

AGENDA



**The Island City Foundation, Inc.
Tuesday, February 10, 2015
6:00 P.M. - Commission Chambers**

- 1. CALL TO ORDER**
- 2. ROLL CALL**
- 3. CONSENT AGENDA**
 - a. Minutes of January 27, 2015
- 4. RESOLUTIONS**
 - a. Resolution No. 2015-001:**
A RESOLUTION OF THE BOARD OF DIRECTORS OF THE ISLAND CITY FOUNDATION, INC., CREATING AN ENTERTAINMENT COMMITTEE; PROVIDING FOR CONFLICTS; PROVIDING FOR SEVERABILITY; AND PROVIDING AN EFFECTIVE DATE.
- 5. UNFINISHED BUSINESS**
- 6. NEW BUSINESS**
 - a. Motion to approve an amendment made to the Island City Foundation By-Laws, updating Section IV "Qualifications"
- 7. REPORTS FROM THE EXECUTIVE DIRECTOR**
- 8. REPORTS FROM THE BOARD OF DIRECTORS**
- 9. ADJOURNMENT**

MINUTES



**The Island City Foundation, Inc.
Tuesday, January 27, 2015
6:15 P.M. - Commission Chambers**

CALL TO ORDER

President Gary Resnick called the meeting to order at 6:15 p.m.

ROLL CALL

City Clerk Kathryn Sims called the roll. Present were Board Members Tom Green and Justin Flippen, and President Gary Resnick. Also present were Executive Director Joseph Gallegos and City Attorney Kerry Ezrol.

CONSENT AGENDA

Minutes of May 27, 2014

Board Member Green moved to approve the Minutes of May 27, 2014. Board Member Flippen seconded the motion. The motion prevailed a unanimous vote (3-0).

Financial Report for Fiscal Year 2014 through 9/30/14 and Fiscal Year 2015 through 12/31/14

Finance Director Bob Mays reviewed the financial report with the Foundation members. Board Member Green moved to approve the Financial Report. Board Member Flippen seconded the motion which prevailed by a unanimous roll call vote (3-0)

Vice President Julie Carson and Board Member Scott Newton joined the meeting at 6:18 p.m.

NEW BUSINESS

Annual Election of Officers and Executive Committee

Vice President

Secretary/Treasurer

Board Members (2)

Vice President Carson moved to appoint Scott Newton as Vice President, Justin Flippen to be Secretary/Treasurer and Tom Green and Julie Carson as Board Members. Board Member Green seconded the motion which prevailed by a unanimous vote (5-0)

Motion to approve the updates to signature card for Suntrust checking accounts

Vice President Newton moved to approve the Suntrust checking account signature cards. Board Member Carson seconded the motion which prevailed by a unanimous vote (5-0).

ICF Event Committee

Executive Director Gallegos announced the proposed formation of an event committee under the auspices of the Island City Foundation, made up of members of the Wilton Manors Development Alliance, city staff and other community members.

Board Member Carson moved to approve the Island City Foundation Event Committee. Secretary Flippen seconded the motion.

Executive Director Gallegos stated that upon approval, work would begin with the committee to begin preparation of the Stonewall event on June 21st.

President Resnick asked if there was term for the committee. City Attorney Ezrol stated that the By-Laws do not require a term for committees appointed by the Foundation.

Executive Director Gallegos stated that the City is looking for continuity with events and would recommend at least a two year term. President Resnick suggested that the terms be at the pleasure of the Foundation and they can remove or add members to the committee as it sees fit.

Board Member Green asked if the Halloween event will remain intact as is, to which Executive Director Gallegos stated that this committee has no intention on interfering with this well run event.

Board Member Carson asked that it be explained what the group will do. Executive Director Gallegos stated that they will act as a “promotional arm” of the City with all finances flowing through the City’s Finance Department, so that the City has complete control over the financial activity. Board Member Carson asked if there will be costs incurred with the startup of the Committee, to which Director Gallegos stated there is no anticipated financial impact.

Board Member Carson asked if they will be subject to the Sunshine Law and if so, if they will receive training. Director Gallegos stated in the affirmative and offered that they also attend the upcoming training for City Board Members.

Board Member Carson requested the name to “committee” instead of “board”.

Board Member Carson amended her motion to replace “board” with “committee” in all documents. Secretary Flippen made a friendly amendment for his name to be spelled correctly on the committee structure outline.

