

BYLAWS

(Amended on July 22, 2015)

MIAMI -DADE COUNTY COMMISSION FOR WOMEN

ARTICLE I.

The name of this organization shall be the Miami-Dade County Commission for Women, hereinafter known as the Commission for Women, an organization originally established by the Board of County Commissioners by Ordinance No. 71-11 on January 19,1971.

ARTICLE II.

Object

Section 1. The object of this association shall be to seek for every woman privilege equal to her potential and responsibility; to inspire in women desire for self-improvement and pride of being, regardless of race, color, creed or age; to encourage involvement of women in matters pertaining to community progress; to encourage women to recognize family environment as fundamental to preservation of our national culture and security; to work toward utilization of capable women in roles of leadership; and to work toward legislation granting women equality before the law.

Section 2. The Commission for Women shall have the following duties, functions, powers and responsibilities as established in the Miami -Dade County Ordinance No. 71-11:

a. To serve in an advisory capacity to the County Commission, the County administration, the community, and all agencies and persons in Miami-Dade County, Florida in respect to all matters pertaining to the status of women, including, but not limited to discrimination against women, employment of women, education of women, establishment of day care centers in the community, and attitudes toward women in the community, and to make periodic reports and recommendations to these bodies in respect to such matters.

b. To make a continuing study of all existing County institutions, facilities and services, and programs dealing with women or affecting women, and consider the future needs of this metropolitan area in respect to such institutions, facilities, services and programs.

c. To serve as liaison between the County Commission and the County administration, and consult with representatives of said bodies from time to time as requested and necessary in order to carry out the Commission's duties and functions.

d. To make studies and have studies made of the problem of discrimination against women employees, increasing the availability of part-time employment for women, establishment of day care centers in the community, and attributable changes toward women in the community, and to formulate and recommend plans and programs for the coordination of the activities of all governmental entities and non-governmental agencies dealing with these problems.

e. To serve expressly as a medium for responsible persons to utilize and consult with in attempting to understand and solve the many complex problems involved with dealing with the status of women, and to make findings and recommendations to the County Commission and the County administration regarding such matters as are presented to the Commission.

f. To perform such other duties as may from time to time be assigned to it by resolution of the County Commission.

g. To appear before any government entity or non-governmental agency to make recommendations and suggestions on behalf of the Commission and, with the approval and permission of the Board of County Commissioners, make suggestions and recommendations on behalf of Miami-Dade County and the Commission for Women to any and all such agencies.

h. To express in the name of the Commission for Women only those opinions which have received prior approval by vote of the majority of the members of the Commission.

ARTICLE III.

Members

Section 1. The membership of this organization shall consist of 26 members, all of whom shall be permanent residents of Miami- Dade County, unless the Board of County Commissioners, by a two-thirds vote of its membership, waives this requirement. To assure representative membership, each of the thirteen County Commissioners shall appoint two members. Appointment shall be for a period reflecting the term of office of the respective Miami- Dade County Commissioner making the appointment.

Section 2. Members, while serving, shall not become candidates for election to any public office.

Section 3. Each member shall serve on at least one full Committee.

Section 4. It shall be the responsibility of each member to attend all meetings of the Commission for Women and Committee meetings of his or her primary assignments. If, in a given fiscal year, a member fails to attend two consecutive regular meetings or a total of three regular meetings without an acceptable excuse, the Chairperson shall certify the same to the Board of County Commissioners after the Executive Director has notified said member in

writing. An "acceptable excuse" is defined as an absence for medical reasons, business reasons, personal reasons, or any other reason which the board, by a two-thirds vote of the membership, deems appropriate. Such absence shall be calculated from October 1st until September 30th. The member shall then be deemed to have been removed and a vacancy created. No member shall be considered to have attended a meeting unless she/he has remained and participated at a regular meeting for no less than 75% of the time.

a. By a two-thirds vote of the members of the full Board of County Commissioners, the provisions of this section may be waived.

Section 5. Members may speak on behalf of the Commission for Women only with the express permission of the Chairperson or with the approval of the membership.

. Section 6. Any member desiring to resign from the organization shall submit his or her resignation in writing to the appointing Commissioner, the Chairperson and the Executive Director.

Section 7. Members of the Commission for Women have a good faith duty to uphold ethical rules, and shall maintain the highest standards of conduct in representing their Commissioners and in promoting the mission of the Commission for Women as set forth in Article II of these Bylaws.

a. A Member may be asked to resign, be suspended, or be removed from an elected position at such time as shall be deemed necessary for disciplinary reasons by a majority vote of the Executive Committee when in the opinion of the Executive Committee:

(1) It is determined by the Executive Committee that a Member has not acted in the best interests of the Commission for Women and such actions have caused detriment to the Commission For Women; or

(2) It is determined by the Executive Committee that a Member has violated any of the rules, regulations, By-laws, or applicable codes of conduct of the Commission for Women; or

(3) It is determined by the Executive Committee that a Member has violated the Sunshine Laws or any other applicable ethical rules and regulations.

b. The disciplined Member may appeal an Executive Committee disciplinary decision to the Commission for Women in writing. Appeals will be noticed on the agenda of a regular meeting within a reasonable time. Upon review of the written appeal and any additional information provided by the Executive Committee, a disciplinary decision entered pursuant to this Section 7, may be overturned by majority vote of the Commission for Women at a regular meeting. Interim and applicable disciplinary actions may also be taken until final resolution.

