



CITY OF DORAL PARKS AND POLICE 4 KIDS FOUNDATION BOARD MEETING

Tuesday, April 14, 2015 at 4:00 p.m.
8401 NW 53rd Terrace, 3rd Floor Council Chambers
Doral, FL 33166

1. **Call to Order / Roll Call of Foundation Members**
2. **Approval of Minutes from March 18, 2015**
3. **Public Comments**
4. **Discussion Items**
 - A. **Update on Account Funds**
 - a. Exhibit A
 - B. **2015 Mayor & Council's Gala Benefiting PP4K (Saturday, September 26, 2015)**
 - a. Approval of Budget not to exceed \$36,000 (Exhibit B)
 - b. Approval of Save the Date (Exhibit C)
 - c. Approval of Sponsorship Opportunities & Application (Exhibit D & E)
 - C. **PP4K By-law Revisions**
 - a. Exhibit F
 - D. **Class of 2016 High School Seniors entering the Military – Director Ruiz**
5. **Next Meeting - Date**
6. **Adjournment**

Anyone wishing to obtain a copy of an agenda item may contact the **City Clerk at 305-593-6725** or view the agenda packet on the City's website at www.cityofdoral.com or at City of Doral Government Center, 8401 NW 53rd Terrace, Doral, Florida 3366 during regular business hours (Monday – Friday, 8:00 A.M. – 4:30 P.M.). Pursuant to Florida Statute 286.0105, anyone wishing to appeal any decision made by the City Council with respect to any matter considered at this meeting or hearing shall need a record of the proceedings and, for such purpose, may need to ensure that a verbatim record of the proceedings is made, which record includes the testimony and evidence upon which the appeal is to be based.



**CITY OF DORAL
PARKS AND POLICE 4 KIDS FOUNDATION
BOARD MEETING
DRAFT MINUTES**

Wednesday, March 18, 2015 at 12:00 p.m.
8401 NW 53rd Terrace, 3rd Floor Council Chambers
Doral, FL 33166

1. Call to Order / Roll Call of Foundation Members

Meeting was called to order at 12:13 pm

Chairman Luigi Boria	Present
Director Sandra Ruiz	Present
Director Pete Cabrera	Not Present
Director Christi Fraga	Present
Director Ana Maria Rodriguez	Present

Also present were:

Weiss, Serota Helfman et.al, City Attorney
Connie Diaz, Interim City Clerk

2. Approval of Minutes from January 13, 2015

Motion to approve made by Director Rodriguez and seconded by Director Ruiz. By consensus, motion passes unanimously.

3. Public Comments

A resident addressed the Board and expressed concern over the Bicycle Action Program.

4. Discussion Items

A. PP4K Financial Statements (Saugar, PA)

- a. Engagement Letter
- b. Invoices for Approval

Motion to approve 4 Aa made by Director Ruiz and seconded by Director Rodriguez. By consensus, motion passes unanimously.

Motion to approve 4 Ab made by Director Ruiz and seconded by Director Fraga. By consensus, motion passes unanimously.

B. Bicycle Action Committee Presentation

- a. Attachment: Bicycle Action Committee Proposal

A representative of the Bicycle Action Committee addressed the Board and presented their proposal.

Motion to recommend the program to the City Council inclusive of the use of the logo made by Director Fraga and Director Ruiz. By consensus, motion passes unanimously.

C. Rescheduling 2015 Mayor & Council's Gala Benefiting

- a. Attachment: Pending Invoice from Trump National Doral Miami

Barbara Hernandez, Parks and Recreation Director, addressed the Board and presented the item.

Motion to approve September 26th, 2015 as the date for the Gala made by Director Ruiz and seconded by Director Fraga. By consensus, motion passes unanimously.

D. Status on PP4K By-Law Revisions

By consensus, the Board deferred this item to next meeting.

