LAKE WORTH

COMMUNITY REDEVELOPMENT AGENCY

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MEMORANDUM

TO: Chair, Vice-Chair and Members of the Board

FROM: Joan Oliva, Executive Director

DATE: January 13, 2015

SUBJECT: Change in CRA By-Laws – Telephone Appearance

EXPLANATION:
At a recent CRA Board meeting, a Board member inquired about the possibility of calling in via speakerphone to a CRA Regular meeting and thus being marked as "present." Currently, under existing CRA By-Laws, this is not permitted. At the December 2014 regular Board meeting, the Board reviewed the City's attendance policy and an opinion from the Attorney General's Office on the matter. After discussion, the Board asked our Attorney, David Tolces, to draft language that would allow a Board member to call in to a meeting under an "extraordinary circumstance." A copy of the CRA By-laws with the amended text is attached as Exhibit "**A**" for the Boards review.

RECOMMENDATION:
Staff recommends the Board approve the amended and restated CRA By-laws as written.

Exhibit A

AMENDED AND RESTATED BY-LAWS
OF
LAKE WORTH
COMMUNITY REDEVELOPMENT AGENCY

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

These Amended and Restated By-Laws of the Lake Worth Community Redevelopment Agency address the administration and management of the Agency. If a conflict arises between these By-Laws and any provision of Chapter 163, Part III, Florida Statutes, then the statute shall prevail.

ARTICLE 1

GENERAL

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

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

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

1.4 Members and Terms. In accordance with Section 163.356(2), Florida Statutes, the City Commission has appointed a Board of Commissioners of the CRA. Reference to the members of the CRA as a whole shall be "Board of Commissioners", "Commissioners" or "CRA". An individual member of the CRA shall be referred to as a "Commissioner."

1.5 Compensation. The Commissioners shall serve without compensation from the CRA, but shall be entitled to reimbursement for their actual and necessary expenses incurred in the discharge of their duties for the CRA. Requests for reimbursement shall be subject to the requirements of section 112.061, Florida Statutes.

ARTICLE 2

OFFICERS AND EMPLOYEES

2.1 Officers and Terms. The officers of the CRA shall be a Chair and a Vice-Chair, of which the term of office shall be two (2) years. If a vacancy occurs, the individual fulfilling the prior Chair's term shall serve for the remainder of the prior member's term until August 1st of the current year. Nominations shall be held on or before August 1 unless otherwise approved by the CRA.

2.2 Chair. The Chair shall be nominated by a majority vote of the members, and a recommendation for appointment shall be sent to the Lake Worth City Commission. The Chair shall preside at all meetings of the CRA and shall execute instruments in the name of the CRA as may be required, appoint such committees from time to time as may be deemed appropriate, and shall have general supervision, direction and control over the business and operations of the CRA.

2.3 Vice-Chair. The Vice-Chair shall be nominated by a majority vote of the members, and a recommendation for appointment shall be sent to the Lake Worth City Commission. The Vice-Chair shall, in the absence, disqualification, resignation or death or disability of the Chair, or at the Chair's direction, exercise the functions of the Chair.

2.4 Commissioners. Commissioners are responsible for setting policy and approving all fiscal matters relating to the CRA. It is the responsibility of each Commissioner to communicate with municipal officials, the Executive Director of the CRA and citizens concerning actions taken or to be taken by the CRA. Commissioners, representing the collective interest of the entire CRA Board of Commissioners and upholding and implementing the Lake Worth Redevelopment Plan in conformance with Chapter 163 Part III Florida State Statutes.

2.5 Executive Director. The CRA shall appoint an Executive Director to administer its business and operations.

2.5.1. General. The Executive Director shall be the chief executive officer of the CRA and shall serve at the pleasure of the CRA. The CRA shall establish the compensation of the Executive Director and shall evaluate the performance of the Executive Director, at least annually. The Executive Director shall not also be a member of the CRA.

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

2.5.3. Property Negotiations. The Executive Director may evaluate and negotiate for the CRA to acquire appropriate parcels of property in accordance with approved CRA redevelopment plans, applicable law and CRA actions. All contracts for purchase of property shall be subject to CRA approval.

2.5.4. Executive Director as Secretary. The Executive Director shall serve as the Secretary of the CRA and as such shall prepare CRA agendas, be the custodian of the official seal and all books and records of the CRA, keep the minutes and a recording of all votes of all CRA meetings, send out all notices of meetings and shall perform such other duties as may be designated by the CRA. The Executive Director shall keep the seal in safe custody and have the power to affix the CRA's official seal to and attest all contracts and instruments to be executed by the CRA. The Executive Director may delegate such duties to one or more individuals as a designee of the CRA supervised by the Executive Director.

