



VILLAGE OF PALMETTO BAY

Mayor Karyn Cunningham
Vice Mayor Leanne Tellam
Council Member Patrick Fiore (Seat 1)
Council Member Steve Cody (Seat 2)
Council Member Marsha Matson (Seat 3)

Village Manager Nick Marano
Village Attorney John C. Dellagloria
Village Clerk Missy Arocha

In accordance with the Americans with Disabilities Act of 1990, persons needing special accommodation, a sign language interpreter, or hearing impaired to participate in this proceeding should contact the Village Clerk at (305) 259-1234 for assistance no later than four days prior to the meeting.

AGENDA

COMMITTEE OF THE WHOLE WORKSHOP

TUESDAY, SEPTEMBER 20, 2022 - 7:00 PM

Village Hall Council Chambers, 9705 E. Hibiscus Street, Palmetto Bay, FL 33157
(305) 259-1234

1. **CALL TO ORDER, ROLL CALL, INVOCATION, PLEDGE OF ALLEGIANCE, AND DECORUM STATEMENT, IN THAT ORDER:** Any person making impertinent or slanderous remarks, or who becomes boisterous, while addressing the Council may be barred from further appearance before the Council by the Mayor, unless permission to continue or again address the Council is granted by a majority vote of the Council. Applauding speakers shall be discouraged. Heckling or verbal outbursts in support or opposition to a speaker, or his or her remarks, shall be prohibited. No signs or placards shall be allowed in the Council meeting. Persons exiting the Council meeting shall do so quietly. All cellular telephones and beepers are to be silenced during the meeting.
2. **PUBLIC COMMENTS**
3. **PRESENTATIONS**
 - A. **HOWARD DRIVE 5TH GRADE GRADUATION CLASS** (*Sponsored by Administration*)
 - B. **1ST ANNUAL MAYOR'S CITIZENS ACADEMY GRADUATION CLASS** (*Sponsored by Mayor Karyn Cunningham*)

4. VILLAGE COUNCIL AND ADMINISTRATION DISCUSSION ITEMS

- A. PALMETTO BAY FOUNDATION BYLAWS *(Sponsored by Village Attorney John C. Dellagloria)*
- B. USES FOR PARK DRIVE FROM SW 179TH STREET TO SW 175TH TERRACE AND .9 ACRE PARK DRIVE PROPERTY *(Sponsored by Councilmember Marsha Matson)*
- C. TRAFFIC RELIEF ON OLD CUTLER ROAD *(Sponsored by Councilmember Steve Cody)*
- D. BECOMING A SISTER CITY *(Sponsored by Mayor Karyn Cunningham)*
- E. SUSTAINABILITY ACTIONS AND COMMITTEE PLANNING *(Sponsored by Administration)*
- F. LOBBYING LAW AND REQUIREMENTS *(Sponsored by Village Attorney John C. Dellagloria)*
- G. VPB ART COLLECTION ON OFFICIAL WEBSITE *(Sponsored by Councilmember Marsha Matson)*
- H. SITE PLAN THRESHOLDS *(Sponsored by Administration)*
- I. BICYCLE AND PEDESTRIAN IMPROVEMENTS ON SW 184TH STREET *(Sponsored by Councilmember Marsha Matson)*

5. NEXT COMMITTEE OF THE WHOLE WORKSHOP DATE

- TUESDAY, OCTOBER 18, 2022

6. ADJOURNMENT

WE, THE VILLAGE COUNCIL OF THE VILLAGE OF PALMETTO BAY, HEREBY COMMIT OURSELVES TO MAINTAINING CIVILITY IN OUR PUBLIC AND POLITICAL DISCOURSE AND PLEDGE TO THE FOLLOWING PRINCIPLES:

- **We will respect the right of all citizens in our community to hold different opinions;**
- **We will avoid rhetoric intended to humiliate or question the wisdom of those whose opinions are different from ours;**
- **We will strive to understand differing perspectives;**

- **We will choose our words carefully;**
- **We will speak truthfully without accusation and we will avoid distortion; and**
- **We will speak out against violence, prejudice, and incivility in all of their forms, whenever and wherever they occur.**