Secretary Flippen asked if the public will be able to attend and provide input if they so desired, to which Director Gallegos stated that since the committee falls under the Sunshine Law the meetings will be noticed and open to the public.

President Resnick asked if sub-committees, such as the food sub-committee, etc. will also be subject to the Sunshine Law. City Attorney Ezrol asked for time to research this query.

President Resnick asked if a quorum should be determined. It was determined that three members would constitute a quorum.

Board Member Carson wondered if all contracts for events would have to come to the Island City Foundation for approval. President Resnick suggested that the committee have approval authorization based on a budget.

Board Member Carson stated that there will be a cost to the Foundation for this committee, including noticing of meetings, minutes to be kept. Director Gallegos stated

that the City always incurs a cost on special events, and this will be no different. Board Member Green considered this cost to be more of an investment. Discussion ensued amongst the Board.

The rest of members of the event committee introduced themselves: Tim Higgins, Corrie Boyd, George Medeiros and Jaime Forsythe.

The motion, with amendments, prevailed by a unanimous roll call vote.

REPORTS FROM THE EXECUTIVE DIRECTOR

No reports were made.

REPORTS FROM THE BOARD OF DIRECTORS

Vice President Newton asked if the Board may be interested in a donation towards the Carriage House, to which President Resnick suggested it be discussed after the Historical Society's fundraiser on March 8th. It was decided that an Island City Foundation meeting be scheduled before the end of March.

ADJOURNMENT

The meeting adjourned at 6:44 p.m.



CITY OF WILTON MANORS

"THE ISLAND CITY"

ISLAND CITY FOUNDATION AGENDA REPORT

MEETING DATE: February 10, 2015

From: Joseph L. Gallegos, Executive Director
Prepared by: Same

- (a) Subject: Resolution No. 2015-001 Authorizing the Creation of an Island City Foundation (ICF) Entertainment Committee, pursuant to Article III, Purpose - of the Articles of Incorporation at Section 3; setting rules and procedures for the operation of the committee and other related matters.**
- (b) Report in Brief: At its meeting of January 27, 2015, the Board discussed and approved unanimously, the formation of subject Entertainment Committee. Resolution No. 2015-001 details the creation and make-up of the Committee, sets procedure for removal or resignation of members, sets certain areas of duties in the planning, organizing and execution of special events in the City**
- (c) Executive Director Recommendation: Recommend Approval**
- (d) Concurrences: Chief of Police, Director of Leisure Services, Director of Community Development Services**
- (e) Fiscal Impact: The Committee will consist totally of non-paid volunteers, with expenditures by the City as co-sponsors in support of the events equal to prior years as approved by the City Commission.**

Attachments: Resolution No. 2015-001

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RESOLUTION NO. 2015-001

A RESOLUTION OF THE BOARD OF DIRECTORS OF THE ISLAND CITY FOUNDATION, INC., CREATING AN ENTERTAINMENT COMMITTEE; PROVIDING FOR CONFLICTS; PROVIDING FOR SEVERABILITY; AND PROVIDING AN EFFECTIVE DATE.

WHEREAS, the Board of Directors of the Island City Foundation, Inc., does hereby deem it to be in the best interests of the citizens and residents of the Island City Foundation, Inc., to create an Entertainment Committee in accordance with Bylaw II, Section XXI of the Bylaws.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE ISLAND CITY FOUNDATION, INC., THAT:

Section 1. The foregoing "**WHEREAS**" clause is true and correct and is hereby ratified and confirmed by the Board of Directors.

Section 2. The Board of Directors of the Island City Foundation, Inc., hereby creates an Entertainment Committee as follows:

ENTERTAINMENT COMMITTEE

1. **Creation.** An Entertainment Committee is hereby created and shall consist of up to nine (9) members (which number shall always be an odd number) as follows:
 - a. The City Manager of the City of Wilton Manors, serving as Executive Director for the corporation, or his or her designee;
 - b. A representative of the Leisure Services Department of the City of Wilton Manors, selected by the City Manager;
 - c. A Wilton Manors Development Alliance representative selected by the Board of Directors of the Wilton Manors Development Alliance; and
 - d. Up to six (6) additional members appointed by the Board.
2. **Membership; Compensation; Chairman.** The Entertainment Committee shall serve at the pleasure of the Board of Directors without compensation. The Committee shall select a co-chairperson. The City Manager serving as the Executive Director shall also be a co-chairperson.

