

**Bylaws
of the
Miami-Dade County
LGBTQ Advisory Board**

**Article I
NAME**

The Miami-Dade County Lesbian, Gay, Bisexual, Transgender, Queer (LGBTQ) Advisory Board, hereinafter referred to as the LGBTQ Advisory Board (the “Board”) was created by the Board of County Commissioners pursuant to Ordinance No. 19-94 on October 3, 2019, which is codified as Section 2-2401 in the Code of Miami-Dade County (the “Code”).

**Article II
PURPOSE**

Section 1. The purpose of the Board shall be to:

Advise the Board of County Commissioners with respect to laws and policies that support Miami-Dade County’s LGBTQ residents, visitors, and businesses, to ensure a strong voice for the Miami-Dade LGBTQ community in local government and politics, and to encourage and support the development of the LGBTQ community.

**Article III
DUTIES, POWERS, AND RESPONSIBILITIES**

Section 1. The Board shall have the following powers, duties, functions, and responsibilities:

- (a) To serve as a vehicle for a systematic and periodic assessment of the quality of life of LGBTQ residents of and visitors to the County;
- (b) To foster mutual understanding, tolerance, and respect for the LGBTQ community in the County;
- (c) To cooperate in the development of educational programs dedicated to the improvement of the lives of LGBTQ residents and visitors by eliciting support from public and private entities engaged in the inculcation of ideals of tolerance, mutual respect and understanding for the LGBTQ community;
- (d) To make recommendations to the Board of County Commissioners with respect to all issues affecting or relating to the LGBTQ community;
- (e) To recommend solutions to the social, economic, cultural and political problems in the LGBTQ community, as well as to serve as liaison between the LGBTQ community and the County community at large;

- (f) To make recommendations to the Board of County Commissioners as to steps that can be taken to encourage and attract LGBTQ businesses to the County, to assist LGBTQ businesses located in the County, and to promote economic development in the LGBTQ community;
- (g) To make recommendations to the Board of County Commissioners as to steps that can be taken to promote positive images and concepts of the LGBTQ community as well as promote their many contributions to our society;
- (h) To conduct studies through fact-finding and analysis of problems encountered by the LGBTQ community, provide, however, any study that requires an appropriation of funds to cover the cost associated with the study shall be subject to the Board's approval;
- (i) To recommend revisions in County policies and procedures having potentially negative consequences for LGBTQ individuals;
- (j) To serve as a forum to which individuals and groups can express concerns related to issues of homophobia and transphobia;
- (k) To continue to strengthen ties with the larger County community;
- (l) To conduct outreach to other entities and the community, including but not limited to the County's LGBTQ community;
- (m) To work closely with other County boards, including but not limited to, the Miami-Dade Commission on Human Rights, Miami-Dade HIV/AIDS Partnership, Miami-Dade Community Relations Board, and similar boards; and
- (n) To perform such other duties as may from time to time be assigned to it by the Board of County Commissioners.

Article IV **MEMBERS**

Section 1. *Composition.* The Board shall be composed of 15 voting members appointed by the Board of County Commissioners and the County Mayor. Each member of the Board of County Commissioners may appoint one person to the Board and the County Mayor may appoint two members.

Section 2. *Qualifications.* Each member of the Board shall be 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 ($\frac{2}{3}$) vote of its membership, and shall be of an outstanding reputation of integrity, responsibility, and commitment to serving the community. Members shall be appointed in accordance with sections 2-11.38 and 2-11.38.1 of the Code. The membership of the Board shall be broadly representative of the various social, racial, religious, linguistic, cultural, economic, national origin and geographic groups comprising the population of Miami-Dade

County. Each member shall have an outstanding reputation for community pride, interest, integrity, responsibility, and business or professional ability and a documented commitment to the LGBTQ community.

Section 3. *Compensation.* Board members shall serve without compensation but shall be entitled to reimbursement for parking in a County leased or owned parking facility.