PURSUANT TO FLORIDA STATUTES 286.0105, THE VILLAGE HEREBY ADVISES THE PUBLIC THAT IF A PERSON DECIDES TO APPEAL ANY DECISION MADE BY THIS COUNCIL WITH RESPECT TO ANY MATTER CONSIDERED AT ITS MEETING OR HEARING, HE OR SHE WILL NEED A RECORD OF THE PROCEEDINGS, AND THAT FOR SUCH PURPOSE, THE AFFECTED PERSON MAY NEED TO ENSURE THAT A VERBATIM RECORD OF THE PROCEEDING IS MADE, WHICH RECORD INCLUDES THE TESTIMONY AND EVIDENCE UPON WHICH THE APPEAL IS TO BE BASED. THIS NOTICE DOES NOT CONSTITUTE CONSENT BY THE VILLAGE FOR THE INTRODUCTION OR ADMISSION OF OTHERWISE INADMISSIBLE OR IRRELEVANT EVIDENCE, NOR DOES IT AUTHORIZE CHALLENGES OR APPEALS NOT OTHERWISE ALLOWED BY LAW.



PUBLIC NOTICE:
INSTRUCTIONS
FOR
PUBLIC PARTICIPATION



VILLAGE OF PALMETTO BAY NOTICE OF HYBRID COUNCIL WORKSHOP ("COMMITTEE OF THE WHOLE WORKSHOP")

NOTICE IS HEREBY GIVEN that on **TUESDAY, SEPTEMBER 20, 2022, at 7:00 PM** the Village of Palmetto Bay shall hold a *hybrid* Committee of the Whole Workshop at Village Hall Municipal Center, 9705 East Hibiscus Street, Palmetto Bay, FL 33157. ***No official action shall be taken by the Village Council during this Council Workshop.***

This meeting will be conducted using a teleconferencing platform and broadcast live. **Members of the public may participate in the virtual workshop and/or watch the virtual workshop via the Village's official Facebook page and/or our Granicus web stream on www.palmettobay-fl.gov.**

For persons wishing to participate virtually and provide public comment, please refer to the options described below:

Public comments forum (Option 1): Prior to the meeting, the public can submit a web form available at this address: <https://www.palmettobay-fl.gov/FormCenter/Public-Comments-Form-10/Public-Comments-Form-52>. Form submissions received prior to the meeting will be read before the item is heard. Form submissions received after 5:00 p.m. will remain part of the record.

Public comments forum (Option 2): Public attendees wishing to provide real-time, audible public comments during the meeting may do so using GoToWebinar's desktop, laptop, tablet, or smartphone app. Once registered, attendees will receive GTW session information and call-in telephone numbers for those wishing to use a telephone. Telephone attendees may not participate in public comment as the system has no way to mute or unmute. Attendees wishing to speak during public comment time must use the GoToWebinar application on their desktop, laptop, or smart device. Attendees may not use a webcam whatsoever. In lieu if no availability to participate through the webinar, please submit your public comment using the web form as described above.

Please register to attend the session as follows:

<https://attendee.gotowebinar.com/rt/4930714135011816463>

After registering, you will receive a confirmation email containing information about joining the webinar.

Any meeting may be opened and/or continued, under such circumstances, additional legal notice would not be provided. Any person may contact Village Hall at (305) 259-1234 for additional information and/or may express their views in writing addressed to the Village Council via email: council@palmettobay-fl.gov. If a person decides to appeal any decision made by the Village Council, with respect to any matter considered at a meeting or hearing, that person will need a record of the proceedings and, for such purpose, may need to ensure that a verbatim record of the proceedings is made; such record includes the testimony and evidence upon which the appeal is to be based (F.S. 286.0105). In accordance with the Americans with Disabilities Act of 1990, persons needing special accommodation (or hearing impaired) to participate in this proceeding or to review any documents relative thereto should contact the Village for assistance at (305) 259-1234 no later than twelve (12) hours prior to the proceedings.

www.palmettobay-fl.gov



DISCUSSION ITEM:

4A

**COMMITTEE OF THE WHOLE WORKSHOP
DISCUSSION ITEM 4A**

Draft

**ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION OF
PALMETTO BAY FOUNDATION, INC.**

These Articles of Amendment to Articles of Incorporation are designed and intended to amend the Articles of Incorporation of the Florida public charitable corporation known as Palmetto Bay Foundation, Inc. as incorporated by those Articles of Incorporation executed on November 19, 2004 and filed with the Secretary of the State of Florida (Document N04000011043).

Article I. Corporate Name

The name of the corporation is the Palmetto Bay Foundation, Inc. ("Foundation")

Article II. Principal Office

The mailing address and principal office of the Foundation is 9705 E. Hibiscus St., Palmetto Bay, Florida 33156.