1 3. Removal of Members. Entertainment Committee members appointed or
2 approved by the Board of Directors serve at the pleasure of the Board of
3 Directors and shall be removed at any time by a majority vote of the Board of
4 Directors.
5

6 4. Resignation of Members. Resignation by an Entertainment Committee member
7 made orally or in writing will be deemed accepted by the Board of Directors
8 when the Entertainment Committee member announces his or her resignation to
9 the Entertainment Committee, Executive Director or Board of Directors. The
10 Board of Directors need not take any formal action to accept the resignation.
11 Failure of a member to attend three (3) consecutive meetings shall be deemed a
12 resignation.
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14 5. Powers and Duties. The Entertainment Committee shall have the power and
15 the duty to plan, organize, and implement the 2015 Stonewall Event. The
16 Entertainment Committee shall be responsible for the following:
17

- 18 (1) Food & Beverage
- 19 (2) Entertainment
- 20 (3) Marketing/Media
- 21 (4) Logistics
- 22 (5) Staffing
- 23 (6) Sponsors
- 24 (7) Vendors
- 25 (8) Other activities as directed by the Board of Directors or the City
26 Manager
27

28 In the event the Entertainment Committee needs funding, such request shall be
29 subject to review and approval by the Board of Directors.
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31 6. Rules of Procedure. The Entertainment Committee shall conduct its meetings
32 pursuant to Robert's Rules of Order, Newly Revised, and all applicable laws,
33 including Section 286.011, Florida Statutes and Chapter 119, Florida Statutes.
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35 7. The Entertainment Committee shall, in addition to advertising its meetings
36 pursuant to Section 286.011, Florida Statutes, invite the following interested
37 stakeholders to its meetings:
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- 39 (1) Pride Center
- 40 (2) Police Department
- 41 (3) Wilton Manors Development Alliance (WMDA)
- 42 (4) Wilton Manors Business Association (WMBA)
- 43 (5) Kiwanis Club
- 44 (6) Economic Development Task Force
- 45 (7) Fort Lauderdale High School
- 46 (8) PTA
- 47 (9) CANA

- (10) ENA
- (11) WAWM
- (12) City Parking Services
- (13) City Communications
- (14) Historical Society
- (15) General Appointment – Bobby Kyser (Design)
- (16) General Appointment – Bobby Blair (Media)

8. Meetings. The Entertainment Committee shall meet a least once every two months at a regularly scheduled time which is to be approved by the City Clerk. The Entertainment Committee may determine its own vacation period not to exceed more than one (1) cancelled meeting per year.

9. Liaisons.

- a. *Staff liaison.* The Entertainment Committee may have a staff person assigned to it by the City Manager to serve in an advisory capacity. Any requests on the part of the Entertainment Committee for information or services from the administration shall be made by the Chairperson of the Entertainment Committee to the City Manager or through the staff liaison if one is assigned.

Section 3. All resolutions or parts of resolutions in conflict herewith, be and the same are repealed to the extent of such conflict.

Section 4. If any Section, sentence, clause or phrase of this Resolution is held to be invalid or unconstitutional by any court of competent jurisdiction, then said holding shall in no way affect the validity of the remaining portions of this Resolution.

Section 5. This Resolution shall become effective immediately upon its passage and adoption.

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1 **PASSED AND ADOPTED BY THE BOARD OF DIRECTORS OF THE ISLAND**
2 **CITY FOUNDATION, INC., THIS ___ DAY OF FEBRUARY 2015.**
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5 ISLAND CITY FOUNDATION, INC.
6

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8 By: _____
9 Gary Resnick
10 Chairman of the Board of Directors
11

12 ATTEST:
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16 _____
17 Justin Flippen
18 Secretary
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21 ATTEST:
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24 _____
25 Kathryn Sims, CMC
26 City Clerk
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30 I HEREBY CERTIFY that I have
31 approved the form of this Resolution.
32

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35 _____
36 KERRY L. EZROL, Esq.
37 Attorney for Island City Foundation, Inc.



CITY OF WILTON MANORS

"THE ISLAND CITY"

ISLAND CITY FOUNDATION AGENDA REPORT

MEETING DATE: February 10, 2015

From: Joseph L. Gallegos, Executive Director
Prepared by: Same

(a) **Subject:** Motion to approve an update to the Island City Foundation's By-Laws, Updating Section IV, entitled Qualifications, by amending the wording concerning the potential denial of membership on the Board of Directors based on reasons of race, creed etc.