2.5.5. Executive Director as Treasurer. The Executive Director may also serve as Treasurer, if appointed by the CRA, to keep the financial records of the CRA and administer the CRA's budget; and shall keep full and accurate accounts of receipts and disbursements of the CRA; shall have custody of all funds of the CRA and shall render such periodic budget reports as requested by the CRA; shall assist the CRA in the preparation of a proposed budget; shall make and file all financial reports and statements necessary to be made and filed by the CRA .

2.6 General Counsel. The Commissioners may appoint an attorney to serve at its pleasure as General Counsel and handle the CRA's legal matters. The General Counsel shall be in the active practice of law in the State of Florida.

2.7 Employees, Agents and Consultants. The CRA may hire, retain, and engage such employees, agents, consultants, experts, attorneys and specialists as it deems necessary.

ARTICLE 3

MEETINGS

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

3.2 Workshop Meetings. Workshop meetings of the CRA may be called at any time and place as determined by a majority of the Commissioners, by the Executive Director providing personal, written or telephonic notice to Commissioners, specifying the time and place of the workshop meeting and the topic(s) for discussion.

3.3 Special Meetings. The Chairman, the Executive Director or any other two (2) Commissioners of the CRA may require the calling of a special meeting at a reasonable time and

place, by requesting the Executive Director to arrange for and give notice of such special meeting, and specifying the time and place of the special meeting and the business to be transacted. No other business shall be considered at such meeting.

3.4 Emergency Meetings. Emergency meetings of the CRA may be called at any time and place by the Chairman or by a majority of the Commissioners by the Executive Director providing personal or telephonic notice to Commissioners, specifying the time and place of the emergency meeting and the business to be transacted. No other business shall be considered at such meeting. Notice of an emergency meeting may be waived in the same manner as notice of a special or regular meeting.

3.5 Notice of Meetings. Notice of all CRA meetings shall comply with the requirements of Section 2876.011, Florida Statutes (the "Florida Sunshine Law"), as may be amended from time to time.

3.6 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 may act by a vote of a majority of the Commissioners present, unless otherwise provided by law or these By-Laws. If any meeting cannot be conducted because a quorum is not present, the Commissioners who are present may adjourn the meeting to a time certain, and notice of such adjourned meeting shall be given to each Commissioner, unless waived.

3.7 Telephonic Appearance by Commissioners. A member of the CRA Board of Commissioners who is absent due to extraordinary circumstances may participate and vote by telephone conference in a Board of Commissioners meeting where there is a physical quorum present at the physical meeting site, with such extraordinary circumstances being the following:

a. Serious illness;
b. Receiving medical treatment; or
c. Unable to attend due to being physically disabled;
d. Attendance at a conference or seminar that is related to the duties and responsibilities of the CRA Commissioner outside of Palm Beach County.

3.8 Recessed and Continued Meetings. Where a meeting having been set and noticed under the provisions of these By-Laws and during the course of said meeting is recessed to a future time and place certain

3.9 Rules of Order. All meetings shall be conducted in accordance with the procedures approved and utilized by the City Commission of the City of Lake Worth, provided, however, in the absence of any applicable procedure of the City Commission, then the most recent Edition of Robert's Rules of Order, Revised ,shall apply.

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ARTICLE 4

CONTRACTS

4.1 Execution of Instruments. Legal instruments of the CRA shall be executed by the Chair and attested to by the Executive Director with the corporate seal affixed thereto. In the absence of the Chair, such instruments may be executed by the Vice-Chair.

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

4.3 Purchasing Procedures. Except as may be required by law or when required by the Board of Commissioners of the CRA, the Executive Director or his designee(s) may procure goods or services up to Fifteen Thousand Dollars ($15,000) per purchase or contractual agreement.

ARTICLE 5

FISCAL MATTERS

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

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

5.3 Accounting Practices. The CRA shall comply with applicable Florida law and all regulations of the State Department of Banking and Finance regarding uniform accounting practices and procedures for units of local government.

5.4 Annual Audit. The Executive Director shall arrange for an independent financial audit of the Redevelopment Trust Fund each fiscal year and a report of such audit by an independent certified public accountant in accordance with the provisions of Section 163.387(8), Florida Statutes. The CRA shall provide a copy of such report to each taxing authority contributing to the Redevelopment Trust Fund. The auditors may be selected by the CRA board, or may be the same auditor doing the annual audit of the City.

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

5.6 Bonding of Officers and Employees. The CRA may require that any or all Commissioners and employees be required to post bond for faithful performance of duty. The CRA may pay bonding costs for all such bonds it requires. The CRA may require that the Executive Director be bonded in an amount not less than the amount the Executive Director is authorized to procure goods or services.