Section 8. Any Member of the Commission for Women can make a written request to the Executive Committee to institute disciplinary proceedings based upon information that a violation of ethical rules or other applicable rules and regulations has occurred.

a. In the event the Executive Committee decides not to institute disciplinary proceedings upon request, the Member may thereafter ask the Commission for Women Board to discipline by providing a written report and request. The Board by majority vote at a general meeting may impose disciplinary actions utilizing the procedure, and based upon determinations, as set forth in Article III, Section 7 above.

ARTICLE IV.

Officers

Section 1. The officers of the Commission for Women shall be Chairperson, First Vice Chairperson, Second Vice Chairperson, and two Members at Large. In addition, the immediate past Chair shall serve automatically as an officer of the Board.

Section 2. The Chairperson shall convene and preside at all meetings, serve as principal spokesperson for the Commission on all matters related to official policy and actions approved by the Commission, provide any necessary reports, call special meetings when deemed advisable, assure that goals, policies, actions and procedures of the Commission are properly implemented, and perform all such duties as appropriate to the office.

Section 3. The First Vice Chairperson shall be of active assistance to the Chairperson and shall perform the duties of the Chairperson in his or her absence or inability to serve.

Section 4. At the regular meeting in November, the Nominating Committee's slate of officers will be presented and the Chair shall open the floor for nominations, starting with the office of Chairperson. Officers shall be elected by a voice vote if there is only one nominee and if more than one nominee by a simultaneous written ballot, signed by the member casting the ballot, to be made a part of the public record. Officers shall serve for one year or until their successors are elected, and their term of office shall begin following the close of the meeting at which they are elected. No vote by proxy shall be permitted. Election shall be by a majority of the votes cast by members present and voting.

Section 5. No member shall be eligible to serve more than two consecutive terms in the same office. A member can serve again in the same office after two intervening years.

Section 6. A vacancy in the office of Chairperson shall be filled by the First Vice Chairperson and a vacancy in the office of First Vice Chairperson shall be filled by the Second Vice Chairperson. A vacancy in the office of Second Vice Chairperson shall be filled by the Member at Large. If the Member at Large is unable to serve, an election shall be held at the first meeting following the vacancy.

Section 7. In addition to those duties prescribed by the parliamentary authority adopted by the membership, the Chairperson shall assign members to each Committee with due consideration for the desire of the member and the need of the Committee; shall present all reports to the Board of County Commissioners; may designate a registered parliamentarian at his or her discretion; and shall serve as the only official representative and spokesperson for the Commission for Women.

ARTICLE V.

Meetings

Section 1. The regular meetings of the Commission for Women shall be held on the fourth Wednesday of the month unless otherwise ordered by the membership or by the Executive Committee. Meetings shall be at a time and place designated by the membership; and at least ten regular meetings shall be held during each calendar year.

Section 2. At the September meeting, a nominating committee shall be created consisting of the past Chairperson, if she accepts and is not going to run for office, two members appointed by the current Chairperson, and two members elected by the membership, to serve for a period of one year, to present the slate of officers for the November annual meeting. The slate of officers shall be mailed or emailed to the membership by the October meeting. A member of this nominating committee may not be on the slate of officers recommended by the committee, but may be nominated from the floor.

Section 3. The regular meeting in November shall be known as the annual meeting and shall be for the purpose of electing officers, receiving annual reports of Officers and Committees, and for any other business that may arise.

Section 4. Special meetings can be called by the Chairperson or by the Executive Committee and shall be called upon the written request of ten members. The purpose of the meeting shall be stated in the call. Except in cases of emergency, at least three days notice shall be given.

Section 5. A quorum shall consist of a majority of those persons duly appointed to the Commission for Women.

ARTICLE VI.

The Executive Committee

Section 1. The officers of the Commission for Women shall constitute the Executive Committee.

Section 2. The Executive Committee shall have general supervision of the affairs of the organization between its business meetings, make recommendations to the membership, and shall perform such other duties as are specified in these Bylaws. The Executive Committee shall be subject to the orders of the Commission for Women, and none of its acts shall conflict with action taken by the organization.

Section 3. Regular meetings of the Executive Committee shall be no less than 10 times per year, at a time and place designated by the Chairperson.

ARTICLE VII.

Committees

Section 1. Committees shall have the responsibility for performing such duties as are necessary to accomplish the functions, powers and purpose of the Commission for Women as set forth in these Bylaws. Committees shall be established to aid the Commission in carrying out ongoing functions necessary to fulfill its purpose. Standing committees may be added at the discretion of the Executive Committee. To study issues or perform tasks that may further enable the Commission to pursue its goals, the Commission may establish task forces or ad-hoc committees.

Section 2. Each Committee shall meet regularly upon the call of its Chair, and Committee meetings shall be announced and publicized. The chairs of all committees shall set the date, time, and place of meetings, prepare the agenda, convene and preside at the meetings of their committees, coordinate the work of the committees, and perform all other duties normally associated with the office of committee chair. The committee chair will provide an oral and/or written report of activities of the committee to the Commission at regularly scheduled Commission meetings.

Section 3. Comprehensive reports of Committee activities shall be provided in writing at the annual meeting and at such other times as they shall be requested by the Chairperson. Copies of reports shall be distributed with the minutes of the meeting.

Section 4. Committees are responsible for providing advice and recommendations to the Commission for Women. Committees shall not take action absent approval and shall not take any actions that conflict with any determination or expressed intent of the organization.

ARTICLE VIII.

Parliamentary Authority

The rules contained in the current edition of Mason's Manual of Legislative Procedure shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the organization may adopt.

ARTICLE IX.

Amendment of Bylaws

These Bylaws may be amended at any regular meeting by a two-thirds vote of members present and voting, provided that the amendment has been submitted in writing at the previous meeting or has been emailed or mailed to the membership at least ten days prior to the meeting at which it will be considered.