Article III. Purpose

The Foundation is established exclusively for charitable, educational and scientific purposes. It is intended to foster and promote community concern for the history of the Village and to aid and support other foundations organized and operated exclusively for charitable, educational, or scientific purposes

Article IV. Manner of Election of Directors

The manner in which the directors are elected or appointed is set forth in the Bylaws.

Article V. Amendment of the Articles of Incorporation

These Articles of may be amended only as set forth in the Bylaws.

Article VII. Member

The sole Member of the Foundation shall be the Village Council.

Article VIII. Registered Agent and Street Address

The Foundation's new registered agent and street address is:

Desmond Chin
Finance Director
Village of Palmetto Bay
9705 E. Hibiscus Street
Palmetto Bay, Florida, 33157

Article IX. Incorporator

The name and address of the incorporator of these Articles of Amendment is:

Desmond Chin
Finance Director
Village of Palmetto Bay
9705 E. Hibiscus Street
Palmetto Bay, Florida, 33157

Article X. Charitable Organization Provisions

It is intended that the Foundation shall be a public charity organization which is exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code. These Articles and Bylaws shall be construed to carry out this intent.

The Foundation is not organized and shall not be operated for pecuniary gain or profit. No part of the property of the Foundation and no part of any funds or investments shall inure to the benefit of or be distributed to any director or other private individual, and the Foundation may pay reasonable compensation for services rendered and may make distributions to carry out its charitable purposes.

The Foundation shall not attempt to influence legislation as would result in the loss of exemption under Section 501(c)(3). The Foundation shall not participate in or intervene in nor be included in the publication or distribution of any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the Foundation shall not engage in any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3).

Article XI. Nondiscrimination

No person shall be denied participation in the programs of, or other involvement with the activities of the Foundation, on the basis of race, creed, national origin, age, sex, handicap, or religion.

Article XII. Duration

The period of duration is perpetual.

Article XIII. Dissolution

If the Foundation dissolves, the Board of Directors shall pay or make provision for the payment of all its liabilities and shall distribute the remaining assets exclusively for charitable purposes. The Board may distribute directly for charitable purposes or may distribute to one or more charitable organization, which at that time qualify as exempt under Section 501(c)(3) of the Internal revenue Code and as other than a private foundation under Section 509(a) of the Code. Any assets not so distributed shall be distributed by a court of competent jurisdiction in Miami-Dade County, Florida, exclusively for such charitable purposes or to such one or more 501(c)(3) organizations as the court shall select.

Article XIV. Indemnification

The Board of Directors, the incorporator, all employees, agents, and all those acting upon the direction of the Board shall be indemnified, held harmless and defended by the Foundation against any and all claims, actions, suits, and damages, and any and all fees and expenses, at both trial and appellate levels, incurred as a result their position with the Foundation. This provision shall be in addition to any Officer and Director Insurance issued in the name of the Foundation.

IN WITNESS WHEREOF, the Village of Palmetto Bay Council as the sole member of the Foundation Inc. has signed and adopted these Articles of Amendment this _____ day of _____, 2022.

Having been named the new registered agent to accept service of process for the above Foundation at the place designated in this certificate, I am familiar with and accept the appointment as Registered Agent and agree to act in this capacity.

By: _____
Desmond Chin, dated _____

COMMITTEE OF THE WHOLE WORKSHOP DISCUSSION ITEM 4A

DRAFT AMENDED BY-LAWS OF PALMETTO BAY FOUNDATION INC.

The name of the corporation shall be the Palmetto Bay Foundation, Inc. (the "Foundation") and its purpose is as stated in the Articles of Amendment to Articles of Incorporation of the Palmetto Bay Foundation, Inc. a Florida not-for-profit corporation dated November 19, 2004, document NO400011043 ("Articles ").

ARTICLE 1

Directors

1.1 Number and Qualifications of the Board of Directors. The Board of Directors shall consist of not less than five (5) nor than nine (9) persons who reside or conduct business in the Village of Palmetto Bay, Miami-Dade County, Florida. The number of additional Directors, if any, shall be set by the Board of Directors from time to time and shall require an amendment to these By-Laws. Members of the Board shall be as follows: (i) the five members of the Village Council as constituted from time to time; (ii) other members elected by a majority vote of the Village Council on the basis of knowledge of and concern for the charitable needs of the Village's community, and on the basis of activity in or representation of public institutions or organizations in and around the Village which are concerned with charitable needs. The purpose of this provision is to make the Board of Directors representative of the public interest and needs for the benefit of the citizens of the Village.

