



**BY-LAWS
OF
CITY OF NORTH MIAMI BEACH
COMMUNITY REDEVELOPMENT AGENCY
Adopted by CRA Policy Resolution 2016-1
Amended by CRA Policy Resolution 2016-3**

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

These By-laws of the North Miami Beach Community Redevelopment Agency (the "CRA") address the administration and management of the CRA. Chapter 163, Part III, Florida Statutes shall prevail if a conflict arises between these By-laws and Florida Statutes or the Interlocal Cooperation Agreement dated October 11th, 2005 (the "Interlocal Agreement") between Miami-Dade County, the City, and the CRA.

**ARTICLE 1
GENERAL**

1.1 **Establishment and Name.** Pursuant to Chapter 163, Part III, Florida Statutes, ("the Act") and the Interlocal Agreement, the City Council of the City of North Miami Beach, Florida (the "City"), established a community redevelopment agency known as the North Miami Beach Community Redevelopment Agency.

1.2 **Purpose and Objectives.** The purpose of the CRA is to formulate a workable redevelopment plan including programs utilizing private and public resources to eliminate and prevent the development or spread of blight, improve property values, reduce and prevent incidents of crime, encourage business development, and make the North Miami Beach community a more vibrant, flourishing place to live, work, play, and raise a family.

1.3 **Seal; logo.** The CRA will have a corporate seal that shall bear the name of the CRA. The City Clerk or the Secretary shall be the custodian of the corporate seal. The CRA shall also have a logo which shall be included on all official CRA correspondences and memoranda.

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

1.5 **Compensation.** In accordance with Section 163.356(3)(a), Florida Statutes, 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 **Executive Officers.** The executive officers of the CRA Board shall be a Chair and Vice-Chair. The Mayor of the City shall be the Chair and the Vice-Mayor shall be the Vice-Chair.

2.2 **Chair.** The Chair shall preside at all meetings of the CRA Board, execute instruments in the name of the CRA Board as may be required, and have other such duties as may be determined by the CRA Board and consistent with law.

2.3 **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 function of the Chair.

2.4 **Executive Director; CRA Administrator; Employees.** The CRA Board shall employ and appoint an Executive Director to administer its business and operations as well as hiring other employees as necessary and appropriate to operate the CRA.

2.4.1 General. The Executive Director shall be the chief executive and administrative officer of the CRA and shall serve at the pleasure of the CRA Board.

2.4.2 Responsibility. The Executive Director shall be responsible for carrying out the policies established by the CRA Board and shall have general supervision over, and be responsible for, the performance of the day-to-day operations of the CRA. The Executive Director shall be responsible for preparing an annual budget for the CRA Board's approval, and shall be otherwise responsible for the CRA's fiscal operations. The Executive Director may perform such other duties as may be assigned by the CRA Board. The Executive Director may delegate such duties as may be assigned by the CRA Board.

2.4.3 CRA Administrator as Secretary. The CRA Administrator shall serve as the Secretary of the CRA. The CRA Administrator, under the Executive Director's direction, shall have prepared the CRA Board and Redevelopment Advisory Board agendas, be custodian of the official seal, have prepared the minutes of the CRA Board and Redevelopment Advisory Board meetings, send out notices of meetings, prepare the agenda packages, and perform such other duties as may be designated by the Executive Director.

2.4.4 Agents and Consultants. The CRA administrative and operational needs shall be served by the City pursuant to the terms of an "Interagency Services Agreement" approved by the City and CRA whereby the City shall provide staff and consultant services, including but not limited to, managerial, accounting, public relations, and general clerical services. The City shall be entitled to reimbursement for the cost of providing such services, pursuant to the "Interagency Services Agreement," and the Interlocal Agreement. The CRA also may hire, retain and engage such employees, agents, consultants, experts, and specialists as it deems appropriate.

2.4.5 Legal Counsel. The City Attorney or designee shall serve as legal counsel to the CRA.

2.5 **Code of Conduct.** The CRA Board shall be governed by the Miami-Dade County Conflict of Interest and Code of Ethics Ordinance, as amended, and any policies that the CRA Board may adopt.

**ARTICLE 3
MEETINGS**

3.1 **Regular Meetings.** The CRA shall hold a regular meeting at least six (6) times each fiscal year on a day, time, and place to be designated from time to time by the CRA Board.

3.2 **Special Meeting.** The Chair 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 Chair or by a majority of the Commissioners.

3.4 **Notice of Meetings.** As directed by the Executive Director, the CRA Administrator shall provide the CRA Board with notice of meetings by electronic mail or other means, notice the meeting on the City's website in the Calendar of Events, and post the notice in City Hall on the 1st floor bulletin board.

3.4.1 Regular Meetings. The CRA Board will receive at least three (3) days prior notice of a regular meeting.

3.4.2 Special Meetings. The CRA Board will receive at least two (2) days prior notice of a special 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 unless a waiver of notice is obtained from all Commissioners.

3.4.3 Emergency Meetings. The CRA Board will receive notice of an emergency meeting as soon as reasonable under the circumstances. Notice of an emergency meeting shall set forth the meeting's purpose and no other business shall be conducted at the meeting.

3.4.4 Public Notice. Notice of all meetings shall be provided to the CRA Board, the public, appropriate City officials, and the news media as required by law and these By-Laws. Notice of special and emergency meetings may be waived in writing by all Commissioners before, during, or after the meeting.

3.4.5 Regular CRA Meeting Schedule. The governing body shall adopt and have published in a newspaper of general paid circulation an annual, semiannual, or quarterly schedule of CRA Board regular meetings as set forth and required in the Uniform Special District Accountability Act, Section 189.015, Florida Statutes.

