

Oct 10

**BY-LAWS OF THE POMPANO BEACH  
ECONOMIC DEVELOPMENT COUNCIL**

**ARTICLE I - IDENTITY**

**1.01 NAME**

The name of the entity is the **POMPANO BEACH ECONOMIC DEVELOPMENT COUNCIL** (the "Council")

**1.02 MAILING ADDRESS**

The mailing address of the Council is 100 West Atlantic Boulevard, Pompano Beach, Florida 33060, and the Council may have such places of business as the Board of Directors may designate from time to time.

**1.03 NON-PROFIT OPERATION**

The Council shall be operated exclusively for purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or comparable provisions of subsequent legislation (herein the "Code") and shall operate as a Council not-for-profit. No director of the Council shall have any title to or interest in the property or earnings in his individual or private capacity and no part of the net earnings of the Council shall inure to the benefit of any trustee, director, officer or any member or individual.

**1.04 PURPOSE**

**1.4.1** The purpose for which this Council is formed, organized and shall always be operated is for the purposes of receiving and administering funds and operating exclusively within the meaning and parameters of Section 501(c)(6) of the Internal Revenue Code of 1986 or comparable provisions of subsequent legislation, and specifically to promote economic development and investment in the City of Pompano Beach. This Council is intended to be an entity which is separate, independent and autonomous from the City of Pompano Beach and is not intended to exist or be construed as an agency or arm of the City of Pompano Beach. The principal purpose of this Council is the planning, encouragement, support and promotion of economic development and growth through the attraction of new business and industries to the City of Pompano Beach and the retention and expansion of existing business and industries within the City of Pompano Beach for the benefit of the residents of the City of Pompano Beach.

**1.4.2** In carrying out this principal purpose, this Council shall engage in the following activities in furtherance of one or more of the Council's exempt purposes, which activities shall collectively constitute the character of affairs of the Council which the Council intends to conduct in the State of Florida:

- (1) Aiding the Pompano Beach community and South Florida geographical area by attracting new businesses and industry to the City of Pompano Beach;
- (2) Promoting and encouraging the development, retention and expansion of existing businesses and industry in the City of Pompano Beach;
- (3) Planning, fostering, encouraging, supporting and promoting of economic development and growth in the city of Pompano Beach in an effort to expand the local tax base, increase local employment, and improve the general welfare, prosperity and quality of life of the residents of the City of Pompano Beach;

(4) Soliciting, receiving or generating funds from any source not inconsistent with the purposes of this Council and soliciting, receiving or generating contributions, grants, gifts or subventions from persons, entities or any unit or agency of government;

(5) Doing and performing any and all acts as may be necessary and/or appropriate in order to carry out the stated purposes of the Council.

**1.4.3** Pecuniary profit, gain or private advantage is not and shall not be the object of this Council or its officers and directors. No part of the net earnings of this Council shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons.

**1.4.4** The Council shall exercise only those powers that may be granted or permitted to not-for-profit corporations pursuant to Chapter 617, et. seq., Florida Statutes and to tax-exempt entities pursuant to Section 501(c)(6) of the Internal Revenue Code. This Council shall be prohibited from carrying on non-exempt activities beyond the permissible limits of Section 501(c)(6) of the Internal Revenue Code.

## **ARTICLE II - BOARD OF DIRECTORS**

### **2.01 GENERAL POWERS OF THE BOARD**

All Council powers shall be exercised by or under the authority of the Board of Directors (herein "Board of Directors") and the management and affairs of the Council shall be controlled by the Board of Directors, which is the governing body of the Council. The Board of Directors shall have charge, control and management of the business, property and affairs of the Council and shall have the power and authority to do and perform all acts and functions permitted for an organization as described in 501(c)(6) of the Internal Revenue Code which are not inconsistent with these Bylaws or the laws of the State of Florida.

### **2.02 EMERGENCY POWERS OF THE BOARD**

In anticipation of or during any emergency, if a majority of the Board of Directors cannot readily be assembled because of some catastrophic event, then a majority of the Directors that can be assembled shall have the power and authority to do and perform all acts and functions, permitted for an organization described in Section 501(c)(6) of the Code and Section 617.0303, Florida Statutes, as amended, or subsequent legislation not inconsistent with these Bylaws, or the laws of the State of Florida.

### **2.03 NUMBER OF DIRECTORS**

Except as otherwise provided in these Bylaws, the direction and management of the affairs of the Council shall be vested in a Board of Directors which shall consist of seventeen (17) directors.

### **2.04 QUALIFICATIONS OF DIRECTORS**

Directors must be natural persons who are residents of Florida and are eighteen (18) years of age or older. Directors need not be residents of the City of Pompano Beach, Florida, but must have or represent business interests in the City of Pompano Beach. In addition, each person serving as a director must meet the criteria established elsewhere in these By-Laws.

### **2.05 APPOINTMENT AND COMPOSITION OF DIRECTORS**

Due consideration shall be given to appoint Directors that represent small employers in Pompano Beach, major employers in Pompano Beach, representatives from the non-residential real estate industry including,

without limitation, representatives of industrial parks, office parks, or retail shopping centers located within the Council limits of the City of Pompano Beach, developers, general contractors, architects, engineers, attorneys, commercial real estate brokers; and representatives of the investment banking industry. Due consideration shall also be given to the ethnic background and gender of candidates for the Board of Directors to help ensure that the Council meets or exceeds its goals and objectives with equal opportunity for qualified candidates.

Members of the Board of Directors of the Council shall be elected or appointed as follows:

(a) **City Commission of Pompano Beach Appointees:** The City Commission of the City of Pompano Beach shall appoint five (5) directors to the Board of Directors as follows: each Commissioner shall have the power to appoint one (1) director to the Board of Directors using the criteria above as a guideline for each Commission appointee.

(b) **The Greater Pompano Beach Chamber of Commerce:** The Greater Pompano Beach Chamber of Commerce shall appoint five (5) directors to the Board of Directors using the criteria above as a guideline for each Chamber appointee.

(c) **Board of Directors Appointees:** The Board of Directors shall appoint five (5) directors to the Board of Directors using the criteria above as a guideline for each Board appointee.

(d) **Community Redevelopment Area(CRA) Advisory Board Chairpersons.** The current Chairperson of each CRA Advisory Board shall serve as a Director on the Board of Directors of the Council and shall resign from the Council at the end of his/her term as Chairperson. Each CRA Advisory Board Chairperson shall be eligible to vote but will not be eligible to serve as Officers of the Council according to Article IV "Officers" herein.

## 2.06 TERM OF OFFICE

Each Director shall serve his term of office and until his successor shall have been duly elected and qualified. In order to achieve staggered terms of directors:

- (a) The five (5) initial appointments of the City Commission of the City of Pompano Beach shall consist of two (2) appointment for a three (3) year term, two (2) appointments for a two (2) year term and one (1) appointments for a one (1) year term;
- (b) The five (5) initial appointments of the Pompano Economic Group shall consist of two (2) appointments for a three (3) year term, one (1) appointment for a two (2) year term, and two (2) appointments for a one (1) year term;
- (c) The five (5) initial appointments of the Council's Board of Directors shall consist of one (1) appointment for a three (3) year term, two (2) appointments for a two (2) year term, and two (2) appointments for a one (1) year term; and

Thereafter, all appointments shall be for three (3) year terms or to fill the remaining portions of a term in the event of a vacancy.

Terms of Directors shall commence upon October 1st of each year and shall terminate on September 30th of the last year of each Director's respective term, unless such term of office is terminated earlier because such director no longer meets any of the criteria set forth in these By-Laws, although the first year of the

terms of the initial Board of Directors shall expire September 30, 1998.

The term of each director appointed by the City of Pompano Beach Industrial Advisory Board, by the Planning and Zoning Board/Local Planning Agency, or by the Community Appearance Board automatically terminates when said director is no longer a director of said Board. The term of each director appointed by the Pompano Economic Group, which appointment is contingent upon that person's membership in the Pompano Economic Group, may be terminated by the Pompano Economic Group at any time that such person is not a member of the Pompano Economic Group.

The term of office of any director who fails to attend three consecutive regular meetings of the Council, or who fails to attend at least two-thirds of the regular meetings of the Council in any consecutive twelve-month period, shall , at the discretion of the Board of Directors, be terminated unless such director is reinstated by the Board of the Council in the same manner as for the filling of a vacancy on the Board. Termination a director's term in this manner who was appointed by the City of Pompano Beach is effective upon ratification by the City of Pompano Beach Commission. Termination a director's term in this manner who was appointed by the Pompano Economic Group is effective upon ratification by the Pompano Economic Group.

## **2.07 EX-OFFICIO DIRECTORS**

The Board of Directors shall appoint as many ex-officio directors as is deemed necessary to serve as consultants of the Board of Directors and to strengthen and facilitate relationships between the Council, the business community, public entities, and public/private entities, for a term to be determined by the Board of Directors. Ex-officio directors shall not have the power to vote or manage the affairs of the Council but shall act in an advisory capacity only. Failure to give ex-officio directors notice of the time and place of regular and special meetings of the Board of Directors shall not affect any action taken by the Board of Directors at such meetings. Ex-officio directors may include the following:

- (i) current local manager of Florida Power and Light,
- (ii) current local manager of Bell-South;
- (iii) current administrator of North Broward Medical Center or other hospital located within or on the periphery of the City of Pompano Beach;
- (iv) current member representative from the Broward County School Board;
- (v) current member representative from the Broward Economic Development Council;
- (vi) current member representative of the Broward County Commission;
- (vii) City Manager of the City of Pompano Beach
- (viii) President of the Greater Pompano Beach Chamber of Commerce
- (ix) representative from an accredited college or university located in Dade, Broward or Palm Beach County, Florida.

## **2.08 ANNUAL MEETING**

The annual meeting of the Board of Directors shall be during the monthly meeting each October, or as close

thereto as may be advisable, unless changed by a unanimous vote of the Board of Directors at any meeting thereof, at such time and place as the Board of Directors shall from time to time determine, for the transaction of such business as may lawfully come before the meeting. It shall be the duty of the Secretary of the Council to give seven (7) calendar days notice of the time, place and date of the annual meeting to each director and to the Pompano Beach City Commission and the Pompano Economic Group.

