

**BY-LAWS OF THE
MIAMI LIGHTHOUSE FOR THE BLIND AND VISUALLY IMPAIRED, INC.
(a Florida corporation, not for profit)**

ARTICLE I – GENERAL

Section 1. Name: The name of this corporation shall be the “Miami Lighthouse for the Blind and Visually Impaired, Inc.”

Section 2. Principal Office: The principal office of the corporation in the State of Florida is 601 S.W. 8th Avenue, Miami, Florida 33130.

Section 3. Other Offices: The corporation may also have offices at such other places within the State of Florida as the Board of Directors may from time to time determine or the business of the corporation may require.

Section 4. Fiscal Year: The fiscal year of the corporation shall commence on January 1 and end on December 31 of each year.

Section 5. Books and Records: The corporation shall prepare and maintain correct and complete books and records of account, and shall also keep minutes of the meetings of its Board of Directors, and notes of Board committee meetings, and shall keep at the registered office such records. All books and records of the corporation may be inspected by any Director, or the agent or attorney of any Director, at any reasonable time.

Section 6. Waiver of Notice: Whenever any notice is required to be given under the provisions of the Corporations Not For Profit Law of Florida or under the provisions of the Articles of Incorporation or by the Bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 7. Seal: The corporate seal shall have inscribed on it the name of the corporation and “Incorporated 1936.”

Section 8. Diversity Policy: It is hereby declared to be the policy of the corporation that in conducting its business, which shall include, but not be limited to, providing services to the community, hiring employees of the corporation and electing directors of the corporation, the corporation shall not discriminate on the basis of race, color, religion, ancestry, national origin, sex, pregnancy, age, disability, marital status, familial status or sexual orientation.

ARTICLE II – BOARD OF DIRECTORS

Section 1. Number: The business and affairs of the corporation shall be governed by a Board of Directors of not less than ten (10) but not more than thirty-six (36) persons. One membership position of the Board of Directors shall be reserved for the then serving president of the Young Professionals Group and such member shall serve for a period of one (1) year provided he or she continues as President of the Young Professionals Group. Notwithstanding the foregoing, the Board Operations Committee may in its sole discretion evaluate such member, either during the one (1) year term or after, and nominate such person for membership for the Board of Directors with the same rights and privileges as other members of the Board of Directors.

Section 2. Salary to Members of the Board of Directors: No salary shall be paid to any member of the Board of Directors. Out of pocket expenses of Directors may be reimbursed provided a written request is submitted to the President. Such request shall describe the nature and amount of such expense.

Section 3. Election of Board Members: At the September/October meeting of the Board of Directors, the Board Operations Committee shall present the names of nominees to fill the anticipated vacancies that will exist at the beginning of the next fiscal year. They shall be voted upon at the last meeting of the fiscal year of the Board of Directors. One-third (1/3) of the Board shall be elected each year on a rotating system.

Section 4. Term of Board Members: Board members shall be elected for a three (3) year term.

- A. Board members may be elected for a second consecutive three (3) year term, after which they shall not be reelected for a period of one (1) year, during which they shall be free of regular Board membership, but during this year may serve on a committee or as a volunteer. In the event that the immediate past Chairperson of the Board has completed his or her second full three (3) year term, he or she shall serve one (1) additional year.
- B. In the event that any member of the Board is elected to Chairperson of the Board in the conclusion of his or her second consecutive three (3) year term, he or she may serve one (1) additional year as a member of the Board in the capacity of Chairperson of the Board and a second additional year as a member of the Board in the capacity as immediate past Chairperson of the Board.
- C. The limitation of Board members to serve only two (2) consecutive three (3) year terms shall not apply to Board members who have been

nominated for officer positions by the Nominating Committee at the September/October meeting.

Section 5. Vacancies: At any meeting of the Board of Directors called for that purpose, the Board of Directors, at the recommendation of the Board Operations Committee, shall fill vacancies that occur in the membership of the Board of Directors from time to time whether by death, resignation or otherwise for the unexpired term of the member of the Board who is replaced. Upon expiration of the unexpired term which a member has served, said member shall be eligible to serve two (2) full consecutive three (3) year terms.

