

MEMORANDUM

DATE: October 18, 2005

TO: CRA Board of Commissioners

VIA: Frank Schnidman, CRA Executive Director

FROM: Chuck Adams, Managing Member
Adams Advisory Services, LLC

RE: October 25, 2005 Meeting - North Miami CRA By-Laws

At your meeting of October 11, 2005, we reviewed draft By-Laws for the North Miami CRA. Two significant topics were discussed: 1) the Executive Director's spending authority absent CRA Board approval, and 2) the procedure for amendment.

Enclosed as **Exhibit A**, is the proposed Resolution adopting the affixed By-Laws. Revising the draft document for the significant changes that either you or staff has identified effect six paragraphs summarized as follows.

- Page 3 & 4, Paragraph 3.3, Emergency Meetings. We deleted a sentence allowing for a waiver of public notice as in retrospect we see no necessity for the procedure and do not feel that it is good policy.
- Page 4, Paragraph 3.4, Notice of Meetings. We deleted two clauses allowing for a waiver of public notice for special meetings as again we see no necessity for the procedure and do not feel that it is good policy. We also deleted the clause "unless waived" originally provided in Paragraph 3.5 on Quorum and Voting.
- Page 5, Paragraph 4.3, Purchasing Goods and Services. The authority of the Executive Director to disburse funds without CRA Board approval has been set at and including \$25,000.00. Language has been added to make clear that, absent CRA Board approval, this is for both singular and cumulative purchases to third party vendors and contractors. The last sentence of the revised paragraph recognizes that the CRA may wish to piggyback on procurement contracts solicited by other governmental entities if in the best interest of the CRA.
- Page 6, Paragraph 5.6, Bonding of Officers and Employees. We have added a sentence requiring that the CRA Executive Director be bonded in the amount of his or her authority (i.e. \$25,000.00) to procure goods and services without CRA Board approval.
- Page 6, Paragraph 5.7, Maintenance and Disbursements of Funds. Clarifies again the \$25,000.00 limitation on the Executive Director's authority to disburse funds absent CRA Board approval.
- Page 6, Paragraph 5.8, Supervision of Accounts. Clarifies again the \$25,000.00 limitation on the Executive Director's authority to disburse funds absent CRA Board approval.

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- Page 7, Paragraph 7.1, Amending. We have provided for two readings of any proposed amendment to the By-Laws, and approval by a majority of no less than three Commissioners are required at each reading of the proposed amendment.

The above summarizes the significant changes made to the proposed By-Laws. Other minor changes correcting typographical errors, grammar, and consistency in word usage or for clarification have also been made. The CRA General Counsel has reviewed the proposed By-Laws for legal sufficiency and has improved the provisions at pages 7 and 8 on Indemnification and Insurance.

CAA
Enclosure: a/s/a

EXHIBIT A

RESOLUTION NO. _____

A RESOLUTION OF THE CHAIRMAN AND BOARDMEMBERS OF THE NORTH MIAMI COMMUNITY REDEVELOPMENT AGENCY, APPROVING THE BY-LAWS OF THE AGENCY; AND PROVIDING AN EFFECTIVE DATE.

WHEREAS, the Chairman and Boardmembers of the North Miami Community Redevelopment Agency (the “Agency”) have previously considered the terms and provisions of the By-Laws of the Agency in the form attached hereto as Exhibit 1 (the “By-Laws”); and

WHEREAS, the Agency desires to approve the By-Laws.

NOW, THEREFORE, BE IT RESOLVED BY THE CHAIRMAN AND BOARDMEMBERS OF THE NORTH MIAMI COMMUNITY REDEVELOPMENT AGENCY:

Section 1. The recitals in the whereas clauses are true and correct, and incorporated into this Resolution.

Section 2. The By-Laws attached hereto as Exhibit 1 are hereby approved.

Section 3. This resolution shall take effect immediately upon approval.

PASSED AND ADOPTED by a _____ vote of the Board of the North Miami Community Redevelopment Agency, this _____ day _____, 2005.