## **2.09 REGULAR MEETINGS**

Regular meetings of the Board of Directors shall be held on such dates and at such times and places as the Board of Directors shall from time to time determine, for the transaction of such business as may lawfully come before each such meeting. It shall be the duty of the Secretary of the Council to give at least seven (7) calendar days notice of the time, place and date of each regular meeting to each Director.

## **2.10 SPECIAL MEETINGS**

Special meetings of the Board of Directors shall be held whenever called by the Secretary of the Council upon the direction of the Chairperson of the Board of the Council or upon the request of any four (4) Directors. Special meetings may be held within or without the State of Florida. It shall be the duty of the Secretary of the Council to give notice of a special meeting to each Director at least seven (7) calendar days prior to the date of the meeting and include the date, time and place of the meeting.

## **2.11 NOTICE OF MEETINGS**

Written notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than seven (7) calendar days nor more than fourteen (14) calendar days before the scheduled date of the meeting. The notice shall be delivered personally or by first class mail by or at the direction of the Chairperson of the Board, the Secretary or the officer or persons calling the meeting to each Director. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the Director at his address as it appears on the records of the Council, with postage thereon prepaid.

## **2.12 COMPENSATION**

Directors shall receive no compensation for their services on the Board of Directors. This shall not prevent the Council from purchasing insurance as provided in Article VIII or from reimbursing any Director for expenses actually and necessarily incurred in the performance of his duties as a Director as such expenses are authorized by the Board of Directors.

## **2.13 RESIGNATIONS**

A Director may resign at any time by delivering written notice to the Board of Directors or its Chairperson. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. If a resignation is given which is effective at a latter date, then the Board of Directors may fill the pending vacancy before the effective date as provided in these By-Laws, if the Board of Directors provides that the successor does not take office until the effective date.

## **2.14 REMOVAL OF DIRECTORS**

Any director may be removed either with or without cause by a vote of a majority of the Board of Directors. Notice of intent to vote on a recommendation to remove a Director must be provided to all directors at least five (5) business days prior to the meeting at which the vote will be taken. Removal of a director who was

appointed by the City of Pompano Beach is effective upon ratification by the City of Pompano Beach Commission. Removal of a director who was appointed by the Pompano Economic Group is effective upon ratification by the Pompano Economic Group.

## **2.15 FILLING OF VACANCIES**

Vacancies other than those caused by an increase in the number of Directors shall be filled by appointment by the City Commission of the City of Pompano Beach or the Pompano Economic Group or the Board of Directors, according to which place becomes vacant. Vacancies reducing the number of Directors to less than three (3) shall be filled before the transaction of any other business. Upon the resignation of a Director tendered to take effect at a future time, the City Commission of the City of Pompano Beach or the Pompano Economic Group or the Board of Directors, according to which place becomes vacant, may appoint a successor to take office when the resignation becomes effective. Any vacancy occurring in the Board of Directors, including any vacancy resulting from an increase in the number of Directors, shall be filled by the appropriate appointing body to complete the current term.

## **2.16 DIRECTOR CONFLICTS OF INTEREST**

**2.16.1** No contract or other transaction between a Council and one or more of its directors or any other company, firm, association, or entity in which one or more of its directors are directors or officers or are financially interested shall be either void or voidable because of such relationship or interest, because such director or directors or a committee thereof which authorizes, approves or ratifies such contract or transaction, or because his or their votes are counted for such purpose, if:

(a) The fact of such relationship or interest is disclosed or known to the board of directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors;

(b) The fact of such relationship or interest is disclosed or known to the members entitled to vote on such contract or transaction, if any, and they authorize, approve, or ratify it by vote or written consent; or

(c) The contract or transaction is fair and reasonable as to the Council at the time it is authorized by the board, a committee or the members.

**2.16.2** Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction.

**2.16.3** The failure of a Director to disclose the nature of his interest to the Board of Directors shall constitute grounds for removal of the Director.

## **2.17 STANDING RULES**

The Board of Directors shall determine parliamentary procedures to be observed during meetings. Such determination shall be passed by resolution.

## **2.18 QUORUM AND ACTION**

A simple majority of the number of all directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. A director shall be deemed present at a meeting of the Board of Directors if a conference telephone or similar communications equipment, by means of which all persons

participating in the meeting can hear each other, is used. Except as otherwise provided by Statute, by the Articles of Incorporation, or by these By-Laws, the affirmative vote of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

### **2.19 PRESUMPTION OF ASSENT**

A director of the Council who is present at a meeting of the Board of Directors at which action or any Council matter is taken shall be presumed to have assented to the action unless he or she votes against such action. Only a director with a conflict of interest (as set forth in these By-Laws) with regard to any matter may abstain from voting in respect thereto.

### **2.20 ACTION WITHOUT A MEETING**

Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors and filed in the minutes of the proceedings of the Board of Directors.

## **ARTICLE III - EXECUTIVE AND OTHER COMMITTEES**

### **3.01 CREATION OF COMMITTEES**

The Board of Directors may, by resolution passed by a majority of the whole Board:

- (a) Designate an Executive Committee and one or more other committees, each of which committees must have at least two (2) members;
- (b) Designate one or more Directors as alternate members of any such committee, who may act in the place and stead of any absent member or members at any meeting of such committee;
- (c) Appoint as ex-officio members of any committee persons who are neither members of the Board of Directors nor members of the Council to serve as consultants. The ex-officio committee members shall be entitled to attend the meetings of their committee; however, they shall not have the power to vote or any other power.

### **3.02 EXECUTIVE COMMITTEE**

The Executive Committee shall consult with and advise the officers of the Council in the management of its affairs and may exercise, to the extent provided by resolution of the Board of Directors which creates such Executive Committee, such powers of the Board of Directors as lawfully can be delegated by the Board. During times of emergency, the Executive Committee may act on its own and the Board of Directors shall vote in order to have the Executive Committee's actions ratified at the next regular meeting of the Board of Directors.

### **3.03 OTHER COMMITTEES**

Other committees shall have such functions and may exercise such powers of the Board of Directors as lawfully can be delegated, to the extent provided by resolution creating such committees.

### **3.04 OPERATION**

The sections of these Bylaws that govern meetings, notice and waiver of notice, quorum and voting, and

action without a meeting of the Board of Directors apply to committees and their members as well.

### **3.05 MINUTES**

Committees may keep regular minutes of their proceedings and report to the Board of Directors when required or when requested by the Board.

### **3.06 PROHIBITED ACTIVITIES OF ANY COMMITTEES**

No committee shall have the authority to:

- (a) Approve or recommend to members actions or proposals required by law to be approved by members.
- (b) Designate candidates for the office of Director, for purposes of proxy solicitation or otherwise;
- (c) Fill vacancies in the Board of Directors or any committee thereof;
- (d) Amend the Bylaws; or
- (e) Authorize or approve qualifications for members.

## **ARTICLE IV - OFFICERS**

### **4.01 OFFICERS**

The officers of this Council shall be a Chairperson of the Board, Vice Chairperson, and Secretary. All officers shall be chosen from the Directors of the Council as specified in Article II, 2.05(a),(b) and (c), but CRA Advisory Board Chairpersons as specified in Article II, 2.05 (d) shall not be eligible to serve as officers of the Council.

Any two (2) or more offices may be held by the same person except for the office of the Executive Director. A failure to elect any of the aforesaid officers shall not affect the existence of the Council. Ex-officio members of the Board of Directors may not serve as officers.

### **4.02 ELECTION AND TERM OF OFFICE**

Officers of the Council shall be elected for a term of one (1) year (or until their successors have been duly elected and qualified) by the Board of Directors at its annual meeting. The initial term of the officers of the Council shall expire on September 30, 1998, unless earlier terminated as provided in these By-laws. If the election of officers shall not be held at such meeting, then such election shall be held as soon thereafter as possible. Each officer shall hold office until his successor has been duly elected and shall have qualified, or until his death, resignation, or removal from office.

### **4.03 RESIGNATION AND REMOVAL**

**4.3.1** An officer may resign at any time by delivering notice to the Board of Directors. A resignation is effective when delivered, unless the notice specifies a later effective date. If a resignation is made effective at a later date and the Council accepts the future effective date, then the Board of Directors may fill the pending vacancy before the effective date, if the Board of Directors provides that the successor does not take office



until the effective date.

**4.3.2** The Board of Directors may remove any officer at any time with or without cause by a vote of a majority of the Board of Directors at any regular or special meeting of the Board of Directors.

#### **4.04 VACANCIES**

A vacancy in any office because of resignation, removal, death or otherwise, may be filled by the Board of Directors for the unexpired portion of the term or until a permanent successor is elected.

#### **4.05 CHAIRPERSON OF THE BOARD**

**4.5.1** The Chairperson of the Board shall be the Chief Executive Officer of the Council. He shall have general executive powers, including all powers required by law to be exercised by a president of a Council as such, as well as the specific powers conferred by these Bylaws or by the Board of Directors. The Chairperson of the Board shall preside at all meetings of the Board of Directors.

#### **4.06 VICE CHAIRPERSON**

**4.6.1** In the absence of the Chairperson of the Board or in the event of his death, disability or refusal to act, the Vice Chairperson shall perform all of the duties of the Chairperson of the Board and when so acting, such Vice Chairperson shall have all the power of and be subject to all the restrictions upon the Chairperson of the Board. The Vice Chairperson shall have general executive powers as well as the specific powers conferred by these Bylaws. The Vice Chairperson shall also have such further powers and duties as may be conferred upon or assigned to herein by the Board of Directors or the Chairperson of the Board from time to time.

#### **4.07 SECRETARY**

The Secretary shall:

- (a) Review the draft of the minutes of meetings of the Board of Directors and members;
- (b) Authenticate records of the Council;
- (c) Keep the minutes of the proceedings of the Board of Directors and the members in one or more books provided for that purpose;
- (d) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- (e) Be custodian of the Council records and of the seal of the Council and see that the seal of the Council is affixed to all documents the execution of which on behalf of the Council under its seal is duly authorized;
- (f) Be the registrar of the Council; and
- (g) In general, perform all duties incident to the office of Secretary and such other duties as may be assigned to him or her by the Board of Directors from time to time.

#### **4.08 DELEGATION OF DUTIES**

In the case of the absence of an officer of the Council or for any other reason that the Board of Directors may deem sufficient, the Board may delegate the powers and duties of such officer to any other officer or officers or to any Director or Directors or to any other individual or individuals.