5. Report

A. Program Update: The United Youth Orchestra of South Florida (TUYO) Afterschool Orchestral Program

6. Next Meeting – Date April 7, 2015

7. Adjournment: Meeting adjourns at 12:32 pm.

Respectfully submitted,

Connie Diaz, City Clerk

Motion to approve the minutes of the March 18, 2015 Parks and Police 4 Kids Meeting made by _____ and seconded by _____.

Director Ana Maria Rodriguez
Director Pete Cabrera
Director Christi Fraga
Vice Chair Sandra Ruiz
Chair Luigi Boria

APPROVED and ADOPTED this 14 day of April, 2015.

LUIGI BORIA, CHAIR

Erin Weislow (PR)

From: Matilde Menendez (FN)
Sent: Thursday, April 09, 2015 3:00 PM
To: Barbara Hernandez (PR); Erin Weislow (PR)
Subject: RE: Parks and Police 4 Kids- Agenda items 4-14

Hi Barbie,

The balance in the PP4K account as of 3/31/2015 is \$77,249.93.

Respectfully,

Matilde G. Menendez, CPA

Finance Director

City of Doral

8401 NW 53rd Terrace

Doral, FL 33166

T (305) 593-6725, Ext. 4000

F (305) 406-6722

matilde.menendez@cityofdoral.com

www.cityofdoral.com



The City of Doral is on [Twitter](#) and [Facebook](#)!

From: Barbara Hernandez (PR)
Sent: Thursday, April 09, 2015 2:28 PM
To: Erin Weislow (PR); Matilde Menendez (FN)
Subject: RE: Parks and Police 4 Kids- Agenda items 4-14

Good Afternoon Mati,

I know you are extremely busy but we have a deadline to submit the Agenda for PP4K from the Clerk's office today. Is there a way we can have this information today?

Kind Regards,

Barbie Hernandez, CPRP

Parks and Recreation Director

City of Doral

8401 NW 53rd Terr

Doral, FL 33166

T (305) 593-6600

F (305) 593-6615

Barbara.Hernandez@cityofdoral.com

www.cityofdoral.com

"Parks Make Life Better!"

IT STARTS IN
PARKS



The City of Doral is on [Twitter](#) and [Facebook](#)!

From: Erin Weislow (PR)
Sent: Wednesday, April 08, 2015 6:04 PM
To: Matilde Menendez (FN)
Cc: Barbara Hernandez (PR)
Subject: Parks and Police 4 Kids- Agenda items 4-14

Good Afternoon,

I just wanted to let you know that Vianca is no longer with the City and I will be replacing her as the main contact for the Parks and Police 4 Kids board should you need anything.

We are finalizing the agenda for the Parks and Police 4 Kids meeting on Tuesday, April 14th and I had a few questions for you.

- Can you please provide us an update on the balance report of what PP4K currently has in their account? We are placing this as an item on the agenda to update them and it would be great to have this information before the meeting and to include as backup for the board.
- Do you have any other items that you would like placed on the agenda? If so, please send me the items with any corresponding backup by tomorrow so I can add them to the agenda. We would like to send the finalized agenda packet to the Clerk's office by tomorrow mid-day.

Please let me know if you have any questions.

Thank you,

Erin Weislow

Recreation Programs Coordinator

City of Doral

8401 NW 53rd Terrace

Doral, FL 33166

T (305) 593-6600
F (305) 593-6615
Erin.Weislow@cityofdoral.com
www.cityofdoral.com



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If you would like to be removed from this mailing list please reply to this email with the word "UNSUBSCRIBE" in the subject line.

From: Vianca Peron (PR)
Sent: Monday, March 30, 2015 2:12 PM
To: Matilde Menendez (FN)
Cc: Erin Weislow (PR)
Subject: Parks and Police 4 Kids

Good Afternoon Mati,

I hope all is well. When you have a the opportunity, please send me the balance report of what PP4K currently has in their account.