1.2 Compensation. Directors shall serve without compensation, but they may be reimbursed for reasonable expenses incurred, based on receipts.

1.3 Term of Office. The five (5) Directors of the Village Council shall serve for their respective terms of office. The Directors elected by the Council shall not serve for more than four (4) years. A person who has previously served as a Director and who has been off the Board for one or more years may be elected again as a Director.

1.4 Powers and Duties of the Board of Directors.

(a) General Charge. The Board of Directors shall have general charge of the affairs and property of the Foundation. It shall be the duty of the Board to conduct its purposes.

(b) Employ Persons. The Board may employ persons to administer the Foundation, including an executive director and assistants, attorneys, trustees, and agents, may pay expenses and reasonable compensation for their services, and may terminate the employment at any time with or without cause. The Executive Director may be compensated and shall carry out the day-to-day operations of the Foundation.

(c) Appoint Fiduciaries. The Board may appoint fiduciaries, custodians, trustees, and agents to hold and manage Foundation funds.

(d) Appoint Advisors. The Board may appoint advisors to help the Board determine policies and formulate programs to conduct the Foundation's purposes.

(e) Replace Fiduciaries for Breach of Fiduciary Duty. The Board shall have the power to replace any participating fiduciary trustee, custodian, or agent for breach of fiduciary duty Section under Section _____, Florida Statutes. If it appears that there may be grounds for exercising this power, the Board shall notify the fiduciary involved and provide a reasonable opportunity for explanation and, if it so determines, for correction. The Board shall exercise this power at a meeting by the affirmative vote of a majority of the members of the Board. Before it exercises this power, the Board may seek advice of legal counsel as to whether a breach has been committed under law.

(f) Replace Fiduciaries for Failure to Produce Reasonable Return. The Board shall have the power to replace any participating fiduciary, trustee, custodian, or agent for failure to produce a reasonable return of net income, or appreciation where not inconsistent with the need for current income, with due regard to the safety of principal, over such reasonable period of time as is determined by the Board. In exercising this power, the determination with respect to a reasonable return of net income or appreciation shall be made separately with respect to each restricted fund and shall be made in the aggregate with respect to the unrestricted funds of the Foundation. As used herein, the term "restricted fund" means a fund, the income of which has been designated by the donor of the gift or bequest as being available only for the use or benefit of a named charitable organization or agency or for the use or benefit of a particular class of charitable organizations or agencies, the members of which are readily ascertainable and are less than five in number. If it appears that there may be grounds for exercising this power, the Board shall notify the fiduciary involved and provide a reasonable opportunity for explanation and, if it so determines, for correction. The Board shall exercise this power of replacement at a meeting by the affirmative vote of a majority of the members of the Board.

(g) Modify Restrictions. Notwithstanding any provision in these Bylaws or in any instrument of transfer creating or adding to a fund of the Foundation, the Board shall have the power to modify any restrictions or condition on the distribution of funds for any specified charitable purposes or to specified organizations if in the sole judgment of the Board, without the necessity of the approval of any fiduciary, trustee, custodian, or agent, such restriction or condition becomes, in effect, unnecessary, incapable of

fulfillment, or inconsistent with the charitable needs of the Palmetto Bay community. The Board shall exercise this power at a meeting by the affirmative vote of a majority of the members of the Board.

(h) Duty to Exercise Certain Powers. The Board is hereby committed to exercise, in the best interest of the Foundation, the powers described in Treasury Regulation Section 1.170A-9(e)(11)(v)(B), (C), and (D), the power to modify restrictions, the power to replace fiduciaries for breach of fiduciary duty, and the power to replace fiduciaries for failure to produce a reasonable return.

(i) Duty to Oversee Fiduciaries. The Board is hereby committed to obtain information and to take other appropriate steps with the view to seeing that each participating trustee, custodian, or agent administers the funds of this Foundation in accordance with the provisions of Treasury Regulation Section 1.170A-9(e)(11)(v)(F) to produce a reasonable return of net income or appreciation.

(j) Other Powers and Duties. The Board shall have such other powers and duties as are set forth elsewhere in the Bylaws.

1.5 Meetings.

(a) Annual Meeting. An annual meeting of the Board shall be held within the first five months of each year at a time and place set by the Chairman. At the annual meeting, Directors and officers shall be elected, and a financial report for the preceding year shall be given.

(b) Other Meetings. Other meetings of the Board shall be held at times and places set by the Chairman.