#### **4.09 SALARIES OF OFFICERS**

**4.09.1** By resolution of the Board of Directors, the officers may be paid their properly documented, reasonable expenses incurred in connection with the performance of their duties as officers, if any.

**4.09.2** The officers of the Council shall not be entitled to any compensation for services rendered in their capacity as officers to the Council.

### **ARTICLE V - EXECUTION OF INSTRUMENTS**

#### **5.01 AUTHORITY FOR EXECUTION OF INSTRUMENTS**

Formal contracts of the Council, promissory notes and other evidences of indebtedness and other Council documents shall be signed by the Chairperson and one other officer unless otherwise specifically determined by the Board of Directors, or otherwise required by law. Unless expressly authorized by these Bylaws or the Board of Directors, no officer, agent or employee shall have any power or authority to bind the Council by any contract or engagement or to pledge its credit or to render it pecuniarily liable for any purpose or in any amount.

### **ARTICLE VI - FISCAL YEAR**

#### **6.01 FISCAL YEAR**

The fiscal year of the Council shall begin on the first day of October and end on the last day in September of each year.

### **ARTICLE VII - COUNCIL RECORDS, REPORTS AND SEAL**

#### **7.01 RECORDS**

The Council shall keep as permanent records minutes of all meetings of its Board of Directors, a record of all actions taken by the Board of Directors without a meeting, and a record of all actions taken by any committee of the Board of Directors in place of the Board of Directors on behalf of the Council. The Council shall maintain accurate accounting records. The Council shall maintain its records in written form or in some other form capable of conversion into written form within a reasonable time.

### **ARTICLE VIII - PROHIBITED ACTIONS AND ACTIVITIES**

#### **8.01 DIVIDENDS PROHIBITED**

The Board of Directors of the Council may not declare or pay dividends in cash or property to any member, Director or officer, and no part of the net income of the Council shall otherwise be distributed to or inure to the benefit of any officer or Director, except as authorized in these By-laws.

#### **8.02 PROHIBITED ACTIVITIES**

**8.2.1** Notwithstanding any other provision of these Bylaws, the Council shall not carry on any activities not permitted to be carried on:

- (a) By a Council exempt from Federal income tax under 501(c)(6) of the Code; or
- (b) By a Council, contributions to which are deductible under Code Section 170.

### **8.03 LOANS PROHIBITED**

Loans, other than through the purchase of bonds, debentures, or similar obligations of the type customarily sold in public offerings, or through ordinary deposit of funds in a bank, or prohibited by the Council exempt from Federal income tax under the Code may not be made by the Council to its Directors, officers, employees, or to any other Council, firm, association, or other entity in which one or more of its directors, officers, or employees is a director, officer, employee or holds a substantial financial interest. A loan made in violation of this Section is a violation of the duty to the Council of the Directors and officers authorizing it or participating in it, but the obligation of the borrower with respect to the loan may not be affected hereby.

## **ARTICLE IX - INDEMNIFICATION AND INSURANCE**

### **9.01 INDEMNIFICATION**

The Council shall indemnify its directors and officers to the fullest extent permitted by law

### **9.02 INSURANCE**

The Council may purchase and maintain insurance on behalf of any Director, officer, employee or agent of the Council, or on behalf of any person serving at the request of the Council as a Director, officer, employee or agent of another Council, partnership, joint venture, trust, or other enterprise against any liability asserted against that person and incurred by that person in any such Council, whether or not the Council has the power to indemnify that person against liability for any of those acts.

## **ARTICLE X - DISSOLUTION**

### **10.01 DISSOLUTION**

The Council may be dissolved without judicial supervision by adopting a resolution to dissolve, which must be approved by City of Pompano Beach or the Pompano Economic Group. In the event of dissolution, the residual assets of the Council shall be turned over to one or more organizations which themselves are exempt from federal income taxes organizations described in Section 501(c)(6) of the Internal Revenue Code of 1986, as amended or the corresponding provisions of any future United States Internal Revenue Law.

## **ARTICLE XI - NON-STOCK BASIS**

### **11.01 NON-STOCK BASIS**

This Council shall have no capital stock.

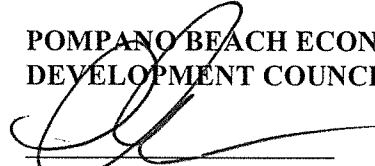
## **ARTICLE XII - COUNCIL SEAL**

**12.01 FORMS**

The seal of the Council shall have the name of the Council, the State, the year of its inception and the words "Council Seal" inscribed thereon.

These Bylaws for the Pompano Beach Economic Development Council are hereby adopted by the Board of Directors on 4 October, 2010

**POMPANO BEACH ECONOMIC  
DEVELOPMENT COUNCIL**

  
\_\_\_\_\_

Chairperson

Attested and Certified:

  
\_\_\_\_\_

~~Secretary~~ Vice Chair

2-22-16

**BY-LAWS OF THE POMPANO BEACH  
ECONOMIC DEVELOPMENT COUNCIL**

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(3) Planning, fostering, encouraging, supporting and promoting of economic development and growth in the city of Pompano Beach in an effort to expand the local tax base, increase local employment, and improve the general welfare, prosperity and quality of life of the residents of the City of Pompano Beach;

(4) Soliciting, receiving or generating funds from any source not inconsistent with the purposes of this Council and soliciting, receiving or generating contributions, grants, gifts or subventions from persons, entities or any unit or agency of government;

(5) Doing and performing any and all acts as may be necessary and/or appropriate in order to carry out the stated purposes of the Council.

**1.4.3** Pecuniary profit, gain or private advantage is not and shall not be the object of this Council or its officers and directors. No part of the net earnings of this Council shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons.

**1.4.4** The Council shall exercise only those powers that may be granted or permitted to not-for-profit corporations pursuant to Chapter 617, et. seq., Florida Statutes and to tax-exempt entities pursuant to Section 501(c)(6) of the Internal Revenue Code. This Council shall be prohibited from carrying on non-exempt activities beyond the permissible limits of Section 501(c)(6) of the Internal Revenue Code.

## **ARTICLE II - BOARD OF DIRECTORS**

### **2.01 GENERAL POWERS OF THE BOARD**

All Council powers shall be exercised by or under the authority of the Board of Directors (herein "Board of Directors") and the management and affairs of the Council shall be controlled by the Board of Directors, which is the governing body of the Council. The Board of Directors shall have charge, control and management of the business, property and affairs of the Council and shall have the power and authority to do and perform all acts and functions permitted for an organization as described in 501(c)(6) of the Internal Revenue Code which are not inconsistent with these Bylaws or the laws of the State of Florida.

### **2.02 EMERGENCY POWERS OF THE BOARD**

In anticipation of or during any emergency, if a majority of the Board of Directors cannot readily be assembled because of some catastrophic event, then a majority of the Directors that can be assembled shall have the power and authority to do and perform all acts and functions, permitted for an organization described in Section 501(c)(6) of the Code and Section 617.0303, Florida Statutes, as amended, or subsequent legislation not inconsistent with these Bylaws, or the laws of the State of Florida.

### **2.03 NUMBER OF DIRECTORS**

Except as otherwise provided in these Bylaws, the direction and management of the affairs of the Council shall be vested in a Board of Directors which shall consist of seventeen (17) directors.

### **2.04 QUALIFICATIONS OF DIRECTORS**

Directors must be natural persons who are residents of Florida and are eighteen (18) years of age or older. Directors need not be residents of the City of Pompano Beach, Florida, but must have or represent business interests in the City of Pompano Beach. In addition, each person serving as a director must meet the criteria established elsewhere in these By-Laws.

### **2.05 APPOINTMENT AND COMPOSITION OF DIRECTORS**

Due consideration shall be given to appoint Directors that represent small employers in Pompano Beach, major employers in Pompano Beach, representatives from the non-residential real estate industry including,

without limitation, representatives of industrial parks, office parks, or retail shopping centers located within the Council limits of the City of Pompano Beach, developers, general contractors, architects, engineers, attorneys, commercial real estate brokers; and representatives of the investment banking industry. Due consideration shall also be given to the ethnic background and gender of candidates for the Board of Directors to help ensure that the Council meets or exceeds its goals and objectives with equal opportunity for qualified candidates.

Members of the Board of Directors of the Council shall be elected or appointed as follows:

(a) **City Commission of City of Pompano Beach (COMMISSION) Appointees:** The COMMISSION shall appoint five (5) directors to the Board of Directors as follows: each Commissioner shall have the power to appoint one (1) director to the Board of Directors using the criteria above as a guideline for each Commission appointee.

(b) **The Greater Pompano Beach Chamber of Commerce (CHAMBER) Appointees:** The Greater Pompano Beach Chamber of Commerce shall appoint five (5) directors to the Board of Directors using the criteria above as a guideline for each Chamber appointee.

(c) **Board of Directors Appointees:** The Board of Directors shall appoint five (5) directors to the Board of Directors using the criteria above as a guideline for each Board appointee.

(d) **Community Redevelopment Area (CRA) Advisory Board Chairpersons.** The current Chairperson of each CRA Advisory Board shall serve as a Director on the Board of Directors of the Council and shall resign from the Council at the end of his/her term as Chairperson. Each CRA Advisory Board Chairperson shall be eligible to vote but will not be eligible to serve as Officers of the Council according to Article IV "Officers" herein.

## 2.06 TERM OF OFFICE

Each Director shall serve his term of office and until his successor shall have been duly elected and qualified. In order to achieve staggered terms of directors:

- (a) The five (5) initial appointments of the COMMISSION shall consist of two (2) appointment for a three (3) year term, two (2) appointments for a two (2) year term and one (1) appointments for a one (1) year term;
- (b) The five (5) initial appointments of the CHAMBER shall consist of two (2) appointments for a three (3) year term, one (1) appointment for a two (2) year term, and two (2) appointments for a one (1) year term;
- (c) The five (5) initial appointments of the Council's Board of Directors shall consist of one (1) appointment for a three (3) year term, two (2) appointments for a two (2) year term, and two (2) appointments for a one (1) year term; and

Thereafter, all appointments shall be for three (3) year terms or to fill the remaining portions of a term in the event of a vacancy.