Thank you,

Vianca Peron, MPA
Recreation Administrator

City of Doral
8401 NW 53 Terrace
Doral, FL 33166
T (305) 593-6600
F (305) 593-6615
Vianca.Peron@cityofdoral.com
www.cityofdoral.com



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Final Proposal	
2015 Mayor & Council's Gala Benefiting Parks and Police 4 Kids	
Location	Trump National at Doral Miami - Imperial Ballroom
Proposed Dates	Saturday, September 26, 2015
Proposed Time	7:00-11:00pm
Number of Guests	200
BUDGET PENDING APPROVAL BY PP4K BOARD	
Budget Request	Not to exceed \$36,000.00*
<i>* Expenses can range from \$29,500 to \$36,000 depending if bar sponsorship is recieved.</i>	
	Without Bar Sponsorship
	With Bar Sponsorship
TOTAL REVENUE	\$76,000
TOTAL EXPENSES	\$35,440.00
TOTAL PROFIT	\$40,560.00
TOTAL Cost Recovery %	214.45%
	259.92%

REVENUE			
Description	Fee	Quantity	TOTAL
Sponsorship/Ticket Sales Revenue			
Platinum Sponsor Package	\$ 10,000.00	2	\$20,000
Gold Sponsor Package	\$ 5,000.00	5	\$25,000
Silver Sponsor Package	\$ 2,500.00	6	\$15,000
Bronze Sponsor Package	\$ 1,000.00	6	\$6,000
Individual Attendee Contribution	\$ 150.00	20	\$3,000
		= 200 Guests	
TOTAL CASH REVENUE:			\$69,000
Other Revenue			
1/4 Page Advertisement in Program	\$ 200.00	5	\$1,000
1/2 Page Advertisement in Program	\$ 400.00	5	\$2,000
Full Page Advertisement in Program	\$ 800.00	5	\$4,000
TOTAL OTHER REVENUE			\$7,000
REVENUE TOTAL			\$76,000

EXPENSES		
Service	Description	Amount
Venue & Catering	**PRICE WITHOUT BAR SPONSORSHIP** 200 Guests @ \$110 + 24 %Service Charge + \$600 for 4 Bartenders (Includes: 4 hrs Open Bar, Hors D' Oeuvres, 3-Course Dinner- Beef Plate)	\$ 27,880.00
Upgrade on Chairs and Linens	Upgrade to Chiavari Chairs and Basic Satin Linens	\$ 1,600.00
E-vite Design	Full Color Design for Emailing/Web Posting	\$ 125.00
Design of Ticket	Full Color Ticket Design	\$ 60.00
Printing of Tickets	250 Glossy, 1-Sided, Perforated & Sequentially Numbered	\$ 100.00
Design of Program	Design: \$600-\$720 Revisions: \$75 hourly	\$ 900.00
Printing of Programs	250 Booklet 5.5 x 8.5 - 12 Pages in Full Color	\$ 200.00
Printing of Press Wall	Full Color 8 x 8 ft - Includes Base	\$ 425.00
Photographer for Press Wall	Photographer 7-9pm with 200 4x6" Prints & emailing/access to post on Social Media	\$ 800.00
Centerpieces	Centerpieces @ \$50 for 20 Tables	\$ 1,000.00
Entertainment	DJ Services from 7:00-11:00pm	\$ 500.00
Uplighting	Rental of Estimated 10-12 Uplights for Ballroom Decor	\$ 450.00
Event Photographer	Photographer services from 7:00-11:00pm	\$ 500.00
Recognition Award	Awards for 2 Platinum Sponsors	\$ 200.00
Misc. Decorations/Items	Table Décor, Misc. Printing, etc.	\$ 700.00
EVENT EXPENSES TOTAL		\$ 35,440.00

ALTERNATIVE EXPENSES		
Service	Description	Amount
Venue & Catering	**PRICE WITH BAR SPONSORSHIP** 200 Guest @ \$85 + 24% Service Charge + \$600 for 4 Bartenders (Includes: Hors D' Oeuvres, 3-Course Dinner- Beef Plate)	\$ 21,680.00
All other Event Expenses (Same as Above)		\$ 7,560.00
ALTERNATIVE EVENT EXPENSES TOTAL		\$ 29,240.00