ATTEST:

NORTH MIAMI COMMUNITY
REDEVELOPMENT AGENCY

FRANK WOLLAND, CITY CLERK

KEVIN A. BURNS, CHAIR

APPROVED AS TO FORM:

GRAY ROBINSON, P.A.
CRA ATTORNEY

SPONSORED BY: ADMINISTRATION

Moved by: _____

Seconded by: _____

Vote:

Chair Kevin A. Burns	_____ (Yes)	_____ (No)
Boardmember Michael R. Blynn	_____ (Yes)	_____ (No)
Boardmember Jacques A. Despinosse	_____ (Yes)	_____ (No)
Boardmember Scott Galvin	_____ (Yes)	_____ (No)
Boardmember Marie Erlande Steril	_____ (Yes)	_____ (No)

BY-LAWS
OF
NORTH MIAMI
COMMUNITY REDEVELOPMENT AGENCY

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BY-LAWS
OF
NORTH MIAMI
COMMUNITY REDEVELOPMENT AGENCY

(A Community Redevelopment Agency Created
Pursuant to Chapter 163, Part III, Florida Statutes)

These By-Laws of the City of North Miami Community Redevelopment Agency address the administration and management of the Agency. If a conflict arises between these By-Laws and any provision of Florida Statutes including Chapter 163, Part III, Florida Statutes, or the Interlocal Cooperation Agreement dated September 1, 2005 between Miami-Dade County, the City and the Agency then, in that event, the statute or Interlocal Cooperation Agreement shall prevail.

ARTICLE 1

GENERAL

1.1 Establishment and Name. Pursuant to Chapter 163, Part III, Florida Statutes, the City Council of the City of North Miami, Florida, as the City's governing body (the "City") established a community redevelopment agency known as North Miami Community Redevelopment Agency (the "Agency" or "CRA").

1.2 Purpose and Objectives. The purpose of the CRA is to formulate a workable program for utilizing appropriate private and public resources to eliminate and prevent the development or spread of slum and blighted areas within the City.

1.3 Seal. The CRA shall have a seal which shall be circular in form and shall bear the name of the CRA. The Secretary shall be the custodian of the Seal.

1.4 Members and Terms. In accordance with Section 163.357(1), Florida Statutes, the City Council of the City has designated itself as the governing board of the CRA. Reference to the members of the CRA as a whole shall be "Board of Commissioners", "Commissioners," or "CRA Board". An individual member of the CRA shall be referred to as a "Commissioner"

1.5 Compensation. The Commissioners shall serve without compensation from the CRA, but shall be entitled to reimbursement for their actual and necessary expenses incurred in the discharge of their duties for the CRA. Requests for reimbursement shall be subject to the requirements of applicable law.

ARTICLE 2

OFFICERS AND EMPLOYEES

2.1 Officers. The officers of the CRA shall be a Chair and a Vice-Chair.

2.2 Chair. The Mayor of the City shall serve as Chair of the CRA. The Chair shall preside at all meetings of the CRA and shall execute instruments in the name of the CRA as may be required, and shall have general supervision, direction and control over the business and operations of the CRA.

2.3 Vice-Chair. The Vice-Mayor of the City shall serve as the Vice-Chair. The Vice-Chair shall, in the absence, disqualification, resignation, death, or disability of the Chair, or at the Chair's direction, exercise the functions of the Chair.

2.4 Executive Director. The CRA Board shall appoint a CRA Executive Director to administer its business and operations.

2.4.1. General. The Executive Director shall be the chief executive officer of the CRA.

2.4.2. Responsibility. The Executive Director shall prepare the CRA agenda, attend all meetings of the CRA, and shall be responsible for carrying out the policies established by the CRA. The Executive Director shall have general supervision over, and be responsible for, the performance of the day-to-day operations of the CRA. The Executive Director shall hire and set compensation for, necessary employees of the CRA, including contract employees, except as otherwise provided for herein. The Executive Director shall be responsible for preparing an annual budget for the CRA's approval, and shall be otherwise responsible for the CRA's fiscal operations.

2.4.3. Property Negotiations. The Executive Director may evaluate and negotiate for the CRA to acquire appropriate parcels of property in accordance with approved CRA redevelopment plans, applicable law and CRA actions.