Terms of Directors shall commence upon October 1st of each year and shall terminate on September 30th of the last year of each Director's respective term, unless such term of office is terminated earlier because such director no longer meets any of the criteria set forth in these By-Laws, although the first year of the terms of the initial Board of Directors shall expire September 30, 1998.

The term of each director appointed by the CHAMBER, which appointment is contingent upon that person's membership in the CHAMBER, may be terminated by the CHAMBER at any time that such person is not a member of the CHAMBER.

The term of office of any director who fails to attend three consecutive regular meetings of the Council, or who fails to attend at least two-thirds of the regular meetings of the Council in any consecutive twelve-month period, shall, at the discretion of the Board of Directors, be terminated unless such director is re-instated by the Council in the same manner as for the filling of a vacancy on the Board. Termination of a director's term in this manner who was appointed by the COMMISSION is effective upon ratification by the COMMISSION. Termination of a director's term in this manner who was appointed by the CHAMBER is effective upon ratification by the CHAMBER.

## **2.07 EX-OFFICIO DIRECTORS**

The Board of Directors shall appoint as many ex-officio directors as is deemed necessary to serve as consultants of the Board of Directors and to strengthen and facilitate relationships between the Council, the business community, public entities, and public/private entities, for a term to be determined by the Board of Directors. Ex-officio directors shall not have the power to vote or manage the affairs of the Council but shall act in an advisory capacity only. Failure to give ex-officio directors notice of the time and place of regular and special meetings of the Board of Directors shall not affect any action taken by the Board of Directors at such meetings. Ex-officio directors may include the following: (i) current local manager of Florida Power and Light, (ii) current administrator of North Broward Medical Center or other hospital located within or on the periphery of the City of Pompano Beach; (iii) current member representative from the Broward County School Board; (iv) current member representative of the Broward County Commission; (v) City Manager or Assistant City Manager of the City of Pompano Beach; (vi) President of the Greater Pompano Beach Chamber of Commerce; (vii) representative from an accredited college or university located in Dade, Broward or Palm Beach County, Florida.

## **2.08 ANNUAL MEETING**

The annual meeting of the Board of Directors shall be during the monthly meeting each October, or as close thereto as may be advisable, unless changed by a unanimous vote of the Board of Directors at any meeting thereof, at such time and place as the Board of Directors shall from time to time determine, for the transaction of such business as may lawfully come before the meeting. It shall be the duty of the Secretary of the Council to give seven (7) calendar days notice of the time, place and date of the annual meeting to each director and to the COMMISSION and the CHAMBER. Notices may be distributed to the members by facsimile, U.S.P.S., or other electronic messaging services (e.g., email).

## **2.09 REGULAR MEETINGS**

Regular meetings of the Board of Directors shall be held on such dates and at such times and places as the Board of Directors shall from time to time determine, for the transaction of such business as may lawfully come before each such meeting. It shall be the duty of the Secretary of the Council to give at least two (2) calendar days notice of the time, place and date of each regular meeting to each Director.

## **2.10 SPECIAL MEETINGS**

Special meetings of the Board of Directors shall be held whenever called by the Secretary of the Council upon the direction of the Chairperson of the Board of the Council or upon the request of any four (4) Directors. Special meetings may be held within or without the State of Florida. It shall be the duty of the Secretary of the



Council to give notice of a special meeting to each Director at least seven (7) calendar days prior to the date of the meeting and include the date, time and place of the meeting.

## **2.11 NOTICE OF MEETINGS**

Written notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than two (2) calendar days nor more than fourteen (14) calendar days before the scheduled date of the meeting. The notice shall be delivered personally, by first class mail, by facsimile or other electronic message (e.g., email) or at the direction of the Chairperson of the Board, the Secretary or the officer or persons calling the meeting to each Director. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the Director at his address as it appears on the records of the Council, with postage thereon prepaid. Facsimile, electronic mail, or other forms of automated communication are acceptable forms of providing timely notice of regular and special meetings.

## **2.12 COMPENSATION**

Directors shall receive no compensation for their services on the Board of Directors. This shall not prevent the Council from purchasing insurance as provided in Article VIII or from reimbursing any Director for expenses actually and necessarily incurred in the performance of his duties as a Director as such expenses are authorized by the Board of Directors.

## **2.13 RESIGNATIONS**

A Director may resign at any time by delivering written notice or email to the Board of Directors or its Chairperson. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. If a resignation given is effective at a later date, then the Board of Directors may fill the pending vacancy before the effective date as provided in these By-Laws, if the Board of Directors provides that the successor does not take office until the effective date.

## **2.14 REMOVAL OF DIRECTORS**

Any director may be removed either with or without cause by a vote of a majority of the Board of Directors. Notice of intent to vote on a recommendation to remove a Director must be provided to all directors at least five (5) business days prior to the meeting at which the vote will be taken. Removal of a director who was appointed by the COMMISSION is effective upon ratification by the COMMISSION. Removal of a director who was appointed by the CHAMBER is effective upon ratification by the CHAMBER.

## **2.15 FILLING OF VACANCIES**

Vacancies other than those caused by an increase in the number of Directors shall be filled by appointment by the COMMISSION or the CHAMBER or the Board of Directors, according to which place becomes vacant. Vacancies reducing the number of Directors to less than three (3) shall be filled before the transaction of any other business. Upon the resignation of a Director tendered to take effect at a future time, the COMMISSION or the CHAMBER or the Board of Directors, according to which place becomes vacant, may appoint a successor to take office when the resignation becomes effective. Any vacancy occurring in the Board of Directors, including any vacancy resulting from an increase in the number of Directors, shall be filled by the appropriate appointing body to complete the current term.

## **2.16 DIRECTOR CONFLICTS OF INTEREST**

**2.16.1** No contract or other transaction between a Council and one or more of its directors or any other company, firm, association, or entity in which one or more of its directors are directors or officers or are financially interested shall be either void or voidable because of such relationship or interest, because such director or directors or a committee thereof which authorizes, approves or ratifies such contract or transaction, or because his or their votes are counted for such purpose, if:

(a) The fact of such relationship or interest is disclosed or known to the board of directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors;

(b) The fact of such relationship or interest is disclosed or known to the members entitled to vote on such contract or transaction, if any, and they authorize, approve, or ratify it by vote or written consent; or

(c) The contract or transaction is fair and reasonable as to the Council at the time it is authorized by the board, a committee or the members.

**2.16.2** Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction.

**2.16.3** The failure of a Director to disclose the nature of his interest to the Board of Directors shall constitute grounds for removal of the Director.

## **2.17 STANDING RULES**

The Board of Directors shall determine parliamentary procedures to be observed during meetings. Such determination shall be passed by resolution.

## **2.18 QUORUM AND ACTION**

A simple majority of the number of all directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. A director shall be deemed present at a meeting of the Board of Directors if a conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each other, is used. Except as otherwise provided by Statute, by the Articles of Incorporation, or by these By-Laws, the affirmative vote of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

## **2.19 PRESUMPTION OF ASSENT**

A director of the Council who is present at a meeting of the Board of Directors at which action or any Council matter is taken shall be presumed to have assented to the action unless he or she votes against such action. Only a director with a conflict of interest (as set forth in these By-Laws) with regard to any matter may abstain from voting in respect thereto.

## **2.20 ACTION WITHOUT A MEETING**

Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if a consent, in writing and setting forth the action so taken, shall be signed by all of the directors

and filed in the minutes of the proceedings of the Board of Directors. Facsimile and electronic messages (e.g., email) shall be acceptable forms of writings for the purpose of this section.

### **ARTICLE III - EXECUTIVE AND OTHER COMMITTEES**

#### **3.01 CREATION OF COMMITTEES**

The Board of Directors may,:

(a) Designate an Executive Committee and one or more other committees, each of which committees must have at least two (2) members;

(b) Designate one or more Directors as alternate members of any such committee, who may act in the place and stead of any absent member or members at any meeting of such committee;

(c) Appoint as ex-officio members of any committee persons who are neither members of the Board of Directors nor members of the Council to serve as consultants. The ex-officio committee members shall be entitled to attend the meetings of their committee; however, they shall not have the power to vote or any other power.

#### **3.02 EXECUTIVE COMMITTEE**

The Executive Committee shall consult with and advise the officers of the Council in the management of its affairs and may exercise, to the extent provided by resolution of the Board of Directors which creates such Executive Committee, such powers of the Board of Directors as lawfully can be delegated by the Board. During times of emergency, the Executive Committee may act on its own and the Board of Directors shall vote in order to have the Executive Committee's actions ratified at the next regular meeting of the Board of Directors.

#### **3.03 OTHER COMMITTEES**

Other committees shall have such functions and may exercise such powers of the Board of Directors as lawfully can be delegated.

#### **3.04 OPERATION**

The sections of these Bylaws that govern meetings, notice and waiver of notice, quorum and voting, and action without a meeting of the Board of Directors apply to committees and their members as well.

#### **3.05 MINUTES**

Committees may keep regular minutes of their proceedings and report to the Board of Directors when required or when requested by the Board.

#### **3.06 PROHIBITED ACTIVITIES OF ANY COMMITTEES**

No committee shall have the authority to:

- (a) Approve or recommend to members actions or proposals required by law to be approved by members.

- (b) Designate candidates for the office of Director, for purposes of proxy solicitation or otherwise;
- (c) Fill vacancies in the Board of Directors or any committee thereof;
- (d) Amend the Bylaws; or
- (e) Authorize or approve qualifications for members.

## **ARTICLE IV - OFFICERS**

### **4.01 OFFICERS**

The officers of this Council shall be a Chairperson of the Board, Vice Chairperson, Treasurer and Secretary. All officers shall be chosen from the Directors of the Council as specified in Article II, 2.05(a),(b) and (c), but CRA Advisory Board Chairpersons as specified in Article II, 2.05 (d) shall not be eligible to serve as officers of the Council.

Any two (2) or more offices may be held by the same person except for the office of the Executive Director. A failure to elect any of the aforesaid officers shall not affect the existence of the Council. Ex-officio members of the Board of Directors may not serve as officers.

### **4.02 ELECTION AND TERM OF OFFICE**

Officers of the Council shall be elected for a term of one (1) year (or until their successors have been duly elected and qualified) by the Board of Directors at its annual meeting. The initial term of the officers of the Council shall expire on September 30, 1998, unless earlier terminated as provided in these By-laws. If the election of officers shall not be held at such meeting, then such election shall be held as soon thereafter as possible. Each officer shall hold office until his successor has been duly elected and shall have qualified, or until his death, resignation, or removal from office.