3.5 **Quorum and Voting.** A majority of the Commissioners shall constitute a quorum for the purpose of conducting business. When a quorum is present, the CRA Board 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 that are present may adjourn the meeting to a time and place certain, and notice of such adjourned meeting shall be given each Commissioner.

3.6 **Recessed and Continued Meetings.** When during the course of meeting that was set and noticed under the provisions of these By-Laws 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 recessed meeting.

3.7 **Rules of Order.** All meetings shall be conducted under the most recent edition of Robert's Rules of Order (the "Rules") unless otherwise provided by applicable law. The Rules will be applied liberally to further the business of the CRA, and the Chair shall be the arbiter of the application of the Rules, provided that upon the call of any two (2) Commissioners the question of the application of the Rules shall be put to a vote. The result of said vote shall prevail.

3.8 **Execution of Resolutions.** CRA Board Resolutions shall be executed by the Chair, attested by the City Clerk or CRA Secretary, and the form of any such instrument shall be previously approved as to legal form and sufficiency by the City or CRA attorney, or duly authorized designee.

ARTICLE 4
CONTRACTS; REAL PROPERTY; PURCHASING

- 4.1 **Execution of Contracts.** Contracts shall be executed by the Executive Director and the form of any such instrument shall be previously approved as to legal form and sufficiency by the City or CRA Attorney or duly authorized designee.
- 4.2 **Real Property Acquisition and Disposition.** The acquisition and disposition of real property by the CRA shall be done in accordance with the provisions of Chapter 163, Part III, Florida Statutes, and all other applicable state and federal laws.
- 4.3 **Purchasing Procedures.** The City shall function as the purchasing agent for the CRA in accordance with an "Interagency Services Agreement" entered into and between the CRA and the City. All purchases by the CRA shall be conducted in accordance with the procedures stated in the Purchasing Ordinance of the City. The City Manager shall set the required approvals when involving purchases by the CRA in accordance with the City's Purchasing Ordinance.
- 4.4 **Cost Recovery Procedures.** The CRA Board adopts the City's Cost Recovery Procedures codified in the North Miami Beach Zoning and Land Development Section 24-170, as amended and adopted by Ordinance No. 2015-19. The CRA Executive Director or designee shall administer the cost recovery procedures.

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 CRA Board shall cause to be prepared an annual budget with a work program for each year, and such other budgets as the Commissioners may determine. The CRA shall not expend any funds for any purpose other than those specified in said budget and work program, provided that the CRA Board shall have the power to amend its budget as may from time to time be necessary. Final approval of the budget is vested with the Miami-Dade County Board of County Commissioners as described in the Interlocal Agreement.
- 5.3 **Accounting Procedures.** The City shall provide financial accounting services to the CRA in accordance with an "Interagency Services Agreement" between the CRA and the City. The CRA shall follow the City's accounting practices and procedures.
- 5.4 **Annual Audit.** The CRA Board shall arrange for an independent financial audit each fiscal year and a report of such audit by an independent certified public accountant. The annual audit shall be included in the City's Consolidated Annual Financial Report. The CRA shall submit a copy of the audit report to the City Council, to Miami-Dade County pursuant to the Interlocal Agreement, to each taxing authority that contributes to the CRA Trust Fund, to the Florida Department of Financial Services, and to the State Auditor General. The CRA Board shall select the auditor. The auditor selected by the CRA Board may be the same auditor that prepares the annual audit for the City.
- 5.5 **Annual Financial Report.** The CRA shall submit to the Florida Department of Financial Services the Annual Financial Report required of all special districts in Florida. This is a separate document from the annual audit referred to above.

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

5.7 **Bonding of Officers and Employees.** The CRA may require that any and all Commissioners and employees be required to post bond for faithful performance of duty. The CRA may pay bonding costs for all such bonds it requires.

5.8 **Maintenance and Disbursement of Funds.** All revenue received by the CRA shall be deposited in a Redevelopment Trust Fund managed by the City. Funds shall be distributed only at the direction and approval of the CRA Board pursuant to a budget adopted by the CRA Board. The City shall function as the fiscal agent for the CRA on all matters involving the Redevelopment Trust Fund.

ARTICLE 6 COMMITTEES

6.1 **Power to Create.** The CRA Board may create committees from time to time as necessary to carry out the functions, purposes, and objectives of the CRA. The City Council appoints the members of a Redevelopment Advisory Board as described in the City Ordinances.

ARTICLE 7 AMENDMENTS

7.1 **Amendments.** The By-Laws of the CRA may be amended by resolution at any regular or special meeting with a majority vote of the Commissioners. No such amendment shall be adopted unless at least two (2) day's written notice thereof has been previously given to the Commissioners.

ARTICLE 8 INDEMNIFICATION AND INSURANCE

8.1 **Indemnification of CRA, its Officers, Members, and Employees.** Any of the CRA, its officers, commissioners or employees may be indemnified or reimbursed by the CRA for reasonable expenses (including, but not limited to, attorney's fees, judgments and payments in settlement) actually in connection with any action, suit or proceeding, civil or criminal, actual or threatened, to which she/he or they shall be made a party by reason of being or having been, or by reason of any actual or alleged acts performed or omitted to be performed in connection with such person being or having been an officer, member or employee of the CRA; 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 she/he shall finally be adjudged to have been guilty of or liable for gross negligence or willful misconduct or criminal acts in the performance of her/his 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, and 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, her/his heirs, executors or administrators may be entitled as a matter of law.

8.2 **Insurance.** The CRA may self-insure or purchase insurance for the purpose of indemnifying its officers, members, and other employees 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.