(c) Quorum. A majority of the Directors shall constitute a quorum.

(d) Notice. Notice of all Board meetings shall be given by email, fax, or mail at least ten days before a meeting to the usual business or residence address of each Director, but such notice may be waived by any Director. Presence at any meeting shall constitute a waiver of notice for that meeting.

(e) Majority vote. Unless otherwise provided in these Bylaws, action approved by the affirmative vote of a majority of the Directors present at a meeting at which a quorum is present shall be the action of the Board of Directors.

(f) Participation by Means of Communication. The Board may permit any and all Directors to participate in an annual or other meeting by, or conduct the meeting through the use of, any means of communication by which all Directors participating may simultaneously heard each other during the meeting. A Director participating in the meeting by this means is deemed to be present in person at the meeting.

(g) Action taken without meeting. Any action required or permitted to be taken at a Board of Directors meeting may be taken without a meeting if all the directors sign one or more written consents describing the action taken. The written consents shall be delivered to the Secretary for inclusion in the minutes for filing with the Foundation records reflecting the action taken. Action taken in this manner shall be effective when the last Director signs the consent unless the consent specifies a different effective date. Action taken in this manner has the effect of a meeting vote and may be described as such in any document.

1.6 Vacancies. Vacancies by death, resignation or otherwise shall be filled for the unexpired term by majority vote of the Directors then serving, although less than a quorum. A vacancy may only be filled by a person who possesses the qualifications referred to Article 2.1. Such person shall remain member of the Board until his successor is elected and qualified.

ARTICLE 2

Officers

2.1 Qualifications; Term. The officers of the Foundation shall be a Chairman, a Vice-Chairman, a Secretary, and a Treasurer. All of the officers shall be elected from the Directors. The officers shall be chosen by the Board at its annual meeting and shall serve for a term of one year and until their successors are elected and qualified. Officers may be removed at any time by the Board with or without cause. The Chairman shall be a resident of the Village.

2.2 Duties. The Chairman shall serve as Chairman of the Board and as chief executive officer of the Foundation. The Vice Chairmen shall assume the duties of the Chairman in the Chairman's absence. The Secretary shall be in charge of keeping the minutes and other records of the actions of the Foundation. The Treasurer shall be in charge of the financial affairs. Each of the officers shall have such other duties as may be assigned by the Chairman or by the Board.

ARTICLE 3

Financial

3.1 Independent Auditor. The Board shall select an independent auditor to audit the financial affairs of the Foundation. Within 120 days after the end of each fiscal year, the auditor shall prepare a financial statement, including a statement of assets and liabilities, a statement of income, expenses and distributions, and a list of projects and/or organizations to or for which funds were used or distributed for charitable purposes. The auditor shall also make such additional reports as may be ordered by the Board. The auditor shall also prepare financial data needed for returns or reports required by state or federal governments. The auditor's reasonable charges and expenses shall be paid by the

Foundation. Copies of all financial reports shall be made available to each Director and to each fiduciary having custody of Foundation funds.

3.2 Publication of Reports. At least annually the Board shall publish in one or more newspapers having general circulation in the Village a written report of its financial condition, activities, and distributions. The Board shall also distribute such written report to representative persons and organizations in the Village that, in the opinion of the Board, reasonably inform the interested public of the operations of the Foundation.

ARTICLE 4

Committees

4.1 Executive Committee. The Officers of the Foundation shall constitute the Executive Committee. The Board may add one or more other Directors as members of the Executive Committee. Except for the power to make distributions and the power to fill vacancies in the nominating committee or the Board of Directors and except as may otherwise be provided by the Board, the Executive Committee may exercise all powers of the Board during intervals between meetings of the Board, including the responsibility and power to exercise authority over the investment policies with respect to property of the Foundation, whether held directly or through trustees, custodians or agents. A majority of the members of the Executive Committee present at any meeting shall constitute a quorum, but no action may be taken except by a majority of the whole number of persons on the Executive Committee. The Executive Committee shall keep full records of its actions. All actions of the Executive Committee shall be reported to the Board at its meeting next succeeding such action and shall be subject to alteration by the Board, provided that no rights of third parties shall be prejudicially affected by the alteration. Vacancies in the Executive Committee shall be filled for the unexpired term by the Board.

4.2. Standing or Special Committees. The Board may establish other standing or special committees who shall have such powers and duties as the Board determines. These committees may include advisory groups consisting in whole or in part of non-Directors. The Board may discontinue such committees at any time.