Section 4. *Vacancies.* Vacancies shall be filled in the same manner by which the original members were appointed. With a special emphasis on choosing persons who represent the demographic composition of the entire community.

Section 5. *Tenure of Members.* All members shall serve terms of three years, except the two board members initially appointed by the County Mayor, who shall serve staggered terms of one and two years, respectively. In the event the County Mayor reappoints an initial board member or appoints a new board member to replace an initial board member, such board member shall serve no more than two consecutive and complete terms of three years each. Further, the term limits of board members who are appointed to the Board by a County Commissioner shall be in accordance with section 2-11.38.2 of the Code, as may be amended from time to time.

Section 6. *Attendance.* Attendance requirements for members shall be in accordance with section 2-11.38 of the Code. If a member fails to comply with the attendance requirements, or voluntarily resigns the member shall forfeit their membership. 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 they have remained and participated at a regular meeting for no less than 75% of the time.

Section 7. *Committees.* The Board shall maintain at all times a fair and open nominations process for the Board, standing committees, subcommittees, ad hoc committees and workgroups.

Applicants for standing committees, subcommittees, ad hoc committees and workgroups must be permanent residents and qualified electors of Miami-Dade County unless the Board of County Commissioners, by a two-thirds vote of its membership, waives this requirement. Applicants shall have reputations of integrity and community service; shall possess the knowledge, skills and expertise relevant to the position for which they are applying; and, as applicable, shall be currently employed in the field of expertise they wish to represent.

Each Board member shall serve on at least one committee. Board members who are not members of a committee, subcommittee, ad hoc committee or workgroup shall be appointed to membership in a standing committees, subcommittees, ad hoc committees or workgroups by the Board Chair. All appointees shall be approved for membership by the Board.

Standing committees may not have representation by more than one (1) representative from a provider agency. Subcommittees, ad hoc committees and workgroups are exempt from this restriction.

Section 8. *Political Prohibition.* Under Section 2-11.38 of the Code, no member of any County Board shall become a candidate for political office during his or her term. Should any member of a County board qualify as a candidate for elective political office, such qualification shall be deemed a tender of resignation from such board.

Section 9. *Resignation.* Any member may resign at any time by written notice delivered in person, sent by mail or emailed to the Commissioner who appointed them or in the case of the Mayoral Appointee to the Mayor’s office, the clerk of the board, and the relevant committee Chair or staff. Any such resignation shall take effect at the time specified in the notice or, if not so specified, immediately upon receipt of the notice.

Additionally, pursuant to Section 2-11.38 of the Code which states that “No member of any County board shall become a candidate for elective political office during his or her term. Should any member of a County board qualify as a candidate for elective political office, such qualification shall be deemed a tender of resignation from such board.”

Section 10. *Speaking on Behalf of Board.* Members may speak on behalf of the Board only with the express permission of the Chairperson or with the approval of the membership. However, the Board is the ultimate arbiter of any messaging given to the public on behalf of the Board.

Article V
CODE OF ETHICS, CONFLICT OF INTEREST,
GOVERNMENT IN THE SUNSHINE LAW

All members of the Board, standing committees, subcommittees, ad hoc committees and workgroups (collectively referred to as “members”) shall comply with all applicable federal, state and County Code of Ethics governing financial interest, ownership or other business disclosure and conflict of interest rules.

Members shall abide by the Federal Laws, Florida Statutes and the Code regarding conflicts of interest and ethics. Members with a conflict of interest must recuse themselves from voting. If a member believes there is a conflict of interest, said member shall seek a written opinion from the Miami-Dade Commission on Ethics and Public Trust.

All members must comply with Florida’s Government in the Sunshine Law, pursuant Article 5, Paragraph A of these Bylaws.

Article VI
OFFICERS

Section 1. *Officers.* The officers of the Board shall be the Chairperson and Vice Chairperson pursuant 2-2403 of the Code.