Section 6. Resignation: Any Director may resign at any time by giving written notice of his or her resignation to the Board of Directors, the Chairperson of the Board or the Board Secretary. Any such resignation shall take effect at the time specified therein, or if the time when it shall become effective shall not be specified therein, then it shall take effect immediately upon its receipt by the Board of Directors or such officer. Board members who do not attend any meetings during a calendar year (January 1 through December 31) will, by their failure to attend, be considered to have resigned their position on the Board.

Section 7. Removal: Any member of the Board of Directors may be removed, with or without cause, by the 2/3 vote of those members of the Board of Directors present at a regular or special meeting. At any such meeting, any vacancy caused by the removal may be filled by the Board of Directors, at the recommendation of the Board Operations Committee.

Section 8. Replacements: Any person elected to fill the vacancy or unexpired term of a Director shall have the same qualifications as were required of the Director whose office was vacated.

Section 9. Honorary Board Membership: Honorary Board membership may be conferred upon those who have distinguished themselves in service to the blind and visually impaired in the Miami area. Honorary Directors shall first be approved by the Board Operations Committee and then shall receive the simple majority vote of the Board members present at any regular meeting. Membership shall be for the term of one (1) year, but there shall be no limit to the number of terms to which an honorary member may be elected. Said Honorary Directors shall have the privilege of attending Board meetings and the further privilege of the floor for the discussion of all matters brought before the Board but without a Board right.

ARTICLE III - POWERS AND RESPONSIBILITIES OF BOARD OF DIRECTORS

Section 1. Power of the Board: The governance of the corporation shall be vested in the Board, elected as hereinabove provided, which shall have charge of the affairs of the corporation and of the administration of its funds and properties. The Board may, as it deems necessary, delegate the performance of any duties to or exercise

any powers through committees. The Chairperson of the Board shall determine the number of members and appoint the members of any such committee.

Section 2. Responsibilities of the Board: The Board shall:

- A. Carry on the corporate purposes of the corporation.
- B. Establish policy and formulate the corporation program.
- C. Sponsor and interpret the corporation in the community.
- D. Assure adequate financial support and be responsible for expenditure of all corporation funds.
- E. Employ, dismiss, and give general supervision to the President of the corporation within the scope of the general policies of the corporation.
- F. Delegate to the President responsibility for the management of the corporation and for the employment and dismissal of staff members.

ARTICLE IV – OFFICERS

Section 1. Officers: The officers of the corporation shall be a Chairperson, First Chairperson-Elect, Second Chairperson-Elect, Board Treasurer, Board Secretary, and may include such Assistant Board Secretaries and Assistant Board Treasurers as deemed advisable by the Board of Directors. Such officers shall have the authority to perform the duties prescribed from time to time by the Board of Directors. Any individual may serve in more than one capacity.

Section 2. Election of Officers: The officers of the corporation shall be elected by a 2/3 vote immediately following the annual election of Directors and shall take office at the beginning of the next fiscal year. At the September/October meeting of the Board of Directors, the Board Operations Committee shall present the names of the officers to be voted upon at the last meeting of the Board of Directors of the fiscal year by the vote of 2/3 of the Members of the Board of Directors. However, every member of the Board of Directors shall have the privilege of making nominations for officers from the floor.

Section 3. Term of Officers: The officers shall hold office for one (1) year, or until his or her successor shall have been duly elected, but the Chairperson of the Board shall be subject to a limit not exceed two (2) consecutive elected terms.

Section 4. Election Requirements: No one shall be installed as an officer or member of the Board Operations Committee until they have completed one (1) full year as member of the Board of Directors.

Section 5. Vacancies of Officers: The Board of Directors, considering the recommendations of the Board Operations Committee, may fill any office vacancy existing or occurring by electing a member to fill such vacancy for its unexpired term. All vacancies in any elected office shall be filled by the Board of Directors without undue delay. Any person elected to fill the vacancy of an officer shall have the same qualifications as were required of the officer whose office was vacated.