ARTICLE 5

Gifts

5.1 How Gifts are Given. Donors may make gifts to the Foundation whether or not a trustee, custodian, agent, or other fiduciary is designated to receive the property contributed. Gifts shall vest in the Foundation upon receipt and acceptance.

5.2 Custody of Gifts. A donor may designate one or more fiduciaries to have custody of and invest a gift, and, if more than one, the portions of the gift to be held and invested by each. The fiduciary shall be subject to the powers of removal vested in the Board and contained in Article 1.4. In case of failure of a donor to designate a fiduciary, or failure of a designated fiduciary to accept custody of a gift, the Board may designate one or more fiduciaries to have custody of and invest the gift, and if more than one, the portions to be held and invested by each. The Foundation may enter agreements with fiduciaries having custody of funds regarding terms of such custody.

5.3 Gifts are Subject to CFP Governing Instruments. Each donor by making a gift agrees that the gift shall be subject to all terms of the Articles and Bylaws, as from time to time amended.

5.3 Split-interest Gifts. If a gift is made to a trustee in trust to make payments to the Foundation, followed by payments to any individuals or for non-charitable purposes, it shall not be treated as a component but rather only the payments to the Foundation shall be regarded as Foundation funds, subject to its Articles and these Bylaws, and then only when the Foundation becomes entitled to their use. If a gift is made to a trustee in trust to make payments for a period of a life or lives, to any individuals or for non-charitable purposes, followed by payments to the Foundation, it shall be treated similarly until all such non-charitable interests expire and the fund becomes a component fund of the Foundation. The Board of Directors may take such actions as it from time to time deems necessary or desirable to further the Foundation's interests in any such funds, whether components or non-components, or protect its right to receive payments from such funds.

5.5 Restricted Gifts. Any donor may give directions in the instrument of gift or transfer as to (i) field of charitable purposes or particular charitable organizations or purposes to be supplied, (ii) manner of distribution including amounts, times, and conditions of payments and whether from principal and/or income, and (iii) a name as a memorial or

otherwise for a fund given, or addition to a fund previously held, or anonymity for the gift. The Board may set limits on such restrictions and designations.

5.6 Commingling for Investment. No gift shall be required to be separately invested or held unless the donor so directs, or unless it is necessary in order to follow any other direction by the donor as to purpose, or unless it is needed to prevent tax disqualification, or unless it is required by law. In the absence of contrary instructions from its donors, directions for naming a fund as a memorial or otherwise may be satisfied either by keeping under such name accounts reflecting the interest of such fund in each common investment or by commingling the fund with others but referring in the Foundation's literature and other commemorative communications to the amount of the gift at the time it was received.

5.7 Other Charitable Organizations. In pursuance of the charitable objectives, the Board shall have the authority to cause to be formed or enter into any relationships with other organizations described in section 501(c)(3) of the Internal Revenue Code, including organizations operated for the benefit of and to carry out the purposes of the Foundation, in which case the Foundation may exercise such supervision and control over any organization described in section 509(a)(3) and the regulations thereunder.

(No donations from vendors, lobbyists, or developers; 4/5 vote to make any distributions)

ARTICLE 6

Distributions and Disbursements

6.1 Distributions for Charitable Purposes. At least annually the Board shall determine all distributions to be made from net income and principal, of the Foundation, including funds held by fiduciaries, pursuant to provisions of the Articles, these Bylaws, and the applicable donors' directions. The Board shall make the distributions or direct the respective fiduciaries to make the distributions to the appropriate organizations or persons. The Board shall make appropriate provisions to assure that the distributions are used solely for the Foundation's charitable purposes.

6.2 Disbursements for Administrative Expenses. At least annually the Board shall determine all disbursements to be made for administrative expenses and direct the respective fiduciaries to pay them and designate the funds to be charged.

6.3 Distribution of the Principal. The Board may distribute principal from funds given without directions as to principal or income or from funds given with directions expressly permitting use of principal. The Board shall inform the fiduciary as far in advance as practicable to permit the fiduciary to adjust its investment policies accordingly. The Board may, upon advice from the fiduciary as to how the desired distribution and any necessary liquidation of investments can most economically be accomplished, adjust its directions for distributions.

6.4 Disbursements for Research. The Board shall gather and analyze facts and conduct research to determine the most effective agencies and means for meeting the charitable needs of the Village. The Board may direct disbursements for such fact gathering and analysis and research from funds given for such purposes or from funds given without designation as to purpose. Disbursements for other proper administrative expenses, including salaries for professional and other assistance, shall be paid first from any funds designated by the donor for such purpose, and then from income of Foundation funds or from principal not specifically restricted against such use.

