

## ***Miami-Dade Broadband Coalition (preliminary name)***

**The vision:** Creating a connected community that advances economic development, individual empowerment and quality of life.

**The mission:** To connect, enable and transform our community through universal broadband, applications, and participation.

### **Principles & Values**

**Value of Coalition:** There is inherent value, both for participants and for the region, in building a sustainable, accountable, and transparent network of organizational partners to aggregate and leverage knowledge, capacity, and outcomes related to technological progress.

**Inter-Connectivity:** Shared or inter-operable technologies, standards, resources, and program strategies will progressively enhance the potential for expanded infrastructure, reduced costs, and widespread benefits.

**Universality:** The universal nature of the coalition's technology access and participation goals will be reflected in the equity, diversity, and inclusiveness of its membership, its processes, and its broad activities and objectives.

### **Membership Structure**

**Composition:** The Miami-Dade Broadband Coalition (MDBC) is created by the stakeholder charter member organizations attached hereto. From time to time additional organizations may join the Coalition, or incumbent members may cease participation. An organization is defined for these purposes as an independent business or company, and/or a discrete unit of government. All members are to select/specify/identify/designate individuals by position and name who serve as their representatives and alternates to the Coalition for a term of one year and may be reappointed for up to three consecutive terms.

**Membership Responsibilities:** Members shall have the following responsibilities:

- Members will be expected to work within the vision, mission and goals of the Miami-Dade Broadband Coalition and will be broadly representative of the diverse categories of broadband interest groups.
- Members will be expected to contribute assets and expertise needed by the collaborative to pursue its mission and vision.
- All statements issued by members speaking on behalf of the MDBC shall not be used to promote one organization, agency or individual.
- Members will be expected to have designated representatives and/or alternates attend meetings and to maintain active communication with the Chair, the subcommittees, and the staff/consultants.

**Leadership:** An Interim Executive Committee (IEC) consisting of no fewer than 7 and no more than 13 members shall be appointed by vote of the membership at an officially called meeting. The Interim Executive Committee will be authorized to conduct affairs specifically authorized by the membership or to bring new matters before the membership. The chairs of

any current standing workgroups will serve on this Interim Executive Committee in addition to those elected by the membership at an officially called meeting. The IEC members will be representative of the diverse categories of Coalition membership. The members of each committee will select its own Chairman, and the members of the Interim Executive Committee shall designate by majority vote a Chair or Co-chairs, a Secretary, and an Acting Executive Director. .

**Meetings:** The entire membership of the MDBC shall meet at least two (2) times per year in such ways and at such times and places within South Florida as may be designated by the Executive Committee. In addition, subsets or working groups of the membership may convene meetings on an ad hoc basis in order to conduct the business of the Coalition

**Voting:** Although multiple people from a member entity may be in attendance at a workgroup or membership meeting of the Coalition, each member shall have only one voting representative at any officially called meeting. A member representative may request an alternate representative to attend the meeting and vote in their place. Working Groups of the Coalition may develop recommendation, priorities and/or resolutions for Interim Executive Committee disposition. Advanced notice of IEC meetings with agenda items being recommended for discussion and action should be given to all Coalition members with a reasonable comment period timeframe. All members may provide input to the IEC during their deliberations. If the Interim Executive Committee should not be able to reach a mutually acceptable consensus, an recommendation or resolution may go to the entire Coalition for disposition. As a general rule, major issues impacting the entire direction of the Coalition, would amend the charter, or entail selection of leadership, would go to the entire Coalition membership.

**Quorum:** A quorum for conducting the business of the MDBC shall consist of individual representatives of at least 35% of the membership being present at the meeting. No less than 50% of Interim Executive Committee members need to be present for a quorum at its meetings.

**Minutes:** Minutes of membership and other meetings shall be prepared by the Secretary with staff/consultant assistance. Minutes shall show attendance (designated representatives and guests), action taken, and a summary of issues discussed. The Coalition shall approve such minutes at each subsequent meeting.

**Conflict of Interest:** All individuals representing members of the Coalition and any committee established by the Coalition shall declare any and all conflicts of interest and refrain from voting on any issue in which such conflict of interest may exist. Conflicts of interest are defined as those matters in which the individual member has an indirect or direct financial interest, or other interest, which creates a benefit to the member personally, to the organization that the member represents, or to the organization with which the member is affiliated.

Each member representative and Coalition staff/consultant shall disclose to the individuals officiating a meeting any possible conflict of interest. Although a conflict shall not preclude participation in discussion or debate, no one with a conflict may vote on any matter involving a conflict for that person.

The minutes of any meeting shall include written records of all conflict of interest transactions.