2.5 Secretary. The CRA Board shall appoint the CRA Secretary. The Secretary shall be the custodian of the official seal and all books and records of the CRA. The Secretary shall attend all meetings of the CRA and keep minutes of its proceedings. All minutes once approved by the CRA shall be signed and certified by the Secretary and the Chair of the CRA, and shall be prima facie evidence of the facts and happening stated within the official minutes. The Secretary shall keep the seal in safe custody and have the power to affix the CRA's official seal to and attest all contracts and instruments to be executed by the CRA. The Secretary may delegate such duties to one or more individuals as a designee of the Secretary. The Secretary may perform such other duties as may be assigned by the Board.

2.6 General and Special Counsel. The Board shall appoint and set compensation for the CRA General Counsel who shall attend all meetings of the CRA and shall be responsible for the oversight of the CRA's legal affairs. Upon receiving the recommendation of the General Counsel, the Board shall also appoint and set

compensation for any Special Counsel as it deems necessary and appropriate, who shall work under the general supervision of the General Counsel.

2.7 Employees, Agents and Consultants.

2.7.1. Hiring. The CRA may hire, retain, and engage such employees, agents, consultants, experts, attorneys and specialists, as it deems necessary. Except as otherwise provided in these By-Laws or applicable law, the CRA Board of Commissioners is empowered to approve employment contracts, professional services agreement and other consulting contracts under such terms and conditions and durations as it deems appropriate to carrying out the purpose and objectives of the CRA.

2.7.2. Employment Contracts. The CRA Executive Director is empowered to execute employment contracts with such persons employed by the CRA within the pay ranges and benefits approved annually in the adopted budget of the CRA. The duration of such employment contracts entered into by the Executive Director shall not exceed two (2) years unless approved by the CRA Board. Unless otherwise approved by the CRA Board, employees of the CRA are entitled to the same leave benefits (i.e. vacation, sick, holiday, etc.), performance pay benefits, and severance pay as accrue to City employees in similar or equivalent classifications. Nothing herein shall prohibit the CRA from using City employees to provide services to the CRA subject to City approval in accordance with an Interagency Services Agreement to be entered into by both parties.

2.7.3. Personnel Policies. The CRA Executive Director shall prepare and submit for the approval of the CRA Board of Commissioners the personnel policies governing the CRA.

ARTICLE 3

MEETINGS

3.1 Regular Meetings. The CRA shall hold a regular meeting at least four times each fiscal year on a day and at a time and place to be designated from time to time by the Board.

3.2 Special Meetings. The Chairman, the Executive Director or any other two (2) Commissioners of the CRA may require the calling of a special meeting at a reasonable time and place by requesting the Executive Director to arrange for and give notice of such special meeting.

3.3 Emergency Meetings. Emergency meetings of the CRA may be called at any time and place by the Chairman or by a majority of the Board or by the Executive Director providing personal or telephonic notice to Board, specifying the time and place of the emergency meeting and the business to be transacted. No other business shall be considered at such meeting.

3.4 Notice of Meetings. The Executive Director will mail or deliver written notice of each regular meeting to CRA Board at least three (3) days prior to such meeting. Written notice of any special meeting shall be mailed or delivered at least two (2) days prior to such meeting. The notice of any special meeting shall set forth the purpose of the special meeting and no other business shall be conducted at that meeting. Notice of all special and regular meetings shall be provided to the public, appropriate City officials and the news media. Notice of emergency meetings shall be provided to the public, appropriate City officials and the news media as is reasonable under the circumstances.

3.5 Quorum and Voting. A majority of the CRA Board shall constitute a quorum for the purpose of conducting business. When a quorum is present, the CRA may act by a vote of a majority of the Commissioners present, unless otherwise provided by law or these By-Laws. If any meeting cannot be conducted because a quorum is not present, the Commissioners who are present may adjourn the meeting to a time certain, and notice of such adjourned meeting shall be given to each Commissioner.