6.5 Distributions for Determined Charitable Needs. When the Board has determined that a charitable need exists, the Board may direct distributions to such persons, organizations, governments, or governmental agencies as in the opinion of the Board can best fulfill the need. The Board may also help create new qualified charitable organizations to fulfill the need. The Board shall make appropriate provisions to assure that the distributions are solely used for the Foundation's charitable purposes.

ARTICLE 7

Insurance

7.1 The Foundation may purchase insurance on behalf of the directors and Officers against liability asserted against them or individual Directors and Officers in that capacity or arising from their status as directors and officers.

ARTICLE 8

Books and Records

8.1 The Foundation shall keep and maintain correct and complete books and records of account and shall also keep and maintain minutes of proceedings of its Board of Directors and committees having any of the authority of the Board.

ARTICLE 9

Corporate Seal

9.1 The Board may provide a seal, which shall be in charge of the Secretary, and which shall be affixed to documents requiring the corporate seal.

ARTICLE 10

Fiscal Year

10.1 The fiscal year of the Foundation shall be the calendar year.

ARTICLE 11

Amendments

11.1 These Bylaws may be amended by a majority vote of the Directors at any annual meeting. These Bylaws may also be amended at any other meeting by a majority vote if the notice of the meeting contains notice of the proposed Bylaw change.

These Bylaws of the Palmetto Bay, Inc. amend and replace those originally adopted and approved by the Board of Directors on December 6, 2004.

DRAFT



DISCUSSION ITEM:

4F

1 COMMITTEE OF THE WHOLE WORKSHOP
2 DISCUSSION ITEM 4F

3
4 **DRAFT**
5 **ORDINANCE NO. 2022-__**
6

7 **AN ORDINANCE OF THE MAYOR AND VILLAGE COUNCIL OF THE**
8 **VILLAGE OF PALMETTO BAY, FLORIDA, AMENDING THE VIL-**
9 **LAGE CODE OF ORDINANCES AT SECTION 2-137, STYLED “LOB-**
10 **BYING”; AMENDING SUBSECTIONS (b)(1) AND (b)(2)(iv) REGARD-**
11 **ING EXEMPTIONS; AMENDING SUBSECTION (b)(3)(ii) REGARD-**
12 **ING FEES; AMENDING SUBSECTIONS (b)(5)&(6), (d)(3)&(4) and (e)**
13 **REGARDING REQUIRED FORMS; DELETING SUBSECTION (g) RE-**
14 **GARDING BIDDING AND PROPOSALS; ADDING SUBSECTION (j)**
15 **REQUIRING LOGS TO BE MAINTAINED BY COUNCIL MEMBERS;**
16 **PROVIDING FOR CODIFICATION, SEVERABILITY AND AN EFFEC-**
17 **TIVE DATE.** *(Sponsored by Village Attorney John C. Dellagloria)*

18 **WHEREAS**, the Village’s Lobbying Code are designed to bring
19 transparency to communications between elected officials and those
20 seeking decisions or actions that benefit themselves or those they
21 represent; and
22

23 **WHEREAS**, there are provisions in the Code that require amend-
24 ment and provisions that should be added that will provide greater
25 Enforcement.
26

27 **NOW, THEREFORE, THE FOLLOWING ORDINANCE**
28 **IS HEREBY ENACTED BY THE VILLAGE OF PALMETTO BAY,**
29 **FLORIDA:**
30

31 **Section 1.** The above recitals are incorporated as if set forth in
32 full.
33

34 **Section 2.** Section 2-137 (b) (1) is amended as follows:
35

36 (1)The term “lobbyist” shall be defined to specifically include
37 principal as well as any employee whose normal scope of employment
38 includes lobbying activities. To be clear, a corporation speaking through
39 its principal shareholder or officer is considered a lobbyist. Lobbying is

1 prohibited if a person is not properly registered. ~~whether face to face~~
2 ~~meeting, a telephone conversation, or an actual exchange.~~ Simply gath-
3 ering information is not lobbying, individuals performing routine admin-
4 istrative functions for a client are not lobbyists.

5
6 **Section 3.** Section 2-137 (b)(2)(iv) is deleted in its entirety.
7 ~~(iv) Employees of a principal whose normal scope of~~
8 ~~employment does not include lobbying activities.~~

9
10 **Section 4.** Section 2-137(b)(3)(ii) is amended as follows:
11 ~~*****~~The fee for annual registration shall be \$490. \$250, except for
12 individuals representing themselves the fee shall be \$25.