Section 2. *Election of Officers.* For the election of Officers, the Staff shall moderate the election to take place at the annual meeting. During the order of business for the election, and staff 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 nomination 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. An alternative method for election of officers may be allowed by the Board if necessary when the Board is unable to meet in person as allowed by Law.

Section 3. *Term of Officers.* Officers shall serve for one year or until their successors are elected and their term of office shall begin at the close of the meeting at which they are elected. Except for the Chair and Vice-Chair who serve at the will of the board as provided under section 2-2403(b) of the Code, the officers may not be removed except for cause. No vote by proxy shall be permitted. The election shall be by a majority of the votes of members present and voting. No member shall be eligible to serve more than two consecutive terms in the same office.

Section 4. *Vacancies in Officer Positions.* A vacancy in the office of the Chairperson shall be filled by the Vice-Chairperson. A vacancy in the office of the Vice-Chairperson shall be filled by nomination and election at the Board meeting immediately following the declaration of the vacancy.

Section 5. *Duties of the Officers.*

Chairperson

- (a) The Chairperson shall be the presiding officer of the Board and the Executive committee and shall serve as the official representative and spokesperson for the Board, unless presentation of an official statement or a specific representation is otherwise delegated and authorized by a vote of the Board.
- (b) The Chairperson shall have a general knowledge of the operation of the Board and is charged with primary responsibility for determining that the Miami-Dade County Commission and the Board's policies, rules and regulations are properly executed.
- (c) The Chairperson shall assign members to each committee with due consideration for the desire of the member and the need of the committee. The Chairperson shall see to it that all members of the Board, including all officers and committee chairpersons, perform their duties properly.
- (d) The Chairperson shall present to the Board of County Commissioners on an annual basis a written report describing the LGBTQ Advisory Board's activities and shall appear as needed before the Board of County Commissioners to present any matters pertinent to the LGBTQ Advisory Board. The completed reports required by this section shall be placed on an agenda of the Board of County Commissioners pursuant to Ordinance No. 14-65. The written report to be submitted by the Chairperson, on behalf of the Board, shall be approved by the Board.

Vice-Chairperson

- (a) The Vice-Chairperson shall have duties as prescribed by the Executive Committee; shall be of active assistance to the Chairperson, and shall perform the duties of the Chairperson in their absence or inability to serve.

Section 6. Resignation. Any officer may resign at any time from their position by written or oral notice delivered in person, sent by mail or emailed to the Board, unless such member is resigning from the board all together then they should comply with Article IV, Section 9. Any such resignation shall take effect at the time specified in the notice or, if not so specified, immediately upon receipt of the notice.

Article VII **MEETINGS**

Section 1. Regular meetings. The Board shall hold regular monthly meetings and such other meetings as it deems necessary at a time and place as designated by the Board.

Section 2. November meeting. The regular meeting in November shall be known as the annual meeting and shall be for the purpose of electing officers, approving the annual report describing the Board's activities that will be presented to the Board of County Commissioners, and for any other business that may arise as set forth in Article VI, Section 5 of these Bylaws.

Section 3. Special meetings. The Chairperson or a minimum of eight (8) Board members upon written request to the chairperson, may call for a special meeting.

Section 4. Presiding Officer. The Chair of the Board shall preside at all meetings of the full Board at which they are present. In the absence of the Chair, the Vice-Chair shall preside. In the absence of the Chair and Vice-Chair, the Board by a majority vote will elect a Member at large to preside over the meeting.

Section 5. Quorum. To transact any business or exercise any power vested in the Board, a quorum consisting of no less than eight voting members shall be present. The Board shall not transact business or exercise its powers unless a majority of the quorum in attendance agrees to the activity.

Section 6. Rules of Debate. Debate shall be governed by the rules of debate applicable to the Board of County Commissioners of Miami-Dade County.