(b) **Report in Brief:** As the last update to the ICF's By-Laws, by the Board occurred in October of 2008, updated language prohibiting discrimination in all its forms approved by the City in the interim, needs to be included in the subject section to reflect current City custom and rules of conduct.

In substitution of the former "race, creed, national origin, age, handicap, color, sex or religion" the following wording has been included: "color, creed, religion, national origin, ancestry, age above the age of twenty-one (21), sexual orientation, gender identification, gender, marital status, pregnancy, familial status, veterans status, political affiliation, or physical or mental disability."

(c) **Executive Director Recommendation:** Recommend Approval.

(d) **Concurrences:** City Attorney, staff

(e) **Fiscal Impact:** None

Attachments: Updated By-Laws.

BYLAWS OF
THE ISLAND CITY FOUNDATION, INC.
A FLORIDA CORPORATION NOT FOR PROFIT

BYLAW I

OFFICES

A. Principal Office: The principal office of the Corporation in the State of Florida shall be located in the City of Wilton Manors, Florida, County of Broward.

B. Other Offices: The Corporation may have other such offices, either within or without the County of Broward, State of Florida, as the Board of Directors may determine, or as the affairs of the Corporation may require, from time to time.

BYLAW II

BOARD OF DIRECTORS

Section I. Authority: The affairs of the Corporation shall be managed by a governing body to be known collectively as the Board of Directors, which shall have autonomous authority for the conduct of the Corporation.

Section II. Composition: The Board of Directors shall be comprised of the members of the duly elected City Commission of Wilton Manors, Florida, presently numbering five. Thus, being representative of the community at large, they may meet in the capacity of the Board of the Corporation in meetings scheduled and called to order separately from City business, with agendas including only matters having to do with the activities, business, expenditures, policies, and so forth, of the Corporation.

A quorum of the Board shall be a majority of those members of the Commission holding office. All members of the Commission shall be eligible for Board membership, whether elected or appointed to fill a vacancy.

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Section III. Terms: Each member of the Board of Directors shall serve terms concurrent and identical with the terms they are serving as members of the Commission.

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Section IV. Qualifications: The qualification for membership on the Board of Directors of the Corporation shall be service on the City Commission as a Commission member, whether elected or appointed to fill a vacancy. As is the case with eligibility for service as a City Commission member, no person shall be denied membership on the Board of Directors by reason of race, ~~creed, national origin, age, handicap, color, sex, or religion~~ color, creed, religion, national origin, ancestry, age above the age of twenty-one (21), sexual orientation, gender identification, gender, marital status, pregnancy, familial status, veterans status, political affiliation, or physical or mental disability.

Section- V. Attendance: No business of the Corporation shall be conducted without the presence of a quorum.

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Section VI. Vacancies: Vacancies occurring on the Board shall be filled according to provisions for filling vacancies on the City Commission.

Section VII. Period of Service: All Directors shall serve according to their terms until their respective successors have been duly elected, unless otherwise unable to fulfill their duties.

Section VIII. Authority: The Board of Directors shall exercise the powers and perform the duties specified in the Florida Not For Profit Corporation Act, and as otherwise provided in the Articles of Incorporation and by these Bylaws not inconsistent therewith.

Section IX. Compensation: Directors shall serve without compensation.

Section X. Meetings: The Board of Directors is required to meet at least one time a year. The meeting shall be held concurrent with the annual meeting of the Board of Directors in the month of December, on the second Tuesday occurring therein (or as may otherwise be set by the Board).

Additional meetings may be called by majority vote of the Board of Directors, or by the President.

Written Notice of meetings shall be made by the Secretary to each Director, with an agenda prepared by the President, at least forty-eight hours prior to the date of the meeting, and to members of the Honorary and Advisory Boards, and to other such persons as may request notification. Business for inclusion in the Agenda may be submitted to the President at any time prior to this forty-eight hour period.

Section XI. Officers: The Corporation shall have three officers, who collectively shall also comprise the Executive Committee of the Board, including a President, a Vice President, and a Secretary/Treasurer. The President shall be one and the same as the Mayor; the other two officers shall be nominated annually from amongst the other four members of the Board, and approved by a majority vote of the Board at its annual meeting, and shall serve a one-year term (or as many successive terms as nominated and approved while serving as a member of the Board of Directors). Duties of each officer are listed below.