3.6 Recessed and Continued Meetings. Where a meeting having been set and noticed under the provisions of these By-Laws and during the course of said meeting is recessed to a future time and place certain, there shall be no requirements for giving of notice of the time and place of continuation of said meeting other than the announcement thereof at said meeting.

3.7 Rules of Order. Except as provided by these By-Laws or applicable law, all meetings shall be conducted in accordance with the procedures approved and utilized by the City Council of the City of North Miami; provided, however, in the absence of any applicable procedure of the City, then the most recent Edition of Robert's Rules of Order, Revised, shall apply.

ARTICLE 4

CONTRACTS

4.1 Execution of Instruments. Legal instruments of the CRA shall be executed by the Chair and the Executive Director, attested by the Secretary and the form of any such instrument shall be previously approved by the General Counsel or duly authorized designee provided; however, that where by resolution of the Board, the execution of instruments is delegated to another person, such instrument may be executed in the manner provided by such resolution. In the absence of the Chair, the Vice-Chair may execute such instruments.

4.2 Real Property Acquisition and Disposition. The acquisition, conveyance and leasing of real property by the CRA shall be done in accordance with Chapter 163, Part III, Florida Statutes.

4.3 Purchasing Goods and Services. Except for employment contracts as provided for elsewhere in these By-Laws, and for purchases that must be made

under specific requirements of law or the CRA Board, the Executive Director or his written designee(s) may procure goods or services up to and including Twenty-Five Thousand Dollars (\$25,000.00) per purchase or contractual agreement. It is the intent of this provision that the amount of disbursement to a vendor providing goods or a contractor providing services not singularly or cumulatively exceed Twenty-Five Thousand Dollars (\$25,000.00) without the approval by motion of the CRA Board. The CRA Board must approve by motion all procurements for goods or services in excess of Twenty-Five Thousand Dollars (\$25,000.00). Except as provided, nothing contained herein is intended to limit the authority of the Executive Director or the CRA Board from procuring goods or services under the terms and conditions of a third party contract procured by another unit of state or local government when deemed in the best interest of the CRA.

ARTICLE 5

FISCAL MATTERS

5.1 Fiscal Year. The fiscal year of the CRA shall begin on October 1 and end on September 30 of each year.

5.2 Budget. The Executive Director shall prepare an annual budget and work program for the CRA's approval for each fiscal year, and such other budgets as the Commissioners may determine. The CRA shall not expend any funds other than those in the budget or otherwise authorized by the Board, provided that the Commissioners shall have the power to amend its budget as may from time to time be necessary.

5.3 Accounting Practices. The CRA shall comply with applicable Florida law and all regulations of the Florida Department Financial Services, or its successor, regarding uniform accounting practices and procedures for units of local government.

5.4 Annual Audit. The Executive Director shall arrange for an independent financial audit of the Redevelopment Trust Fund each fiscal year and a report of such audit by an independent certified public accountant in accordance with the provisions of Section 163.387(8), Florida Statutes. The CRA shall provide a copy of such report to each taxing authority contributing to the Redevelopment Trust Fund. The auditors shall be selected by the Board. The auditor of the CRA may not be the same auditor doing the annual audit of the City.

5.5 Annual Report. The CRA shall file with the City and with Miami-Dade County, on or before March 31 of each year, a report of its activities for the preceding fiscal year in accordance with the provisions of Section 163.356(3)(c), Florida Statutes. At the time of filing this report, the CRA shall publish in a newspaper of general circulation in the City a notice to the effect that such report has been filed with the City and that the report is available for inspection during business hours in the office of the Clerk of the City and in the CRA's office.

5.6 Bonding of Officers and Employees. The CRA may require that any or all Commissioners and employees be required to post bond for faithful performance of duty. The CRA shall pay bonding costs for all such bonds it requires. The Executive Director shall be bonded in an amount not less than the amount that the Executive Director is authorized to procure goods or services without the approval of the CRA Board.