### **4.03 RESIGNATION AND REMOVAL**

**4.3.1** An officer may resign at any time by delivering notice to the Board of Directors. A resignation is effective when delivered, unless the notice specifies a later effective date. If a resignation is made effective at a later date and the Council accepts the future effective date, then the Board of Directors may fill the pending vacancy before the effective date, if the Board of Directors provides that the successor does not take office until the effective date.

**4.3.2** The Board of Directors may remove any officer at any time with or without cause by a vote of a majority of the Board of Directors at any regular or special meeting of the Board of Directors.

### **4.04 VACANCIES**

A vacancy in any office because of resignation, removal, death or otherwise, may be filled by the Board of Directors for the unexpired portion of the term or until a permanent successor is elected.

### **4.05 CHAIRPERSON OF THE BOARD**

**4.5.1** The Chairperson of the Board shall be the Chief Executive Officer of the Council. He shall have general executive powers, including all powers required by law to be exercised by a president of a Council as

such, as well as the specific powers conferred by these Bylaws or by the Board of Directors. The Chairperson of the Board shall preside at all meetings of the Board of Directors.

#### **4.06 VICE CHAIRPERSON**

**4.6.1** In the absence of the Chairperson of the Board or in the event of his death, disability or refusal to act, the Vice Chairperson shall perform all of the duties of the Chairperson of the Board and when so acting, such Vice Chairperson shall have all the power of and be subject to all the restrictions upon the Chairperson of the Board. The Vice Chairperson shall have general executive powers as well as the specific powers conferred by these Bylaws. The Vice Chairperson shall also have such further powers and duties as may be conferred upon or assigned to herein by the Board of Directors or the Chairperson of the Board from time to time.

#### **4.07 SECRETARY AND TREASURER**

##### **4.7.1 SECRETARY**

The Secretary shall:

- (a) Review the draft of the minutes of meetings of the Board of Directors and members;
- (b) Authenticate records of the Council;
- (c) Keep the minutes of the proceedings of the Board of Directors and the members in one or more books provided for that purpose; or designate a location for storage of same,
- (d) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- (e) Be custodian of the Council records and of the seal of the Council and see that the seal of the Council is affixed to all documents the execution of which on behalf of the Council under its seal is duly authorized;
- (f) Be the registrar of the Council; and
- (g) In general, perform all duties incident to the office of Secretary and such other duties as may be assigned to him or her by the Board of Directors from time to time.

##### **4.7.2 TREASURER**

The Treasurer shall:

- (a) Keep custody of all funds and give an accounting to the Board at each regular and annual meeting, and at any other time upon demand by the Board; and
- (b) Perform other duties which pertain to the office of the Treasurer and other duties as may be assigned to him or her by the Board of Directors from time to time; and
- (c) Upon retirement or resignation from office, the Treasurer shall turn over to the incoming treasurer or to the Chairperson all funds, books of accounts, or any other Council property and issue a final accounting to the Board.

#### **4.08 DELEGATION OF DUTIES**

In the case of the absence of an officer of the Council or for any other reason that the Board of Directors may deem sufficient, the Board may delegate the powers and duties of such officer to any other officer or officers or to any Director or Directors or to any other individual or individuals.

#### **4.09 SALARIES OF OFFICERS**

**4.09.1** By majority vote of the Board of Directors, the officers may be paid their properly documented, reasonable expenses incurred in connection with the performance of their duties as officers, if any.

**4.09.2** The officers of the Council shall not be entitled to any compensation for services rendered in their capacity as officers to the Council.

### **ARTICLE V - EXECUTION OF INSTRUMENTS**

#### **5.01 AUTHORITY FOR EXECUTION OF INSTRUMENTS**

Formal contracts of the Council, promissory notes and other evidences of indebtedness and other Council documents shall be signed by the Chairperson and one other officer unless otherwise specifically determined by the Board of Directors, or otherwise required by law. Unless expressly authorized by these Bylaws or the Board of Directors, no officer, agent or employee shall have any power or authority to bind the Council by any contract or engagement or to pledge its credit or to render it pecuniarily liable for any purpose or in any amount.

### **ARTICLE VI - FISCAL YEAR**

#### **6.01 FISCAL YEAR**

The fiscal year of the Council shall begin on the first day of October and end on the last day in September of each year.

### **ARTICLE VII - COUNCIL RECORDS, REPORTS AND SEAL**

#### **7.01 RECORDS**

The Council shall keep as permanent records minutes of all meetings of its Board of Directors, a record of all actions taken by the Board of Directors without a meeting, and a record of all actions taken by any committee of the Board of Directors in place of the Board of Directors on behalf of the Council. The Council shall maintain accurate accounting records. The Council shall maintain its records in written form or in some other form capable of conversion into written form within a reasonable time.

### **ARTICLE VIII - PROHIBITED ACTIONS AND ACTIVITIES**

#### **8.01 DIVIDENDS PROHIBITED**

The Board of Directors of the Council may not declare or pay dividends in cash or property to any member, Director or officer, and no part of the net income of the Council shall otherwise be distributed to or inure to the benefit of any officer or Director, except as authorized in these By-laws.

## **8.02 PROHIBITED ACTIVITIES**

**8.2.1** Notwithstanding any other provision of these Bylaws, the Council shall not carry on any activities not permitted to be carried on:

- (a) By a Council exempt from Federal income tax under 501(c)(6) of the Code; or
- (b) By a Council, contributions to which are deductible under Code Section 170.

## **8.03 LOANS PROHIBITED**

Loans, other than through the purchase of bonds, debentures, or similar obligations of the type customarily sold in public offerings, or through ordinary deposit of funds in a bank, or prohibited by the Council exempt from Federal income tax under the Code may not be made by the Council to its Directors, officers, employees, or to any other Council, firm, association, or other entity in which one or more of its directors, officers, or employees is a director, officer, employee or holds a substantial financial interest. A loan made in violation of this Section is a violation of the duty to the Council of the Directors and officers authorizing it or participating in it, but the obligation of the borrower with respect to the loan may not be affected hereby.

## **ARTICLE IX - INDEMNIFICATION AND INSURANCE**

### **9.01 INDEMNIFICATION**

The Council shall indemnify its directors and officers to the fullest extent permitted by law

### **9.02 INSURANCE**

The Council may purchase and maintain insurance on behalf of any Director, officer, employee or agent of the Council, or on behalf of any person serving at the request of the Council as a Director, officer, employee or agent of another Council, partnership, joint venture, trust, or other enterprise against any liability asserted against that person and incurred by that person in any such Council, whether or not the Council has the power to indemnify that person against liability for any of those acts.

## **ARTICLE X - DISSOLUTION**

### **10.01 DISSOLUTION**

The Council may be dissolved without judicial supervision by adopting a resolution to dissolve. In the event of dissolution, the residual assets of the Council shall be turned over to one or more organizations which themselves are exempt from federal income taxes organizations described in Section 501(c)(6) of the Internal Revenue Code of 1986, as amended or the corresponding provisions of any future United States Internal Revenue Law.

## **ARTICLE XI - NON-STOCK BASIS**

### **11.01 NON-STOCK BASIS**

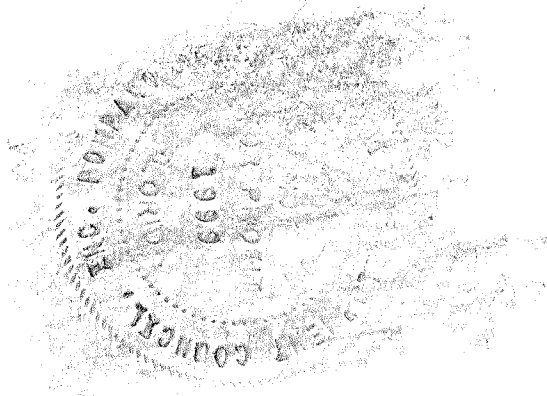
This Council shall have no capital stock.

ARTICLE XII - COUNCIL SEAL

12.01 FORMS

The seal of the Council shall have the name of the Council, the State, the year of its inception and the words "Council Seal" inscribed thereon.

EXAMPLE OF COUNCIL SEAL:



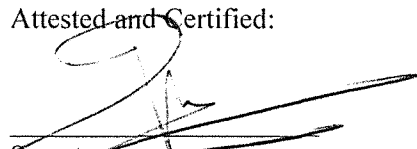
These Bylaws for the Pompano Beach Economic Development Council are hereby adopted by the Board of Directors on 2-22, 2016

POMPANO BEACH ECONOMIC  
DEVELOPMENT COUNCIL

  
Chairperson T. Di Giorgio

Signed  
3-11-16

Attested and Certified:

  
Secretary G. Usman



**BY-LAWS OF THE POMPANO BEACH  
ECONOMIC DEVELOPMENT COUNCIL**

**ARTICLE I - IDENTITY**

**1.01 NAME**

The name of the entity is the **POMPANO BEACH ECONOMIC DEVELOPMENT COUNCIL** (the "Council")

**1.02 MAILING ADDRESS**

The mailing address of the Council is 100 West Atlantic Boulevard, Pompano Beach, Florida 33060, and the Council may have such places of business as the Board of Directors may designate from time to time.

**1.03 NON-PROFIT OPERATION**

The Council shall be operated exclusively for purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or comparable provisions of subsequent legislation (herein the "Code") and shall operate as a Council not-for-profit. No director of the Council shall have any title to or interest in the property or earnings in his individual or private capacity and no part of the net earnings of the Council shall inure to the benefit of any trustee, director, officer or any member or individual.

**1.04 PURPOSE**

**1.4.1** The purpose for which this Council is formed, organized and shall always be operated is for the purposes of receiving and administering funds and operating exclusively within the meaning and parameters of Section 501(c)(6) of the Internal Revenue Code of 1986 or comparable provisions of subsequent legislation, and specifically to promote economic development and investment in the City of Pompano Beach. This Council is intended to be an entity which is separate, independent and autonomous from the City of Pompano Beach and is not intended to exist or be construed as an agency or arm of the City of Pompano Beach. The principal purpose of this Council is the planning, encouragement, support and promotion of economic development and growth through the attraction of new business and industries to the City of Pompano Beach and the retention and expansion of existing business and industries within the City of Pompano Beach for the benefit of the residents of the City of Pompano Beach.

