Florida, Inc. Voting members of Miami International Airport and the Port of Miami shall be appointed by the County Manager. The ITC shall retain the existing members of the ITC Governing Board until the expiration of their terms.

(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. The foregoing notwithstanding, the Board of County Commissioners may waive the permanent residency and qualified elector requirements by a two-thirds vote of its membership. 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.

(d) *Compensation.* ITC members shall serve without compensation.

(e) *Removal.* An ITC member may be removed by a majority vote of the BCC for cause and or by failure to attend three ITC Board meetings in any given fiscal year unless any such absences are excused by the Chair.

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

(g) *Applicability of Conflict of Interest and Code of Ethics Ordinance.* The Miami-Dade County Conflict of Interest and Code of Ethics Ordinance, Section 2-11.1 of the Code of Miami-Dade County, Florida, shall be applicable to members of the ITC and all ITC Board members are required to attend Miami-Dade County Ethics Training.

Section 2. Committees. The Chair of the Board may, from time to time, appoint Committees of the Board. The Committees shall be limited to no more than five (5) Board Members. Subject to the approval of the ITC Chair, each Board member will select at least one committee in which to serve but may only chair one committee; should more than five Board members select the same committee, the ITC Chair, in consultation with the Executive Director shall determine the final committee composition; The ITC Chair, or in his or her absence the ITC Vice Chair, shall be eligible to serve and vote on all Committees of the Board when necessary to meet committee quorum requirements; Board members may attend all committee meetings, but may only vote on the committee to which he/she has been appointed; Committee Chairs, in consultation with the Executive Director may invite the participation of community stakeholders on ITC Board committees; stakeholders may participate and provide input at the discretion of the Committee Chair but may not vote at such meetings; Quorum for each committee meeting shall consist of at least three voting members; All committee meetings shall continue to be open to the public.

Section 3. Executive Committee. There shall be an Executive Committee composed of the Chair, Vice-Chair, Secretary, Treasurer, the former Vice-Chair, the representatives of the Airport and Seaport, and the Executive Director who shall serve Ex-Officio. The ITC Board shall be responsible for establishing the direction and policies for 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 ITC Board. The Executive Committee shall be responsible for implementing ITC policies. Copies of the Agenda of the Executive Committee shall be distributed to ITC Board members in advance of any meetings of the Executive Committee.

ARTICLE IV. OFFICERS

In addition to the Chair and former Vice-Chair, the Executive Committee shall consist of the Vice-Chair, a Secretary, and a Treasurer who shall serve a two year term of office beginning November 1st of each year. If resignation or vacancies in these offices should occur before the end of their term, members either appointed or elected to fill vacancies would serve until the termination of the term of office of the member being replaced.

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, as amended by Ordinance No. 05-218 and Ordinance No. 0-06-58 incorporated herein. The ITC Board shall function as an advisory board to the Miami-Dade County Board of County Commissioners and shall submit a written annual report to the County Commission detailing, among other things, the activities, goals and outcomes of the ITC. A representative of the ITC may also provide an oral report to the County

Commission annually. The Executive Director is authorized to allow the use of the ITC logo to organizations supporting ITC's mission and objectives. The Executive Director may enter into contracts, with agencies, corporations, persons or other entities which contracts shall subsequently be submitted to the County Commission for ratification. The Executive Director is also authorized to expend funds from the ITC Trust Account according to the provisions of County Resolution R-1169-06. The Executive Director shall be appointed by the County Manager in consultation with the Chairperson of the County Commission and the Chairperson of the Commission committee with jurisdiction over the ITC. The County Manager's selection of an Executive Director shall be subject to ratification by the County Commission.

ARTICLE VI. BOOKS AND RECORDS

The Agency shall keep correct and complete records of account, shall keep minutes of the proceedings of its members, Governing Board 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 ITC but shall be in accordance with County Ordinance and Procedures.

Adopted by the Board of Directors on April 29, 2003.

Amended by the Board of Directors on December 17, 2003.

Amended by the Governing Board on July 19, 2006.

Amended by the Governing Board on July 11, 2007.

Amended by the Governing Board on September 12, 2007.

Amended by the Governing Board on March 12, 2008.

Amended by the Board of Directors on May 13, 2009.