• SAVE THE DATE •

2015 Mayor & Council's

Gala

Benefiting Parks & Police 4 Kids

Saturday, September 26, 2015

7:00pm

Trump National Doral Miami

More information available soon at

www.cityofdoral.com

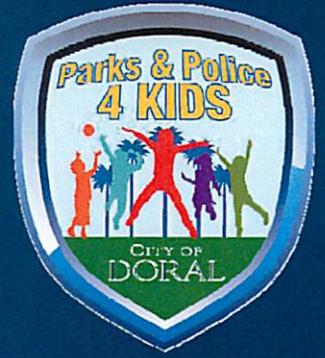


Parks & Police 4 Kids, Inc. (PP4K) is a City of Doral 501(c)(3) foundation whose mission aims to empower youth in reaching their full potential by building healthy relationships and preparing youth with the necessary tools to confront and overcome challenges through recreation, education and social programs, with the primary focus of preventing juvenile misconduct. PP4K will create a positive and safe environment for Doral's youth making our community an even better place to Live, Work, Learn and Play.





Mayor & Council's
Gala



Benefiting Parks & Police 4 Kids

2015

*Sponsorship
Opportunities*

Saturday, September 26, 2015

7:00pm

Trump National Doral Miami



Doral City Council Parks and Police 4 Kids Board Members



Luigi Boria
Mayor & Chairman



Sandra Ruiz
Vice Mayor
& Board Member



Pete Cabrera
Councilman
& Board Member



Christi Fraga
Councilwoman
& Board Member



Ana Maria Rodriguez
Councilwoman
& Board Member

Help us reach our fundraising goal!

2015

Mayor and Council's *Gala*

Benefiting Parks & Police 4 Kids

Dear Parks & Police 4 Kids Supporter,

The Parks and Police 4 Kids is proud to announce the 2015 Mayor & Council's Gala Benefiting Parks & Police 4 Kids!

Parks & Police 4 Kids, Inc. (PP4K) is a City of Doral 501(c)(3) foundation whose mission aims to empower youth in reaching their full potential by building healthy relationships and preparing youth with the necessary tools to confront and overcome challenges through recreation, education and social programs, with the primary focus of preventing juvenile misconduct. PP4K will create a positive and safe environment for Doral's youth making our community an even better place to Live, Work, Learn and Play.

Providing for our City's youth is a responsibility we all share, as an old proverb says "it takes a village to raise a child". We humbly invite you to take part in the 2015 Mayor & Council's Gala Benefiting Parks & Police 4 Kids in order to participate in this noble cause. The gala will have unique features such as a cocktail hour, a silent auction, entertainment, a delicious dinner, onsite photography, as well as great company. The 2015 Mayor & Council's Gala Benefiting Parks & Police 4 Kids will take place on Saturday, September 26, 2015 at Trump National Doral Miami.

Through your valuable contributions through attending this event, PP4K can provide charitable contributions and resources in the following broad program areas:

- Children's health care
- Programs focusing on protecting and mentoring our youth
- Educational initiatives for youth sports
- Recreational after school programs

On behalf of the Parks & Police 4 Kids organization and its supporters we thank you, in advance, for giving all of Doral's youth an enriching environment where they can truly shine. We look forward to seeing you all at the 2015 Mayor & Council's Gala Benefiting Parks & Police 4 Kids.