5.7 Maintenance and Disbursement of Funds. All funds of the CRA shall be used only for purposes permitted by applicable law. Funds shall be distributed only at the direction or with the approval of the CRA pursuant to an adopted budget and with appropriate requisitions signed by the Executive Director. Notwithstanding the foregoing, no single obligation requiring a disbursement in excess of Fifteen Thousand Dollars ($15,000) shall be made unless specifically approved by the CRA board.

5.8 Supervision of Accounts. The Executive Director, subject to the direction of the CRA, shall have control and be responsible for the internal supervision and control of the accounts of the CRA.

ARTICLE 6

COMMITTEES

6.1 Power to Create. The CRA may create, and as described in Section 2.2 the Chair may appoint, necessary committees, from time to time, as shall be necessary to carry out the functions, purposes and objectives of the CRA.

ARTICLE 7

AMENDMENTS

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

ARTICLE 8

INDEMNIFICATION AND INSURANCE

8.1 Indemnification of the CRA, its Officers, Members and Employees. Any of the CRA, its officers, Commissioners or other 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 incurred in connection with any action, suit or proceeding, civil or criminal, actual or threatened, to which he or they shall be made a party by reason of his being or having been, or by reason of any actual or alleged acts performed or omitted to be performed in connection with his being or having been a CRA member, officer 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 he shall finally be adjudged to have been guilty of or liable for acts not representing the collective will of the CRA Board or gross negligence or willful misconduct or criminal acts in the performance of 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, or the CRA acting by vote of members not parties to the same or substantially the same action, suit or proceeding, constituting a majority of the remaining Commissioners. The foregoing right of indemnification or reimbursement shall not be exclusive of other rights to which such person, his heirs, executors or administrators may be entitled as a matter of law.

8.2 Insurance. The CRA may purchase insurance for the purpose of indemnifying its members, officers 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.

ARTICLE 9

CODE OF CONDUCT

9.1 Standards of conduct. In furtherance of the public trust assumed by Commissioners upon their appointment to the CRA Board of Commissioners, the following standards of conduct shall be applicable to Commissioners of the CRA:

9.1.1 Continuous improvement. Each Commissioner will work towards continuous improvement through:

9.1.1.1 Self-improvement through education, personal growth, and personal learning.

9.1.2 Core Values. Each Commissioner shall embody the following core values

9.1.2.1 Each Commissioner shall be dedicated to the concepts of effective and democratic local government, respecting the principals and spirit of representative democracy, and setting a positive example of good citizenship by scrupulously observing the letter and spirit of applicable laws, rules, and regulations.

9.1.2.2 Each Commissioner shall pledge him or herself to affirm the dignity and worth of the services rendered by the Community Redevelopment Agency and to maintain a constructive, creative, and practical attitude towards urban affairs incorporating a deep sense of social responsibility as a public servant.

9.1.2.3 Each Commissioner shall be dedicated to the highest ideals of honor and integrity in all public and personal relationships and shall conduct themselves in a manner which maintains and promotes public confidence in city government.

9.1.2.4 Each Commissioner shall recognize that the main function of the Community Redevelopment Agency, at all times, is to serve and promote the best interests of the public through the elimination of slum and blight.

9.1.2.5 Each Commissioner pledges to support and carry out public policy in furtherance of the CRA Redevelopment Plan and the CRA Mission Statement, including but not limited to, The CRA Work Plan and list of priorities.

To the extent that the CRA Board of Commissioners has appointed a Commissioner to handle a specific item, those members of the CRA Board of Commissioners assigned to that specific item shall respect the appointment so long as the prioritization is maintained, as such, by the CRA Board of Commissioners. In all respects, each member of the CRA Board of Commissioners pledges to respect appointments of other members of the CRA Board of Commissioners including the exchange of information, disclosure of activities, and the public furtherance of the goals and objectives of the designated specific item.

9.1.2.6 Each Commissioner pledges that he or she will not misuse the office or position, will not participate in debate on any matter which may come before the CRA Board of Commissioners for decision and which may benefit a family member, client, or business acquaintance, and will not seek or accept any personal profit or gain, or unwarranted favor or privilege for himself or herself, or any relative or other person.

9.1.2.7 Each Commissioner pledges not to improperly influence or attempt to influence other Commissioners.

9.1.2.8 Each Commissioner agrees to be honest, fair, and respectful to others in performing his or her duties as a Commissioner and agrees to refrain from and avoid conduct creating an appearance of impropriety or which is otherwise unbefitting a Commissioner, including but not limited to making false accusations or personal attacks against another Commissioner, or behaving in a rancorous or contentious manner.