Section XII. Fiscal Year: The fiscal year of the Corporation shall be from October 1st to September 30th.

Section XIII. The Board of Directors shall certify currency of the Articles of Incorporation and Bylaws of the Corporation at its annual meeting; a letter so certifying shall be signed and dated by the President of the Board of Directors and placed in the minute book of the Corporation.

Section XIV. Quorum: A quorum shall consist of a simple majority of the serving Directors. Unless a greater number is expressly required by statute or regulation, by the Articles of Incorporation, or by these Bylaws, every act of or decision made by a majority of the

Directors present at a meeting duly held at which a quorum is present shall be the act of the Board of Directors.

Section XV. Executive Committee: The Officers of the Corporation shall collectively comprise an Executive Committee; all members of the Executive Committee must be members of the Board of Directors.

Section XVI. Evaluations: The Board of Directors may conduct an annual evaluation of the activities of the Corporation for the prior year, and shall establish criteria and procedures for same, the results of which are to be reported at the annual meeting.

Section XVII. Employment of staff: The Board of Directors may retain paid staff as necessary to undertake the day-to-day business of the Corporation, consistent with the policies and directions set by the Board, providing that said staff exhibit appropriate qualifications for the position which they are to hold. The Board may also retain services of consultants and other professionals to assist the Board and/or staff in the performance of selected tasks.

Section XVIII. Fiscal Management: The Board of Directors may retain a professional accounting firm, the purpose of which is to establish written fiscal and management policies for the Corporation, and to provide the Board with an annual audit and review of revenues and expenses. The Board may also engage professional accounting assistance and advice in the preparation of the annual budget, and as appropriate to provide ongoing guidance during the year.

The Board of Directors may have an annual report prepared, to be distributed to interested parties at the annual meeting, including therein a summary of activities during the prior year, income and expenses, the results of the audit, and goals, objectives, and plans for the coming year.

Section XIX: Planning: The Board of Directors may prepare from time to time as needed a development plan, beginning in the first year of operation, which shall provide an assessment and description of the status of the Corporation, as well as identification of long-term projects which the Corporation would like to undertake in furtherance of its purposes, the cost of those projects, timetables, sources of revenue to fund the projects, and so forth. The plan may also provide information on projections of revenue and expenses, anticipated problems and probable solutions, time schedules for key events and activities and other relevant related information.

Section XX: Additional Boards: The Board of Directors may create by nomination two additional, non-voting boards as follows:

1. Honorary Board: The Board of Directors shall nominate, and approve by majority vote, a number of approximately ten persons willing to lend their names to the Corporation as an Honorary Board of Directors. Such persons shall include, but not be limited to, persons of prominence in government, education, politics, banking, community leadership, foundation involvement, and other areas.

Persons nominated for this Honorary Board, approved by majority vote by the Board of Directors present at a duly convened meeting at which a quorum is present, and consenting to serving in this manner, may have their names listed in printed material by the Corporation, and/or used in other manners satisfactory to the members of the Honorary Board. Terms of service for the Honorary Board shall be two years, or as fixed from time to time by the Board of Directors.

Meetings of members of the Honorary Board shall be at the discretion of its members as needed. The key purpose of the Honorary Board is to facilitate the establishment of effective contacts for the Corporation among the myriad of public and private funding agencies.

Members of the Honorary Board may attend regular Board meetings, but are not empowered to vote on Corporation business.

2. Advisory Board: The Board of Directors may nominate and approve by majority vote present at a duly convened meeting at which a quorum is present, not less than five nor more than ten individuals having special technical skills helpful to the goals and objectives of the Corporation, the purpose of which shall be to review the annual programs, activities, and operations of the Corporation, to make suggestions for improvements and/or solutions to problems, to make suggestions regarding possible improvements or additions in programmatic activities and/or capital facilities which might be beneficial to the general public and/or for planning for programs to be undertaken in the Arts, recreation, social services, crime prevention, education, and/or other priorities, and to undertake any and all related work as may be appropriate.

The Advisory Board shall convey these suggestions and the results of their reviews to the Board of Directors in an annual written report, and intermittently during the year as warranted by circumstance.