13
14 **Section 5.**~~Section 2-137(5) is amended as follows:~~
15 Prior to conducting any lobbying, all principals must file a form with the
16 Village Clerk, signed by the principal or the principal's representative,
17 stating that the lobbyist is authorized to represent the principal. ~~Failure~~
18 ~~of a principal to file the form required by the preceding sentence may~~
19 ~~be considered in the evaluation of a bid or proposal as evidence that a~~
20 ~~proposer or bidder is not a responsible contractor. Each principal shall~~
21 ~~file a form with the Village Clerk at the point in time at which a lobbyist~~
22 ~~is no longer authorized to represent the principal.~~

23
24 **Section 6.** Section 2-137(6) is deleted in its entirety.
25 ~~Every lobbyist shall sign in with the Village Clerk each time he or she~~
26 ~~meets with village personnel at a Village facility or shall deliver a mem-~~
27 ~~orandum of meeting to the Village Clerk within 24 hours of meeting with~~
28 ~~Village personnel at another location, and shall inform the Village~~
29 ~~Clerk, in writing, of the: (a) name of the lobbyist; (ii) the Village person-~~
30 ~~nel; (iii) the time and place of the meeting, and (iv) the issue discussed.~~
31 ~~The issue shall be described with as much detail as is practicable in-~~
32 ~~cluding but not limited for a proposal, invitation to bid or to a specific~~
33 ~~description where applicable to a pending request for a proposal, invi-~~
34 ~~tation to bid or public hearing item.~~

35
36 **Section 7.** Section 2-137(d)(2) is amended as follows:
37 The Village Clerk shall notify any lobbyist who fails to timely file an
38 expenditure report. In addition to any other penalties which may be
39 imposed, a fine of \$15 per day shall be assessed for reports filed after
40 the due date. ~~Where a fine per day is assessed, the Miami-Dade~~

1 ~~County Commission on Ethics and Public Trust shall not impose an~~
2 ~~additional fine as provided in Section 2-11.1(u) of the Miami-Dade~~
3 ~~County Code.~~

4 Any lobbyist who fails to file the required expenditure report by Sep-
5 tember 1st shall be automatically suspended from lobbying until all fines
6 are paid unless the fine has been appealed to the Miami-Dade County
7 Commission on ethics.

8
9 **Section 8.** Section 2-137(d)(3) is eliminated in its entirety.
10 ~~The Village Clerk shall notify the Miami-Dade County Commission on~~
11 ~~Ethics and Public Trust of the failure of a lobbyist or principal to file a~~
12 ~~report and or pay the assessed fine after notification.~~

13
14 **Section 9.** Section 2-137(d)(4) is deleted in its entirety.
15 ~~A lobbyist or principal may appeal a fine and may request a hearing~~
16 ~~before the Miami-Dade County Commission on Ethics and Public Trust.~~
17 ~~A request for a hearing on the fine must be filed with Commission within~~
18 ~~15 days of receipt of notification of the failure to file the required disclo-~~
19 ~~sure form. The Commission shall have the authority to waive the fine,~~
20 ~~in whole or in part, based on good cause shown.~~

21
22 **Section 10.** Section 2-137(e) is amended as follows:
23 The Village Clerk shall publish logs on a quarterly and an annual basis
24 reflecting the lobbyist registrations which have been filed in accord-
25 ance with this section. ~~All logs required by this section shall be pre-~~
26 ~~pared in a manner substantially similar to the logs prepared for the~~
27 ~~Florida Legislature pursuant to Section 11.045.~~

28
29 **Section 11.** Section 2-137(k) is added:
30 **The Mayor and Council, the Village Manager and the Village Attor-**
31 **ney shall keep daily logs of all in-person meetings with anyone**
32 **deemed to be a lobbyist pursuant to Section 2-137(a)(1-3) above.**

33
34 **The information to be recorded shall include the following:**
35 **(i) The name of the lobbyist; (ii) the name of the principal(s) repre-**
36 **sented (iii) the issue discussed, and (iv) the date and time of the**
37 **meeting. The logs shall be turned in monthly to the Village Clerk,**
38 **who shall keep the logs for a minimum of four years.**

39
40 **Sections 12&13- codification and severability clause**

1 **Section 14.** This Ordinance shall become effective on Second Read-
2 ing.
3

DRAFT