Section 7. Reasonable Opportunity for the Public to be Heard. Each person who desires to address the Board or a committee at a meeting about a proposition or matter before the Board shall notify the Staff and request an opportunity to speak about any specific item. The person shall state their name and address, if representing an organization and its views, the person shall state the organization's name and address. Unless further time is granted by the Board, each individual shall be limited to a statement of three (3) minutes. All remarks shall be addressed to the Board as a whole and not to an individual Board member, no questions shall be asked to individual Board members.

Section 8. All meetings will be held subject to an in conformance with Miami-Dade County and Florida Conflict of Interest and Open Government Laws, including the “Sunshine Law,” public records laws and the Miami-Dade County Conflict of Interest and Code of Ethics Ordinance.

Article VIII
THE EXECUTIVE COMMITTEE

Section 1. The officers of the Board and the Chairs of the standing committees, excluding the Bylaws committee chair, shall constitute the Executive Committee.

Section 2. The Executive Committee shall have general supervision of the affairs of the Board between its business meetings, shall make recommendations to the membership, act on behalf of the Board in the event of any emergency that does not permit holding a regular meeting or calling a special meeting of the Board, and shall perform such other duties as are specified in these Bylaws. The Executive Committee shall be subject to the orders of the Board, and none of its acts shall conflict with action taken by the Board.

Section 3. The Executive Committee shall meet on an as needed basis at a time and place designated by the Chairperson.

Article IX
COMMITTEES

Section 1. The Board shall have standing committees and may have one or more subcommittees, ad hoc committees and/or workgroups. No committee, subcommittee, ad hoc committee and workgroup shall have no less than 3 members. The Board would strive to have parity in its committees, subcommittee, ad hoc committee and working groups.

The current standing committees of the Board are:

- Executive Committee.
- Bylaws Committee.
- Quality of Life Committee.
- Governmental & Legislative Affairs Committee.
- Communications Committee.

The purpose of standing committees, ad hoc committees and workgroups is to serve in an advisory capacity to the members of the Board. Standing committees, ad hoc committees and workgroups do not have the authority to bind the Board or the County. Accordingly, standing committees, ad hoc committees and workgroups may only make recommendations and suggest motions that the Board and standing committees, where applicable, may consider.

Subcommittees, ad hoc committees and workgroups are appointed as needed by the Board to assist a standing committee and the Board with a specific planning or need, and shall operate indefinitely or until such time as the Board determines that they are no longer needed.

Subcommittees, ad hoc committees, workgroups meet on an as needed basis and may request extensions of their term from the Board.

Section 2. Written reports shall be provided to the Board at the next regular meeting, following the meeting of the committee, subcommittee, or ad hoc committee, as the case may be. Such report shall be placed on the Agenda by the Board Chair.

Section 3. Committees are responsible for providing advice and recommendations to the Board. Committees shall not take action absent approval and shall not take any actions that conflict with any determination or expressed intent of the Board.

Article X
STAFFING

The Office of Community Advocacy, an office that is under and reports directly to the Board of County Commissioners, or its successor office, shall provide to the LGBTQ Advisory Board adequate staff and support services to enable the Board to carry out its duties and responsibilities. Among such other duties and responsibilities, the Office of Community Advocacy shall:

- (1) Maintain and keep the records of the LGBTQ Advisory Board, including ensuring the LGBTQ Advisory Board's roster is current;
- (2) Prepare, in cooperation with the chairperson, the agenda for each meeting;
- (3) Be responsible for the preparation of such reports, documents, resolutions, or correspondences as the LGBTQ Advisory Board may direct;
- (4) Take minutes and make such minutes available on the Miami-Dade County website; and
- (5) Generally administer the business and affairs of the LGBTQ Advisory Board, subject to budgetary limitations.

Article XI
AMENDMENT OF BY LAWS

These Bylaws may be amended annually at the November meeting or at any meeting as determined by the Board, by a two-thirds (2/3) vote of members present. The Bylaws committee shall be convened to draft any amendment and present to the Board in advance of the next regular meeting.

Approved as to form and legal sufficiency:

by 

Assistant County Attorney