The members of the Advisory Board may call meetings at their own discretion, and will serve terms for a period of two years each, or as otherwise set from time to time by the Board of Directors. Members of the Advisory Board shall be encouraged to attend the annual meeting of the Board of Directors, and others as warranted, but are not empowered to vote on Corporation business.

Section XXI: Committees: The Board of Directors may form from amongst its members or members of the public at large one or more committees, in addition to the Executive Committee, from time to time, to assist in the gathering of information, performance of tasks, or other duties related to the general attainment of the purposes of the Corporation. Such

committees may include, but not be limited to, such groups as: an Operations Committee, a Cultural Committee, a Planning Committee, a Fundraising and Grants Acquisition Committee, an Education Committee, a Building Committee, a Program Committee, and others. If created, such committees would be subject to the form, responsibilities, duties, terms, and limitations set by the Board of Directors.

BYLAW III

Executive Committee

Section I. Authority: The Executive Committee shall be vested with the powers permitted by Florida Statutes, consistent with following Sections.

Section II. Composition: The Executive Committee shall consist of the officers of the Corporation, including the President, Vice President, and Secretary/Treasurer.

Section III. Other Committees: The Executive Committee shall select and appoint the Chairperson of any and all standing committees, and shall have the authority to create committees as it is determines from time to time.

Section IV. Meetings: Executive Committee shall meet at least one time per year, exclusive of the meetings of the Board of Directors.

Section V. Terms: Members of the Executive Committee shall serve for a term of one year, consistent with the nominations for and service as officers of the Corporation.

Section VI. Responsibility: The Executive Committee shall have the authority to make decisions on day to day business, execute agreements and contracts, approve payment of bills, and undertake other action on behalf of the Board of Directors as may be warranted by circumstance, consistent with the general policies of the Board, the annual budget, the annual plan, and other criteria as may be set forth by the Board of Directors.

BYLAW IV

Officers

Section I. Number: The officers of the Corporation shall be as follows: President, Vice-President, and Secretary/Treasurer. Persons serving as officers must be members of the Board of Directors and shall serve as an officer for a term of one year, or as many successive terms as nominated and approved, as long as they serve as members of the Board of Directors. Officers shall be nominated by the members of the Board of Directors at their annual meeting, and approved by a majority vote present at such meeting. The Board of Directors may elect or appoint other such officers from amongst the public at large, including one or more assistant secretaries, one or more assistant treasurers, and others, as may be deemed necessary to carry out the purposes of the Corporation, each with the authority to perform duties as prescribed by the Board of Directors. A member of the Board of Directors may hold two positions as officer, except that one person may not be both President and Secretary.

Section II. Removal: Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors by a majority vote of the Board of Directors present at a meeting whenever, in its sole judgement, the best interests of the Corporation may be served thereby, but such removal shall be without prejudice to contract or other rights of any of the officers so removed.

Section III. Vacancies: A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by appointment of the President with concurrence of the majority of the Board present at a meeting, for the unexpired portion of the term. A vacancy in the office of President, caused by a vacancy in the Office of Mayor of the City, shall be filled for the remainder of the unexpired term by nomination of the Board of Directors and a majority vote of approval thereof, until such time as a new Mayor shall be elected or appointed to office.

Section IV. President: The President shall be the principal executive officer of the Corporation, and shall in general supervise and control all of the business and affairs of the Corporation. He shall preside at all meetings of the Board of Directors and Executive Committee. He may sign, with the Secretary or with other appropriate officers of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, checks, or other instruments that the Board of Directors have authorized to be executed, and except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statutes to some other officer or agent of the Corporation. In general, he/she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section V. Vice President: In the absence of the President, or in the event of his/her inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting shall have all the powers of, and be subject to, all restrictions upon the President. The Vice President shall cause to be prepared by the Assistant Treasurer the assembly and preparation of the Annual Report, providing information on the status of all activities as necessary, to be distributed to the Board of Directors at the annual meeting. And the Vice President shall perform such other duties as may from time to time be assigned to him/her by the President or by the Board of Directors.

Section VI. Treasurer: The Treasurer or Assistant Treasurer may have charge and custody of, and be responsible for, all funds and securities of the Corporation, including receiving and giving receipts for monies due and payable to the Corporation from any source whatsoever and depositing all such monies in the name of the Corporation in such banks, companies, or other depositories as shall be selected by the Board of Directors.