Section 6. Removal: Any officer may be removed, with or without cause, by the vote of 2/3 of the members of the Board of Directors at a regular or special meeting called for that purpose. At any such meeting, at the recommendation of the Board Operations Committee, such vacancy caused by the removal may be filled by the Board of Directors. Board members who do not attend any meetings during a calendar year (January 1 through December 31) will, by their failure to attend, be considered to have resigned their position on the Board.

Section 7. Replacements: Any person elected to fill the vacancy or unexpired term of an officer shall have the same qualifications as were required of the officer whose office was vacated.

Section 8. Salary to Officers: No salary shall be paid to any officer. Out of pocket expenses of Officers may be reimbursed provided a written request is submitted to the President. Such written request shall describe the nature and amount of such expense.

ARTICLE V - POWERS AND RESPONSIBILITIES OF OFFICERS

Section 1. Chairperson of the Board: The powers and responsibilities of the Chairperson of the Board shall include, but not be limited to, the following:

- A. Preside at and conduct the business of the meetings of the Board and the Board Operations Committee.
- B. Confer regularly with the President and Committee Chairpersons.
- C. Appoint members and chairpersons of standing, special, and ad hoc committees.
- D. Serve ex officio on all committees.

- E. Make neither motion nor amendment nor vote on any question or motion unless the vote is equally divided, then he or she shall cast the deciding vote.
- F. Any such other duties as necessary for the best interest of the corporation.

Section 2. Chairperson-Elect: The duties of the Chairperson-Elect shall be to assume the Chairperson's role and function in the absence or inability of the Chairperson of the Board to serve.

Section 3. Board Secretary: The Board Secretary shall keep the minutes and proceedings of the meetings of the corporation, the Board of Directors and Board Operations Committee, and all such records shall be entered in the proper books, which shall be accessible only to the members of the Board of Directors and the President. The Board Secretary shall issue notice for all meetings of the Board of Directors and Board Operations Committee. The Board Secretary shall see that a complete register of the Board members and Committee members is on file in the offices of the corporation.

Section 4. Board Treasurer: The Board Treasurer shall oversee the receipt and disbursement of funds contributed to the corporation. The Board Treasurer shall also undertake to ensure that proper books of account are kept and that monthly reports and an annual financial report are furnished to the Board Operations Committee, Board of Directors and Board Secretary. The Board Treasurer shall also ensure that all money is deposited in duly designated banks, trust companies, or depositories and, except for petty cash transactions, shall oversee that all payments be made by check, said checks to be signed and/or countersigned by officers, or others, designated by the Board of Directors, by proper action, such designated individuals to be bonded on behalf of the corporation.

Section 5. Immediate Past-Chairperson: The duties of the Immediate Past-Chairperson shall be to perform the duties of the Chairperson-Elect in the absence or inability of the Chairperson-Elect to serve, notwithstanding any limit on terms.

ARTICLE VI – COMMITTEES

Section 1. Board Operations Committee. There shall be a Board Operations Committee of the Board of Directors which shall be responsible for coordinating the work of the Board and of any standing committees that the Board establishes; for developing the Board in terms of its composition and its members' governing skills; for maintaining the Board-President/CEO partnership; and for carrying out other duties as prescribed for it in the By-laws and by Board resolution.

The Board Operations Committee shall be empowered to act on behalf of the full Board of Directors only in emergency situations where it is not practical to convene or poll the full Board of Directors.

The Board Operations Committee shall consist of the Board Chair (who shall chair the Board Operations Committee), the First Chair-Elect, Treasurer, Secretary, Immediate Past Chair, the chairs of the Board's other standing committees, with the exception of the Audit Committee, and the President & CEO as an ex officio member.