**1.4.2** In carrying out this principal purpose, this Council shall engage in the following activities in furtherance of one or more of the Council's exempt purposes, which activities shall collectively constitute the character of affairs of the Council which the Council intends to conduct in the State of Florida:

(1) Aiding the Pompano Beach community and South Florida geographical area by attracting new businesses and industry to the City of Pompano Beach;

(2) Promoting and encouraging the development, retention and expansion of existing businesses and industry in the City of Pompano Beach;

(3) Planning, fostering, encouraging, supporting and promoting of economic development and growth in the city of Pompano Beach in an effort to expand the local tax base, increase local employment, and improve the general welfare, prosperity and quality of life of the residents of the City of Pompano Beach;

(4) Soliciting, receiving or generating funds from any source not inconsistent with the purposes of this Council and soliciting, receiving or generating contributions, grants, gifts or subventions from persons, entities or any unit or agency of government;

(5) Doing and performing any and all acts as may be necessary and/or appropriate in order to carry out the stated purposes of the Council.

1.4.3 Pecuniary profit, gain or private advantage is not and shall not be the object of this Council or its officers and directors. No part of the net earnings of this Council shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons.

1.4.4 The Council shall exercise only those powers that may be granted or permitted to not-for-profit corporations pursuant to Chapter 617, et. seq., Florida Statutes and to tax-exempt entities pursuant to Section 501(c)(6) of the Internal Revenue Code. This Council shall be prohibited from carrying on non-exempt activities beyond the permissible limits of Section 501(c)(6) of the Internal Revenue Code.

## **ARTICLE II - BOARD OF DIRECTORS**

### **2.01 GENERAL POWERS OF THE BOARD**

All Council powers shall be exercised by or under the authority of the Board of Directors (herein "Board of Directors") and the management and affairs of the Council shall be controlled by the Board of Directors, which is the governing body of the Council. The Board of Directors shall have charge, control and management of the business, property and affairs of the Council and shall have the power and authority to do and perform all acts and functions permitted for an organization as described in 501(c)(6) of the Internal Revenue Code which are not inconsistent with these Bylaws or the laws of the State of Florida.

### **2.02 EMERGENCY POWERS OF THE BOARD**

In anticipation of or during any emergency, if a majority of the Board of Directors cannot readily be assembled because of some catastrophic event, then a majority of the Directors that can be assembled shall have the power and authority to do and perform all acts and functions, permitted for an organization described in Section 501(c)(6) of the Code and Section 617.0303, Florida Statutes, as amended, or subsequent legislation not inconsistent with these Bylaws, or the laws of the State of Florida.

### **2.03 NUMBER OF DIRECTORS**

Except as otherwise provided in these Bylaws, the direction and management of the affairs of the Council shall be vested in a Board of Directors which shall consist of seventeen (17) directors.

### **2.04 QUALIFICATIONS OF DIRECTORS**

Directors must be natural persons who are residents of Florida and are eighteen (18) years of age or older. Directors need not be residents of the City of Pompano Beach, Florida, but must have or represent business interests in the City of Pompano Beach. In addition, each person serving as a director must meet the criteria established elsewhere in these By-Laws.

### **2.05 APPOINTMENT AND COMPOSITION OF DIRECTORS**

Due consideration shall be given to appoint Directors that represent small employers in Pompano Beach, major employers in Pompano Beach, representatives from the non-residential real estate industry including,

without limitation, representatives of industrial parks, office parks, or retail shopping centers located within the Council limits of the City of Pompano Beach, developers, general contractors, architects, engineers, attorneys, commercial real estate brokers; and representatives of the investment banking industry. Due consideration shall also be given to the ethnic background and gender of candidates for the Board of Directors to help ensure that the Council meets or exceeds its goals and objectives with equal opportunity for qualified candidates.

Members of the Board of Directors of the Council shall be elected or appointed as follows:

- (a) **City Commission of Pompano Beach Appointees:** The City Commission of the City of Pompano Beach shall appoint five (5) directors to the Board of Directors as follows: each Commissioner shall have the power to appoint one (1) director to the Board of Directors using the criteria above as a guideline for each Commission appointee.
- (b) **The Greater Pompano Beach Chamber of Commerce:** The Greater Pompano Beach Chamber of Commerce shall appoint five (5) directors to the Board of Directors using the criteria above as a guideline for each Chamber appointee.
- (c) **Board of Directors Appointees:** The Board of Directors shall appoint five (5) directors to the Board of Directors using the criteria above as a guideline for each Board appointee.
- (d) **Community Redevelopment Area(CRA) Advisory Board Chairpersons.** The current Chairperson of each CRA Advisory Board shall serve as a Director on the Board of Directors of the Council and shall resign from the Council at the end of his/her term as Chairperson. Each CRA Advisory Board Chairperson shall be eligible to vote but will not be eligible to serve as Officers of the Council according to Article IV "Officers" herein.

## 2.06 TERM OF OFFICE

Each Director shall serve his term of office and until his successor shall have been duly elected and qualified. In order to achieve staggered terms of directors:

- (a) The five (5) initial appointments of the City Commission of the City of Pompano Beach shall consist of two (2) appointment for a three (3) year term, two (2) appointments for a two (2) year term and one (1) appointments for a one (1) year term;
- (b) The five (5) initial appointments of the Pompano Economic Group shall consist of two (2) appointments for a three (3) year term, one (1) appointment for a two (2) year term, and two (2) appointments for a one (1) year term;
- (c) The five (5) initial appointments of the Council's Board of Directors shall consist of one (1) appointment for a three (3) year term, two (2) appointments for a two (2) year term, and two (2) appointments for a one (1) year term; and

Thereafter, all appointments shall be for three (3) year terms or to fill the remaining portions of a term in the event of a vacancy.

Terms of Directors shall commence upon October 1st of each year and shall terminate on September 30th of the last year of each Director's respective term, unless such term of office is terminated earlier because such director no longer meets any of the criteria set forth in these By-Laws, although the first year of the

terms of the initial Board of Directors shall expire September 30, 1998.

The term of each director appointed by the City of Pompano Beach Industrial Advisory Board, by the Planning and Zoning Board/Local Planning Agency, or by the Community Appearance Board automatically terminates when said director is no longer a director of said Board. The term of each director appointed by the Pompano Economic Group, which appointment is contingent upon that person's membership in the Pompano Economic Group, may be terminated by the Pompano Economic Group at any time that such person is not a member of the Pompano Economic Group.

The term of office of any director who fails to attend three consecutive regular meetings of the Council, or who fails to attend at least two-thirds of the regular meetings of the Council in any consecutive twelve-month period, shall, at the discretion of the Board of Directors, be terminated unless such director is reinstated by the Board of the Council in the same manner as for the filling of a vacancy on the Board. Termination a director's term in this manner who was appointed by the City of Pompano Beach is effective upon ratification by the City of Pompano Beach Commission. Termination a director's term in this manner who was appointed by the Pompano Economic Group is effective upon ratification by the Pompano Economic Group.

## **2.07 EX-OFFICIO DIRECTORS**

The Board of Directors shall appoint as many ex-officio directors as is deemed necessary to serve as consultants of the Board of Directors and to strengthen and facilitate relationships between the Council, the business community, public entities, and public/private entities, for a term to be determined by the Board of Directors. Ex-officio directors shall not have the power to vote or manage the affairs of the Council but shall act in an advisory capacity only. Failure to give ex-officio directors notice of the time and place of regular and special meetings of the Board of Directors shall not affect any action taken by the Board of Directors at such meetings. Ex-officio directors may include the following:

- (i) current local manager of Florida Power and Light,
- (ii) current local manager of Bell-South;
- (iii) current administrator of North Broward Medical Center or other hospital located within or on the periphery of the City of Pompano Beach;
- (iv) current member representative from the Broward County School Board;
- (v) current member representative from the Broward Economic Development Council;
- (vi) current member representative of the Broward County Commission;
- (vii) City Manager of the City of Pompano Beach
- (viii) President of the Greater Pompano Beach Chamber of Commerce
- (ix) representative from an accredited college or university located in Dade, Broward or Palm Beach County, Florida.

## **2.08 ANNUAL MEETING**

The annual meeting of the Board of Directors shall be during the monthly meeting each October, or as close

thereto as may be advisable, unless changed by a unanimous vote of the Board of Directors at any meeting thereof, at such time and place as the Board of Directors shall from time to time determine, for the transaction of such business as may lawfully come before the meeting. It shall be the duty of the Secretary of the Council to give seven (7) calendar days notice of the time, place and date of the annual meeting to each director and to the Pompano Beach City Commission and the Pompano Economic Group.

## **2.09 REGULAR MEETINGS**

Regular meetings of the Board of Directors shall be held on such dates and at such times and places as the Board of Directors shall from time to time determine, for the transaction of such business as may lawfully come before each such meeting. It shall be the duty of the Secretary of the Council to give at least seven (7) calendar days notice of the time, place and date of each regular meeting to each Director.

## **2.10 SPECIAL MEETINGS**

Special meetings of the Board of Directors shall be held whenever called by the Secretary of the Council upon the direction of the Chairperson of the Board of the Council or upon the request of any four (4) Directors. Special meetings may be held within or without the State of Florida. It shall be the duty of the Secretary of the Council to give notice of a special meeting to each Director at least seven (7) calendar days prior to the date of the meeting and include the date, time and place of the meeting.

## **2.11 NOTICE OF MEETINGS**

Written notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than seven (7) calendar days nor more than fourteen (14) calendar days before the scheduled date of the meeting. The notice shall be delivered personally or by first class mail by or at the direction of the Chairperson of the Board, the Secretary or the officer or persons calling the meeting to each Director. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the Director at his address as it appears on the records of the Council, with postage thereon prepaid.

## **2.12 COMPENSATION**

Directors shall receive no compensation for their services on the Board of Directors. This shall not prevent the Council from purchasing insurance as provided in Article VIII or from reimbursing any Director for expenses actually and necessarily incurred in the performance of his duties as a Director as such expenses are authorized by the Board of Directors.