The Treasurer may coordinate through the Assistant Treasurer the development of and implementation of fiscal and management policies of high standards in conjunction with professional advice including the maintenance of records to facilitate an annual audit, monitoring and supervision of the annual budget as needed and expenditures thereunder, monitoring and supervision of the receipt and expenditure of grant funds and donations, and so forth. The Treasurer shall cause to be prepared and distributed financial status reports as needed of all receipts and expenditures for each meeting of the Board of Directors, and as otherwise requested by the President. Further, the Treasurer shall coordinate the preparation of the annual IRS 990 Form (if required), and the preparation of the financial section of the Annual Report as needed. The Treasurer shall in general perform all duties incident to the office of Treasurer and such other duties as may from time to time be assigned to him by the President, or by the Board of Directors. The Treasurer may be bonded for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors may determine to be appropriate.

Section VII. Secretary: The City Clerk as Assistant Secretary, shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose, shall see that all notices are given in accordance with the provisions of these Bylaws, or as required by law, be custodian of the corporate records, shall keep a register of the post office address of each member of the Board of Directors (which shall be furnished to the Secretary), and in general shall perform all duties incident to the office of the Secretary and other such duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

Section VIII. Assistant Treasurers and Assistant Secretaries: Unless or until other appointees are appointed by the President with the majority vote of the Board of Directors, assistants for the offices of Secretary and Treasurer shall be the City Manager and the City Clerk respectively. These positions need not be filled by members of the Board of Directors. pPersons

appointed to perform in these duties may be bonded for the faithful performance of their duties in such sums and with such sureties as the Board of Directors shall determine to be appropriate. If not members of the Board of Directors, holders of these positions may not vote on Corporation business.

BYLAW V

RULES OF ORDER

Roberts Rules of Order shall be the procedural format used for conducting and considering business in meetings of the Board of Directors and the Executive Committee.

BYLAW VI

BOOKS AND RECORDS

Correct and complete records of all meetings of the Board of Directors and the Executive Committee, and copies of all correspondence, resolutions, audits, reports, plans, printed materials, grants, income, and expenditures, and any and all other documents pertaining to Corporation business, shall be maintained by the City Clerk, and his/her successors, at the principal place of business of the Corporation, in a manner safe from thefts fire, water, or other damage, for a period of seven years, or as otherwise advised by legal counsel and approved by the Executive Committee.

Such books and records shall be available for use and inspection by any member of the Board of Directors, by agencies having an interest in Corporation business, and by the general public (although reasonable parameters, pursuant to Florida law, may be enacted for access to contain excessive use of staff time, copying costs, and/or etc.).

BYLAW VII

CONTRACTS, CHECKS DEPOSITS, AND FUNDS

Section I. Contracts: The Executive Committee may authorize an agent or agents of the Corporation, in addition to the officers authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section II. Checks, Drafts, and Other Orders for Payment: 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 any two of the three individuals serving as the officers of the Corporation at the time. At least one of the persons signing such documents, however, may be required to give a bond of surety, the sufficiency of which may have been set by the Board of Directors.

Section III. Deposits: All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Executive Committee may select.

Section IV. Gifts: The Officers of the Corporation may accept on behalf of the Corporation any contribution, gift, bequest, grant, or devise for the general purposes or for any special purpose of the Corporation to the extent permitted by Florida law.

BYLAW VIII

MISCELLANEOUS

Section I. Corporate Seal: The Board of Directors shall provide a corporate seal, which shall be in accepted, usual form, containing the exact name of the Corporation, the state of incorporation and the date of incorporation.

Section II. Waiver of Notice: Whenever any notice is required to be given under the provisions of the Articles of Incorporation or the Bylaws of the Corporation, a written waiver thereof 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.

BYLAW IX
AMENDMENTS

Power of Members to Amend Bylaws: The Bylaws of this Corporation may be amended, repealed, or added to, or new Bylaws may be adopted, by a vote of a majority of the members of the Board of Directors.

BYLAW X
EQUAL OPPORTUNITY

Policy: The Board of Directors shall enact and implement a policy of equal opportunity, insuring nondiscrimination in corporate activities, policies, programs, services to the public, and so forth. Such policy shall be consistent with generally accepted standards among public entities.

Dated _____, ~~2008~~2015

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Signed: _____
~~Ted Galatis~~Justin Flippin

, Secretary