Section 2. Audit Committee There shall be an Audit Committee consisting of three members, at least two of whom must be members of the Board of Directors. The members of the Audit Committee shall be nominated by the Board Operations Committee and elected by the Board of Directors annually. Members of the Board Operations Committee are precluded from serving on the Audit Committee.

The Audit Committee shall be responsible for selecting the Lighthouse external audit firm and for overseeing the external audit process. In this capacity, the Audit Committee shall review the annual audit report, recommend Board action as necessary in response to the audit report, and monitor implementation of recommended actions. The Audit Committee shall meet with the external auditors at least once annually, conducting a portion of that meeting in private session with neither the CEO nor any other staff present. In nominating Board members to serve on the Audit Committee, the Board Operations Committee shall ensure that nominees possess the training and experience required to effectively carry out their oversight responsibilities.

Section 3. Board Standing Committees. The Board of Directors may establish standing committees that are not otherwise enumerated in these Bylaws as it deems necessary to assist in carrying out its governing responsibilities. Such standing committees shall be recommended by the Board's Board Operations Committee and shall be established by passage of a resolution by a simple majority of the Board. Board standing committees shall consist only of Board members, and the Board Chairperson shall appoint standing committee chairs and assign Board members to the standing committees. A Board standing committee may not exercise the powers of the Board with respect to management of the affairs of the Lighthouse, and can take action on behalf of the full Board only as explicitly specified in these Bylaws and in formal standing committee guidelines adopted by the Board of Directors by formal resolution.

ARTICLE VII - MEETINGS

Section 1. Annual Meeting of the Board of Directors: There shall be annual meetings of the corporation during the fiscal year as determined by the Board of Directors. The purpose of this meeting shall be to review the work of the corporation, to develop fellowship among the members and friends, and for such other purposes as may be appropriate from time to time. This meeting may be held in lieu of a regular meeting of the Board.

Section 2. Meetings of the Board of Directors:

- A. Regular Meetings: The Board shall meet at least each calendar quarter.
- B. Notice for Regular Meetings: Written notice shall be sent to each officer and Board member at the physical or electronic address last recorded on the books of the corporation at least five (5) days prior to each meeting; provided, however, that this requirement may be waived by resolution of the Board of Directors and that no notice of such meeting will be necessary if the entire Board is present.
- C. Special Meetings: Special meetings of the Board may be called by the Chairperson of the Board or upon written request of the Board Operations Committee or five (5) members of the Board.
- D. Notice for Special Meetings: Written notice shall be sent to each officer and Board member at the physical or electronic address last recorded on the books of the corporation at least five (5) days prior to each meeting or by telephone, provided a majority of the members of the Board of Directors shall sign a waiver of written notice. Notice of such Special Meetings shall contain a statement as to the purpose for which the meeting is being held.
- E. Quorum: Thirty-three percent (33%) of the Board of Directors shall constitute a quorum for the transaction of business. Except as may otherwise be provided in these Bylaws or in the Articles of Incorporation of the corporation, or by law, the act of a majority of Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. However, if less than a majority of the Directors are present at any meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

- F. Voting: The Chairperson of the Board and the chairperson of any committee of the Board, including the Board Operations Committee, may, in their discretion, authorize voting by telephone, facsimile, or regular mail provided Board members are notified in writing at the address last recorded in the books of the corporation of the issues to be voted on at least ten (10) days in advance of the meeting or the date of the vote count. Written notice of the issues to be voted on shall advise the Board members of the date of the vote count.
- G. Place: Meetings shall be held at the principal office of the corporation or at the place or places as the Board of Directors may from time to time by resolution designate.
- H. Presence at Meetings by Means of Communications Equipment: Members of the Board of Directors may participate in a meeting of the Board of Directors by means of conference telephone or similar communications equipment by means of which all person participating in the meeting can hear each other, and participation in a meeting conducted pursuant to this section shall constitute presence in person at such meeting.
- I. Action Without Meeting: No meeting need be held by the Board to take any action required or permitted to be taken by law, provided all members of the Board shall individually or collectively consent in writing to such action, and such written consent or consents is filed with the minutes of the proceedings of the Board. Action by written consent shall have the same force and effect as action by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and Bylaws authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.
- J. Invitations: The Chairperson of the Board may invite interested persons or organizations to the annual, regular or special meetings.