## **2.13 RESIGNATIONS**

A Director may resign at any time by delivering written notice to the Board of Directors or its Chairperson. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. If a resignation is given which is effective at a later date, then the Board of Directors may fill the pending vacancy before the effective date as provided in these By-Laws, if the Board of Directors provides that the successor does not take office until the effective date.

## **2.14 REMOVAL OF DIRECTORS**

Any director may be removed either with or without cause by a vote of a majority of the Board of Directors. Notice of intent to vote on a recommendation to remove a Director must be provided to all directors at least five (5) business days prior to the meeting at which the vote will be taken. Removal of a director who was

appointed by the City of Pompano Beach is effective upon ratification by the City of Pompano Beach Commission. Removal of a director who was appointed by the Pompano Economic Group is effective upon ratification by the Pompano Economic Group.

## **2.15 FILLING OF VACANCIES**

Vacancies other than those caused by an increase in the number of Directors shall be filled by appointment by the City Commission of the City of Pompano Beach or the Pompano Economic Group or the Board of Directors, according to which place becomes vacant. Vacancies reducing the number of Directors to less than three (3) shall be filled before the transaction of any other business. Upon the resignation of a Director tendered to take effect at a future time, the City Commission of the City of Pompano Beach or the Pompano Economic Group or the Board of Directors, according to which place becomes vacant, may appoint a successor to take office when the resignation becomes effective. Any vacancy occurring in the Board of Directors, including any vacancy resulting from an increase in the number of Directors, shall be filled by the appropriate appointing body to complete the current term.

## **2.16 DIRECTOR CONFLICTS OF INTEREST**

**2.16.1** No contract or other transaction between a Council and one or more of its directors or any other company, firm, association, or entity in which one or more of its directors are directors or officers or are financially interested shall be either void or voidable because of such relationship or interest, because such director or directors or a committee thereof which authorizes, approves or ratifies such contract or transaction, or because his or their votes are counted for such purpose, if:

(a) The fact of such relationship or interest is disclosed or known to the board of directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors;

(b) The fact of such relationship or interest is disclosed or known to the members entitled to vote on such contract or transaction, if any, and they authorize, approve, or ratify it by vote or written consent; or

(c) The contract or transaction is fair and reasonable as to the Council at the time it is authorized by the board, a committee or the members.

**2.16.2** Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction.

**2.16.3** The failure of a Director to disclose the nature of his interest to the Board of Directors shall constitute grounds for removal of the Director.

## **2.17 STANDING RULES**

The Board of Directors shall determine parliamentary procedures to be observed during meetings. Such determination shall be passed by resolution.

## **2.18 QUORUM AND ACTION**

A simple majority of the number of all directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. A director shall be deemed present at a meeting of the Board of Directors if a conference telephone or similar communications equipment, by means of which all persons

participating in the meeting can hear each other, is used. Except as otherwise provided by Statute, by the Articles of Incorporation, or by these By-Laws, the affirmative vote of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

### **2.19 PRESUMPTION OF ASSENT**

A director of the Council who is present at a meeting of the Board of Directors at which action or any Council matter is taken shall be presumed to have assented to the action unless he or she votes against such action. Only a director with a conflict of interest (as set forth in these By-Laws) with regard to any matter may abstain from voting in respect thereto.

### **2.20 ACTION WITHOUT A MEETING**

Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors and filed in the minutes of the proceedings of the Board of Directors.

## **ARTICLE III - EXECUTIVE AND OTHER COMMITTEES**

### **3.01 CREATION OF COMMITTEES**

The Board of Directors may, by resolution passed by a majority of the whole Board:

(a) Designate an Executive Committee and one or more other committees, each of which committees must have at least two (2) members;

(b) Designate one or more Directors as alternate members of any such committee, who may act in the place and stead of any absent member or members at any meeting of such committee;

(c) Appoint as ex-officio members of any committee persons who are neither members of the Board of Directors nor members of the Council to serve as consultants. The ex-officio committee members shall be entitled to attend the meetings of their committee; however, they shall not have the power to vote or any other power.

### **3.02 EXECUTIVE COMMITTEE**

The Executive Committee shall consult with and advise the officers of the Council in the management of its affairs and may exercise, to the extent provided by resolution of the Board of Directors which creates such Executive Committee, such powers of the Board of Directors as lawfully can be delegated by the Board. During times of emergency, the Executive Committee may act on its own and the Board of Directors shall vote in order to have the Executive Committee's actions ratified at the next regular meeting of the Board of Directors.

### **3.03 OTHER COMMITTEES**

Other committees shall have such functions and may exercise such powers of the Board of Directors as lawfully can be delegated, to the extent provided by resolution creating such committees.

### **3.04 OPERATION**

The sections of these Bylaws that govern meetings, notice and waiver of notice, quorum and voting, and

action without a meeting of the Board of Directors apply to committees and their members as well.

### **3.05 MINUTES**

Committees may keep regular minutes of their proceedings and report to the Board of Directors when required or when requested by the Board.

### **3.06 PROHIBITED ACTIVITIES OF ANY COMMITTEES**

No committee shall have the authority to:

- (a) Approve or recommend to members actions or proposals required by law to be approved by members.
- (b) Designate candidates for the office of Director, for purposes of proxy solicitation or otherwise;
- (c) Fill vacancies in the Board of Directors or any committee thereof;
- (d) Amend the Bylaws; or
- (e) Authorize or approve qualifications for members.

## **ARTICLE IV - OFFICERS**

### **4.01 OFFICERS**

The officers of this Council shall be a Chairperson of the Board, Vice Chairperson, and Secretary. All officers shall be chosen from the Directors of the Council as specified in Article II, 2.05(a),(b) and (c), but CRA Advisory Board Chairpersons as specified in Article II, 2.05 (d) shall not be eligible to serve as officers of the Council.

Any two (2) or more offices may be held by the same person except for the office of the Executive Director. A failure to elect any of the aforesaid officers shall not affect the existence of the Council. Ex-officio members of the Board of Directors may not serve as officers.

### **4.02 ELECTION AND TERM OF OFFICE**

Officers of the Council shall be elected for a term of one (1) year (or until their successors have been duly elected and qualified) by the Board of Directors at its annual meeting. The initial term of the officers of the Council shall expire on September 30, 1998, unless earlier terminated as provided in these By-laws. If the election of officers shall not be held at such meeting, then such election shall be held as soon thereafter as possible. Each officer shall hold office until his successor has been duly elected and shall have qualified, or until his death, resignation, or removal from office. In no event shall a person be appointed as an officer for more than four (4) consecutive terms. A person who has served as an officer, for four (4) consecutive terms may be re-appointed as an officer after a one (1) year lapse of time from serving as an officer.

### **4.03 RESIGNATION AND REMOVAL**

**4.3.1** An officer may resign at any time by delivering notice to the Board of Directors. A resignation is effective when delivered, unless the notice specifies a later effective date. If a resignation is made effective at



a later date and the Council accepts the future effective date, then the Board of Directors may fill the pending vacancy before the effective date, if the Board of Directors provides that the successor does not take office until the effective date.

4.3.2 The Board of Directors may remove any officer at any time with or without cause by a vote of a majority of the Board of Directors at any regular or special meeting of the Board of Directors.

#### 4.04 VACANCIES

A vacancy in any office because of resignation, removal, death or otherwise, may be filled by the Board of Directors for the unexpired portion of the term or until a permanent successor is elected.

#### 4.05 CHAIRPERSON OF THE BOARD

4.5.1 The Chairperson of the Board shall be the Chief Executive Officer of the Council. He shall have general executive powers, including all powers required by law to be exercised by a president of a Council as such, as well as the specific powers conferred by these Bylaws or by the Board of Directors. The Chairperson of the Board shall preside at all meetings of the Board of Directors.

#### 4.06 VICE CHAIRPERSON

4.6.1 In the absence of the Chairperson of the Board or in the event of his death, disability or refusal to act, the Vice Chairperson shall perform all of the duties of the Chairperson of the Board and when so acting, such Vice Chairperson shall have all the power of and be subject to all the restrictions upon the Chairperson of the Board. The Vice Chairperson shall have general executive powers as well as the specific powers conferred by these Bylaws. The Vice Chairperson shall also have such further powers and duties as may be conferred upon or assigned to herein by the Board of Directors or the Chairperson of the Board from time to time.

#### 4.07 SECRETARY

The Secretary shall:

- (a) Review the draft of the minutes of meetings of the Board of Directors and members;
- (b) Authenticate records of the Council;
- (c) Keep the minutes of the proceedings of the Board of Directors and the members in one or more books provided for that purpose;
- (d) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- (e) Be custodian of the Council records and of the seal of the Council and see that the seal of the Council is affixed to all documents the execution of which on behalf of the Council under its seal is duly authorized;
- (f) Be the registrar of the Council; and
- (g) In general, perform all duties incident to the office of Secretary and such other duties as may be assigned to him or her by the Board of Directors from time to time.

#### **4.08 DELEGATION OF DUTIES**

In the case of the absence of an officer of the Council or for any other reason that the Board of Directors may deem sufficient, the Board may delegate the powers and duties of such officer to any other officer or officers or to any Director or Directors or to any other individual or individuals.

#### **4.09 SALARIES OF OFFICERS**

4.09.1 By resolution of the Board of Directors, the officers may be paid their properly documented, reasonable expenses incurred in connection with the performance of their duties as officers, if any.

4.09.2 The officers of the Council shall not be entitled to any compensation for services rendered in their capacity as officers to the Council.

### **ARTICLE V - EXECUTION OF INSTRUMENTS**

#### **5.01 AUTHORITY FOR EXECUTION OF INSTRUMENTS**

Formal contracts of the Council, promissory notes and other evidences of indebtedness and other Council documents shall be signed by the Chairperson and one other officer unless otherwise specifically determined by the Board of Directors, or otherwise required by law. Unless expressly authorized by these Bylaws or the Board of Directors, no officer, agent or employee shall have any power or authority to bind the Council by any contract or engagement or to pledge its credit or to render it pecuniarily liable for any purpose or in any amount.

### **ARTICLE VI - FISCAL YEAR**

#### **6.01 FISCAL YEAR**

The fiscal year of the Council shall begin on the first day of October and end on the last day in September of each year.