5.7 Maintenance and Disbursement of Funds. All funds of the CRA shall be used only for purposes permitted by applicable law. Funds shall be distributed only at the direction or with the approval of the CRA Board or as provided for in accordance with these By-Laws, and pursuant to an adopted budget. All funds disbursed shall be supported by appropriate requisitions signed by the Executive Director. Notwithstanding the foregoing, except for employee compensation, no single or cumulative obligation requiring a disbursement in excess of Twenty-Five Thousand Dollars (\$25,000.00) to any one individual, person or corporate entity shall be made unless specifically approved by the CRA Board.

5.8 Supervision of Accounts. The Executive Director, subject to the direction of the CRA, shall have control and be responsible for the internal supervision and control of the accounts of the CRA. The Executive Director may assign a member of the CRA staff to assist in carrying out this responsibility. The Executive Director may not delegate the power to sign checks or otherwise disburse the funds of the CRA; provided, the CRA Board of Commissioners may approve a designee recommended by the Executive Director under such terms and circumstances, including the absence or incapacitation of the Executive Director, as may be prescribed. The Executive Director shall have the authority to sign all checks or authorize all electronic fund transfers to pay for the obligations of the CRA as provided in accordance with these By-Laws, the approved budget, approved contracts, and the specific actions of the CRA. All checks or disbursements of funds in excess of Twenty-Five Thousand Dollars (\$25,000.00) shall have the additional signature of the Chair and approval of the CRA Board.

ARTICLE 6

ADVISORY COMMITTEES

6.1 Power to Create. The CRA Board of Commissioners may, by resolution, create any committee or board to act in an advisory capacity to the CRA as shall be deemed necessary to carry out the functions, purposes and objectives of the CRA. The resolution establishing such committee or board shall set forth its specific powers and duties, the number and qualification of its members, the method of appointment and term of its members, and the minimum rules, regulations and reporting requirements upon which it shall operate. The resolution shall provide for an effective date. Unless otherwise delegated, by resolution, the Commissioners shall appoint all members to committees or advisory boards that it shall create. The CRA Board of Commissioners may, by resolution, abolish any existing committee or board and transfer, if deemed appropriate, its duties to any other committee or board or employee of the CRA.

ARTICLE 7

AMENDMENTS

7.1 Amending. The By-Laws of the CRA may be amended after hearing two readings of the proposed amendments, with both the proposed and final amendment adopted by an affirmative vote of no less than three of the Commissioners at any two consecutive regular or special meetings of the CRA. No such amendment shall be adopted unless at least two (2) days written notice thereof has been previously given to the Commissioners.

ARTICLE 8

INDEMNIFICATION AND INSURANCE

8.1 Indemnification of the CRA, its Officers, Members, and Employees. The CRA shall indemnify its commissioners, officers, employees or other persons serving at the request of the CRA in connection with any action, suit or proceeding, civil or criminal, actual or threatened, to which he or she shall be made a party or is threatened to made a party by reason of his or her being or having been, or by reason of any actual or alleged acts performed or omitted to be performed in connection with his being or having been a CRA commissioner, officer or employee of the CRA or person serving at the request of the CRA against all expenses (including, but not limited to, attorney's fees, judgments and payments in settlement) actually incurred; provided, however, that no person shall be so indemnified or reimbursed in relation to any matter in such action, suit or proceeding as to which he or she shall finally be adjudged to have been guilty of a criminal act or liable for gross negligence or willful misconduct in the performance of his or her duties to the CRA; and provided further, that no person shall be so indemnified or reimbursed in relation to any matters in such action, suit or proceeding which has been made the subject of a compromise settlement except with the approval of a court of competent jurisdiction, or the CRA acting by vote of members not parties to the same or substantially the same action, suit or proceeding, constituting a majority of the remaining Commissioners. The foregoing right of indemnification or reimbursement shall not be exclusive of other rights to which such person, his heirs, executors or administrators may be entitled as a matter of law.

8.2 Insurance. The CRA may purchase insurance for indemnifying its commissioner, officers, employees and other persons serving at the request of the CRA to the extent that such indemnification is allowed in Section 8.1 herein. The CRA may purchase other insurance, including liability and hazard insurance, as it deems necessary and appropriate.

Adopted on October 25, 2005 by the CRA Board of the North Miami Community Redevelopment Agency.