



**Washington Avenue Business Improvement District (BID),
Miami Beach By-laws**

Originally Adopted: January 14, 2019

Amended and Restated: July 10, 2025

ARTICLE I. NAME AND PURPOSE

1. Name

The official name of the organization is the **Washington Avenue Business Improvement District (BID), Miami Beach**.

The Washington Avenue Business Improvement District (BID), Miami Beach is the operating name of **Washington Ave BID Inc.**, a Florida not-for-profit corporation.

2. Purpose

The BID is organized to promote, enhance, and improve the Washington Avenue area as a vibrant business, cultural, and community district. Its purposes include, but are not limited to:

- Stimulating economic activity and tourism
- Improving public spaces, safety, and infrastructure
- Representing local businesses and property owners before the City of Miami Beach
- Supporting marketing initiatives, event programming, and development projects within the district

ARTICLE II. MEMBERSHIP

1. Eligibility

Membership is open to property owners, business operators, and stakeholders located within the BID boundaries, as defined by the original agreement with the City of Miami Beach.

2. Categories of Membership

- **Voting Members:** Property owners within the BID boundaries



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- **Non-Voting Members:** Business operators and organizations within the district that are not property owners but maintain an active interest in BID initiatives

3. Voting Rights

Each Voting Member is entitled to one vote on matters requiring member approval, including Board elections, major budgetary decisions, and amendments to these By-laws.

4. Dues and Assessments

Members are subject to annual assessments as determined by the Board of Directors and the City of Miami Beach pursuant to the original BID agreement.

Members not in good standing with required assessments may have voting rights or participation privileges suspended, subject to applicable law and City agreements.

ARTICLE III. BOARD OF DIRECTORS

1. General Powers

The Board of Directors ("Board") shall govern the affairs of the BID and shall have full authority to establish policies, approve budgets, and provide strategic oversight consistent with the BID's purpose.

2. Composition

The Board shall consist of officers and members elected or appointed in accordance with Board policy.

Current officers and Board members shall be maintained in official Board records or resolutions and are not fixed within these By-laws.

An Ex Officio representative from the City of Miami Beach may serve in a non-voting capacity.

3. Terms of Service

- Board members shall serve two-year terms.
- Members may be re-elected or reappointed without limitation.



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4. Duties of the Board

The Board shall:

- Establish strategic objectives and policies
- Approve annual budgets and major expenditures
- Oversee and evaluate the Executive Director
- Represent the interests of BID members

5. Meetings

- **Regular Meetings:** Held monthly or as determined by the Board
- **Special Meetings:** May be called by the President or by a majority of Board members
- **Notice:** At least seven (7) days' notice shall be provided

6. Quorum

A majority of Board members present shall constitute a quorum.

7. Voting

Each Board member, excluding Ex Officio members, shall have one vote.
A simple majority vote is required unless otherwise specified.

8. Vacancies

Board vacancies may be filled by majority vote of the remaining Board members for the remainder of the term.

ARTICLE IV. OFFICERS

1. President

- Presides over meetings
- Serves as chief officer of the Board
- Represents the BID publicly and exercises executive authority consistent with Board policy



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2. Vice-President

- Assumes the duties of the President when necessary
- Assists with special initiatives as assigned

3. Secretary

- Maintains official records and minutes
- Issues meeting notices and manages formal correspondence

ARTICLE V. EXECUTIVE DIRECTOR

1. Role and Authority

The Executive Director is responsible for implementing Board policies and managing the day-to-day operations of the BID.

The Executive Director is authorized to:

- Manage staff, consultants, and partnerships
- Execute contracts and agreements consistent with the approved budget
- Incur expenditures within Board-approved financial limits
- Act as liaison between the Board, City of Miami Beach, and stakeholders
- Take reasonable actions necessary to ensure continuity of operations

2. Oversight Areas

The Executive Director oversees:

- Finance and budgeting
- Marketing, communications, and events
- Public safety coordination
- Community and business engagement



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ARTICLE VI. COMMITTEES

1. Formation

The Board may establish standing or ad hoc committees as needed.

2. Authority

Committees are advisory unless expressly authorized by the Board and shall report recommendations for Board approval.

3. Membership

Committees may include Board members and non-Board members as appointed by the Board.

ARTICLE VII. FINANCIAL MANAGEMENT

1. Fiscal Year

The fiscal year shall run from April 1 through March 31.

2. Budget

The Executive Director shall prepare an annual budget for Board approval prior to August 1 of each fiscal year.

3. Financial Records

Accurate financial records shall be maintained and made available for review by the Board and, upon request, by members in good standing.

4. Controls

The Board may establish financial controls, including spending authority thresholds, signature requirements, and independent financial reviews, as deemed appropriate.



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ARTICLE VIII. AMENDMENTS

1. Proposal

Amendments may be proposed by a Board member or by a group of Voting Members.

2. Approval

A two-thirds (2/3) vote of the Board is required to adopt amendments to these By-laws.

ARTICLE IX. CONFLICT OF INTEREST

1. Disclosure

Board members must disclose any actual or potential conflict of interest and abstain from related votes.

2. Review

The Board shall conduct an annual review to ensure compliance with this policy.

ARTICLE X. CODE OF CONDUCT

1. Professionalism

All Board and committee members shall act in the best interest of the BID.

2. Confidentiality

Confidential information shall be respected and protected.

3. Removal

Any member or officer violating this Code may be removed by majority vote of the Board.



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ADOPTION STATEMENT

These By-Laws constitute the Amended and Restated By-Laws of Washington Ave BID Inc., adopted by the Board of Directors to ensure effective governance, transparency, and continuity of operations.