### **ARTICLE VII - COUNCIL RECORDS, REPORTS AND SEAL**

#### **7.01 RECORDS**

The Council shall keep as permanent records minutes of all meetings of its Board of Directors, a record of all actions taken by the Board of Directors without a meeting, and a record of all actions taken by any committee of the Board of Directors in place of the Board of Directors on behalf of the Council. The Council shall maintain accurate accounting records. The Council shall maintain its records in written form or in some other form capable of conversion into written form within a reasonable time.

### **ARTICLE VIII - PROHIBITED ACTIONS AND ACTIVITIES**

#### **8.01 DIVIDENDS PROHIBITED**

The Board of Directors of the Council may not declare or pay dividends in cash or property to any member, Director or officer, and no part of the net income of the Council shall otherwise be distributed to or inure to the benefit of any officer or Director, except as authorized in these By-laws.

## **8.02 PROHIBITED ACTIVITIES**

**8.2.1** Notwithstanding any other provision of these Bylaws, the Council shall not carry on any activities not permitted to be carried on:

- (a) By a Council exempt from Federal income tax under 501(c)(6) of the Code; or
- (b) By a Council, contributions to which are deductible under Code Section 170.

## **8.03 LOANS PROHIBITED**

Loans, other than through the purchase of bonds, debentures, or similar obligations of the type customarily sold in public offerings, or through ordinary deposit of funds in a bank, or prohibited by the Council exempt from Federal income tax under the Code may not be made by the Council to its Directors, officers, employees, or to any other Council, firm, association, or other entity in which one or more of its directors, officers, or employees is a director, officer, employee or holds a substantial financial interest. A loan made in violation of this Section is a violation of the duty to the Council of the Directors and officers authorizing it or participating in it, but the obligation of the borrower with respect to the loan may not be affected hereby.

## **ARTICLE IX - INDEMNIFICATION AND INSURANCE**

### **9.01 INDEMNIFICATION**

The Council shall indemnify its directors and officers to the fullest extent permitted by law

### **9.02 INSURANCE**

The Council may purchase and maintain insurance on behalf of any Director, officer, employee or agent of the Council, or on behalf of any person serving at the request of the Council as a Director, officer, employee or agent of another Council, partnership, joint venture, trust, or other enterprise against any liability asserted against that person and incurred by that person in any such Council, whether or not the Council has the power to indemnify that person against liability for any of those acts.

## **ARTICLE X - DISSOLUTION**

### **10.01 DISSOLUTION**

The Council may be dissolved without judicial supervision by adopting a resolution to dissolve, which must be approved by City of Pompano Beach or the Pompano Economic Group. In the event of dissolution, the residual assets of the Council shall be turned over to one or more organizations which themselves are exempt from federal income taxes organizations described in Section 501(c)(6) of the Internal Revenue Code of 1986, as amended or the corresponding provisions of any future United States Internal Revenue Law.

## **ARTICLE XI - NON-STOCK BASIS**

### **11.01 NON-STOCK BASIS**

This Council shall have no capital stock.

ARTICLE XII - COUNCIL SEAL

12.01 FORMS

The seal of the Council shall have the name of the Council, the State, the year of its inception and the words "Council Seal" inscribed thereon.

These Bylaws for the Pompano Beach Economic Development Council are hereby adopted by the Board of Directors on 7-1-5, 2008.

**POMPANO BEACH ECONOMIC  
DEVELOPMENT COUNCIL**

  
Chairperson

Attested and Certified:

  
Secretary

**RESOLUTION**

**THE POMPANO BEACH ECONOMIC DEVELOPMENT COUNCIL, INC.**

**WHEREAS**, the Pompano Beach Economic Development Council is engaged in the furthering of the economic vitality of the City of Pompano Beach by fostering a pro-business environment that promotes job creation and a strong, diversified tax base; and

**WHEREAS**, the Pompano Beach Economic Development Council seeks to compliment the City's efforts in streamlining the development review process for all those doing business in the city; and

**WHEREAS**, the Mayor's Stimulus Task Force wished to create and promote an 'expedited culture' throughout the City, citing transparency in a business friendly atmosphere; and

**WHEREAS**, Pompano Beach Economic Development Council, the Mayor's Stimulus Task Force, the Tourism Strategic Planning Team and the Contractors Forum Working Group all emphasized the need for the City to be more proactive in the development review process; and

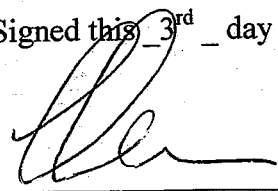
**WHEREAS**, the Architectural Appearance Committee, the Planning and Zoning Board, the Zoning Board of Appeals all have historically followed the same vacation schedule as the City Commission; and

**WHEREAS**, each of these boards/ committees are finite in their function and purpose where members can take individual vacations or leaves of absence as each board/ committee member has appointed alternates; and

**WHEREAS**, this gap in scheduling impedes the development review process by delaying all development approvals for at least a month;

**THEREFORE**, be it resolved that the Pompano Beach Economic Development Council hereby encourages the Pompano Beach City Commission to retain the usual schedule for Advisory Boards during the month of August.

Signed this 3<sup>rd</sup> day of October, 2011.



Thomas H. DiGiorgio, Jr.  
Chairperson, PBEDC

**CITY OF POMPANO BEACH  
Broward County, Florida**

**A RESOLUTION OF THE CITY COMMISSION OF THE CITY OF POMPANO BEACH, FLORIDA, APPROVING AND SUPPORTING THE CREATION OF A PUBLIC/PRIVATE ORGANIZATION TO BE KNOWN AS THE POMPANO BEACH ECONOMIC DEVELOPMENT COUNCIL AND TO BE ESTABLISHED FOR THE PURPOSE OF PROMOTING ECONOMIC DEVELOPMENT WITHIN THE CITY; PROVIDING AN EFFECTIVE DATE.**

WHEREAS, the City Commission of the City of Pompano Beach supports economic development within all sectors of the City relating to expansion of the tax base, creation of jobs, attraction of new business, and retention and growth of existing businesses; and

WHEREAS, the City Commission has recognized the value of the various recommendations contained in the report of the Visioning Process Development Committee, and

WHEREAS, the Visioning Process Development Sub-Committee more specifically recommended that its plan be implemented by the formation of a public/private committee; and

WHEREAS, the City Commission desires to continue and improve the City's business environment; and

WHEREAS, the business community has indicated a desire to participate in the economic development process which could be furthered by the development of a public/private committee; now, therefore,

**BE IT RESOLVED, BY THE CITY COMMISSION OF THE CITY OF POMPANO BEACH, FLORIDA:**

**SECTION 1.** The foregoing "WHEREAS" clauses are true and correct and are hereby confirmed by the City Commission.

**SECTION 2.** The City Commission of the City of Pompano Beach supports the creation and implementation of a public/private organization to be known as the "Pompano Beach Economic Development Council" and to be established for the purpose of improving economic development within the City. In order to accomplish the economic development in all sectors of the City, the City approves of a fifteen (15) member Board of Directors for the Council of which five (5) will be appointed by the Pompano Economic Group, five (5) City appointments of which two (2) shall be members of the City's Industrial Advisory Board, two (2) shall be members of the City's Planning and Zoning Board and one (1) shall be a member of the Community Appearance Board. Five (5) additional appointees will be selected for expertise in the related fields and shall be elected by the first ten (10) members. Upon the establishment and selection of the said Board of Directors, the City of Pompano Beach will support the Pompano Beach Economic Development Council as it deems proper, upon request and report of the Council.

**SECTION 3.** This Resolution shall become effective upon passage.

PASSED AND ADOPTED this 8th day of July, 1997.

  
\_\_\_\_\_  
WILLIAM F. GRIFFIN, MAYOR

ATTEST:

  
\_\_\_\_\_  
MARY L. CHAMBERS  
CITY CLERK

GBL:jrn.  
7/8/97  
I:reso/97-330.

**CITY OF POMPANO BEACH**  
**Broward County, Florida**

**A RESOLUTION OF THE CITY COMMISSION OF THE CITY OF POMPANO BEACH, FLORIDA, AMENDING CITY RESOLUTION NO. 97-181 WHICH APPROVED AND SUPPORTED THE CREATION OF A PUBLIC/PRIVATE ORGANIZATION KNOWN AS THE POMPANO BEACH ECONOMIC DEVELOPMENT COUNCIL TO DELETE CERTAIN ~~QUALIFICATIONS NEEDED~~ FOR CITY APPOINTEES; PROVIDING AN EFFECTIVE DATE.**

WHEREAS, the City Commission of the City of Pompano Beach supports economic development within all sectors of the City relating to expansion of the tax base, creation of jobs, attraction of new business, and retention and growth of existing businesses; and

WHEREAS, the City Commission approved City Resolution No. 97-181 which expressed support for creation of the Pompano Beach Economic Development Council; and

WHEREAS, City Resolution No. 97-181 also supported that City appointees be members of certain City boards; and

WHEREAS, the City Commission desires to delete City appointee membership qualifications and conform to the present by-laws of the said economic council; now, therefore,

**BE IT RESOLVED BY THE CITY COMMISSION OF THE CITY OF POMPANO BEACH, FLORIDA:**

**SECTION 1.** That City Resolution No. 97-181 be and the same is hereby amended as follows:

**SECTION 2.** The City Commission of the City of Pompano Beach supports the creation and implementation of a public/private organization to be known as the "Pompano Beach Economic Development Council" and to be



established for the purpose of improving economic development within the City. In order to accomplish the economic development in all sectors of the City, the City approves of a fifteen (15) member Board of Directors for the Council of which five (5) will be appointed by the Greater Pompano Beach Chamber of Commerce Economic Group, and five (5) City appointments of which two (2) shall be members of the City's Industrial Advisory Board, two (2) shall be members of the City's Planning and Zoning Board and one (1) shall be a member of the Community Appearance Board. Five (5) additional appointees will be selected for expertise in the related fields and shall be elected by the first ten (10) members. Upon the establishment and selection of the said Board of Directors, the City of Pompano Beach will support the Pompano Beach Economic Development Council as it deems proper, upon request and report of the Council.

**SECTION 2.** This Resolution shall become effective upon passage.

**PASSED AND ADOPTED** this 13th day of February, 2007.

  
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**JOHN C. RAYSON, MAYOR**

**ATTEST:**

  
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**MARY L. CHAMBERS, CITY CLERK**

GBL/jrm  
1/29/07  
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