9.1.3 Conduct as a representative of the Community Redevelopment Agency. Each Commissioner shall conduct themselves in the following manner when representing the Community Redevelopment Agency:

9.1.3.1 A Commissioner shall not use the provisions of this Code of Conduct to further frivolous claims against one another. Frivolous claims shall be those forwarded with knowledge that the claim contains one or more false allegations or those made with reckless disregard as to whether the complaint or claim contains false allegations of fact material to a violation of this Code of Conduct.

9.1.3.2 A Commissioner shall not knowingly violate any federal, state, or local law, rule or regulation.

9.1.3.3 Each Commissioner serving on the CRA Board of Commissioners, when appearing before any other governmental body or within the contents of any written communication, pledges to inform the recipient of the oral or written communication that the issue before such governmental body or in writing has or has not been addressed officially by the CRA of which he or she is a member; and further pledges to inform the recipient(s) of the oral or written communication of any official position taken by the CRA Board of Commissioner and indicate that his or her appearance or written correspondence is or is not authorized by the CRA. When a member of the CRA Board of Commissioners is representing the CRA before another governmental body, said member of the CRA Board of Commissioners shall, at a minimum, update the other members of the CRA and the Executive Director at the next scheduled CRA meeting.

9.1.3.4 A Commissioner shall not disclose confidential information acquired in one's capacity as a Commissioner to others or use such confidential information to further one's personal interests.

9.1.3.5 No Commissioner shall undermine the duties, responsibilities, and role of the Executive Director, as provided in these By-Laws and as assigned by the CRA Board of Commissioners.

9.1.3.6 No Commissioner shall be prohibited from making an inquiry for information or providing assistance on behalf of a citizen or interested

person if no fee, reward, or other thing of value is promised to, given to, or accepted by the Commissioner or a relative of a Commissioner, whether directly or indirectly, in return therefore. However, no Commissioner shall "influence peddle" or use his or her position as a Commissioner to gain favors or benefits inconsistent with city policy or applicable law on behalf of any citizen or other person.

9.1.4 Conduct at CRA Board of Commissioners Meetings.

9.1.4.1 Each Commissioner shall be respectful to one another's opinions expressed during meetings of the CRA Board of Commissioners and when conducting the official business of the Community Redevelopment Agency.

9.1.4.2 Each Commissioner desiring to speak during a meeting shall address the chair, and upon recognition by the presiding officer, shall confine himself to the question under debate, avoiding all personalities and indecorous language.

9.1.4.3 Each Commissioner, or member of the public, once recognized, shall not be interrupted when speaking unless it is to call him to order, or as herein otherwise provided.

9.1.4.4 A motion to limit debate shall take precedence over all motions, except a motion to adjourn, a point of order, or a motion to table. It shall not be debatable and shall require the affirmative vote of a supermajority of the members of the Commission present in order to carry.

9.1.5 Interference with administration. Except for the purpose of inquiries and investigations, the members of the CRA Board of Commissioners shall deal with CRA employees, vendors and consultants solely through the Executive Director. The members of the CRA Board of Commissioners shall not give orders to any such employees either publicly or privately. Nothing in the foregoing is to be construed to prohibit individual members of the CRA Board of Commissioners from closely scrutinizing by questions and personal observation, all aspects of the CRA's operations so as to obtain independent information to assist the members in the formulation of sound policies to be considered by the CRA Board of Commissioners. However, it is the express intent of this section, that recommendations for improvement in CRA operations by individual Commissioners be made to and through the Executive Director, so that the Executive Director may coordinate efforts of all CRA employees, vendors and consultants to achieve the greatest possible savings through the most efficient and sound means available.

9.2 Orientation of elected officials. Newly appointed members of the CRA Board of Commissioners shall receive a structural orientation on the operation of the CRA and

the city government from the Executive Director and the CRA General Counsel as soon as possible following the Commissioners' appointment to the CRA Board of Commissioners.

9.3 Workshops. In furtherance of the goals and purposes of the CRA By-laws, on an annual basis, members of the CRA Board of Commissioners shall attend at least one (1) strategic planning workshop as scheduled by the CRA in consultation with the Executive Director. Attendees at these workshops shall be the members of the CRA Board of Commissioners, the Executive Director, the CRA General Counsel, and any other CRA staff members whose attendance is deemed necessary by the Executive Director.

9.4 Enforcement. Any Commissioner that violates the City of Lake Worth Community Redevelopment Agency Code of Conduct may be subject to censure by a majority vote of the CRA Board of Commissioners. Should a Commissioner be censured three (3) times within a year by the CRA Board of Commissioners, the CRA may forward a request to the City Commission for removal of the Commissioner from the CRA Board of Commissioners.

THESE AMENDED AND RESTATED BYLAWS ARE HEREBY APPROVED AND ADOPTED THIS _____ DAY OF _____, 2015.

_____

_____
Cary Sabol, Chair

ATTEST:

_____
Joan Oliva, Executive Director/Secretary