ARTICLE VIII - PRESIDENT

Section 1. Appointment: The President shall be appointed by the Board of Directors to serve at its discretion as the President/CEO of the corporation. The President may be removed by the Board of Directors with or without cause. By way of background, the title of Executive Director is replaced with the title of President/CEO, as of the effective date of these Bylaws.

Section 2. Duties: The President shall:

- A. Serve as President/CEO of the corporation and its programs.
- B. Employ or discharge personnel with appropriate advice of legal counsel.
- C. Act in an advisory capacity to the Board and Committee meetings, but have no power to vote.
- D. Keep an accurate record of current Board members and maintain and have charge of all the permanent records of the corporation.
- E. Make provision for notices to be provided for all meetings of the corporation and committees of the corporation and from time to time to provide for any other notices of meetings that shall be needed.
- F. Represent the corporation in matters dealing with the public or other agencies provided, however, that any matters extending beyond the ordinary course of business will require the Board's approval.

ARTICLE IX - EXECUTION OF DOCUMENTS

Section 1. Execution of Instruments: After review by legal counsel, deeds, mortgages, contracts, leases and all other instruments relating to the property of the corporation or under which the corporation shall incur any liability shall be executed in the name of and on behalf of the corporation either by the Chairperson of the Board or Chairpersons-Elect of the Board, and by the Board Secretary or the Board Treasurer or in such other manner as may be authorized by the Board of Directors. Such conferred authority may be general or confined to specific instances.

Section 2. Bank Accounts: The Board of Directors shall have the power to authorize the opening of such bank accounts and the deposit of funds therein and the withdrawal of such funds by drafts, checks, or instruments signed by such officers, agents, or employees of the corporation as the Board of Directors shall approve.

Section 3. Checks, Drafts and Orders of Payment: Except for petty cash transactions, all payments of and on behalf of the corporation shall be made by check. All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such other officer or other agent of the corporation as the Board of Directors designates. Such officer or agent shall be bonded on behalf of the company.

Section 4. Bonding: It shall be required that the officers of the Board, the

Section 5. President and staff members handling funds of the corporation be bonded at the expense of the corporation and in an amount determined by the Board.

Section 6. Deposits: The Board Treasurer shall assure that all funds be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositaries as the Board of Directors may select. The Board Treasurer shall assure that accurate books of account are kept and that monthly reports and an annual financial report are furnished to the Board Operations Committee and Board of Directors with a copy to the Board Secretary.

Section 7. Gifts and Contributions: The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise of any property whatsoever, for the general and specific charitable purposes of the corporation.

Section 8. Legal Counsel: The Legal Counsel shall be the advisor in all matters necessitating legal action. The Legal Counsel shall be selected by the Board of Directors.

ARTICLE X - AMENDMENTS

Section 1. Amendments to the Bylaws: These Bylaws may be amended, repealed, or added to, or new Bylaws may be adopted at any meeting of the members of the corporation at which a quorum is present, by an absolute majority of the members of the corporation present and entitled to vote, provided that a written notice of such proposed amendment shall have been contained in the notice of the meeting.

Section 2. Amendments to the Articles of Incorporation: The Articles of Incorporation may be amended at any meeting of the members of the corporation at which a quorum is present by a majority vote of the members present and entitled to vote, provided that a written notice of such proposed amendment shall have been contained in the notice of the meeting.

ARTICLE XI - PARLIAMENTARY AUTHORITY

Section 1. Parliamentary Authority: Robert's Rules of Order, Revised, shall govern all proceedings of this corporation where the Articles of Incorporation and By-Laws do not provide otherwise

Previous Revisions:

12/06

9/89

9/18/84

12/18/79

4/10/57

3/7/47

4/10/36