Sincerely,

*Parks and Police 4 Kids
Chairman & Board Members*

Platinum Sponsor

\$10,000

Event Exposure

Only 2 Spots Available

- 2 Tables of 10 seats each reserved for dinner near main event area with signage
- Recognition in the Gala Program Front Cover
- Logo on Press Wall
- Verbal Event Recognition
- 2 Minute Speech from Company Spokesperson (Subject: Importance of PP4K Organization in the Doral community)
- Display of Name/Logo on screen during event
- Commemorative Recognition Award

Post-Event Exposure

- Company will be included as a sponsor in a future PP4K event or program
- Logo in Thank You Newsletter
- Letter of Acknowledgement for your contribution

Gold Sponsor

\$5,000

Event Exposure

- 1 Table of 10 seats reserved for dinner near main event area with signage
- Recognition in the Gala Program
- Logo on Press Wall
- Verbal Event Recognition
- Display of Name/Logo on screen during event

Post-Event Exposure

- Logo in Thank You Newsletter
- Letter of Acknowledgement for your contribution

Silver Sponsor

\$2,500

Event Exposure

- 1 Table of 10 seats reserved for dinner with signage
- Recognition in the Gala Program

Post-Event Exposure

- Name in Thank You Newsletter
- Letter of Acknowledgement for your contribution

Bronze Sponsor

\$1,000

Event Exposure

- 5 seats reserved for dinner with signage
- Recognition in Gala Program

Post-Event Exposure

- Name in Thank You Newsletter
- Letter of Acknowledgement for your contribution

Individual Attendee Contribution

\$150

- 1 seat reserved for dinner



DRAFT

Additional Sponsorship Opportunities

In-Kind Sponsorship

- Design of collateral
- Printing of collateral
- Table Centerpieces

*For in-kind sponsorship opportunities and benefits, please contact Erin.Weislow@cityofdoral.com by **07/03/2015**.*

Advertisement in Gala Program

- ¼ Page \$200
- ½ Page \$400
- Full Page \$800

*All advertisements must be submitted to Erin.Weislow@cityofdoral.com by **07/24/2015**.*

Silent Auction Contribution

- Fine Dining Restaurant Gift Certificates
- Retail Gift Certificates
- Weekend Hotel or Flight packages
- Unique Event Experiences
 - * Concert, Sport Games, Events, Tours, etc.
- Spa Packages
- Gift Baskets
- Services Gift Certificates

*All Silent Auction items
must be valued over \$150*

*All silent auction contributions commitments must be submitted to by **08/07/2015**.
For silent auction donation benefits, please contact Erin.Weislow@cityofdoral.com.*

Sponsorship Reservation



All sponsorship payments must be submitted by Friday, August 7, 2015 or designated date in order to received full advertised benefits.

Space is limited and sponsorship is reserved at first come-first serve basis.

Platinum, Gold, Silver, Bronze and Individual Contribution Sponsorship

1. Payment in Credit Card: Please visit www.cityofdoral.com and select your sponsorship level and continue with the payment process.
2. Email Erin.Weislow@cityofdoral.com your company logo before Friday, August 7, 2015.

Advertisement in Gala Program

1. Please visit www.cityofdoral.com, select your size of advertisement and continue with the payment process.
2. Email Erin.Weislow@cityofdoral.com your advertisement for approval before Friday, August 7, 2015.

In-Kind Sponsorship & Silent Auction Contribution

1. Download sponsorship application at www.cityofdoral.com or email Erin.Weislow@cityofdoral.com for a copy.
2. Submit completed sponsorship application to Erin.Weislow@cityofdoral.com for further directions by specified date.

DRAFT



2015 Mayor & Council's Gala Benefiting Parks and Police 4 Kids

Sponsorship Application

Name: _____

Company Name: _____

Mailing Address: _____

City: _____ State: _____ Zip Code: _____

Phone Number: _____ E-Mail Address: _____

Please circle sponsorship level:

Platinum *Gold*
Silver *Bronze* *Individual Ticket*

All sponsorship payments must be submitted by Friday, August 7, 2015 or specified date in order to receive full advertised benefits.

Please circle in-kind sponsorship:

Design of Collateral Printing of Collateral Table Centerpieces

If other, please specify: _____

All in-kind sponsorship commitments must be submitted to by 07/03/2015.

Advertisement in Gala Program:

Full Page ½ Page ¼ Page

All advertisements must be submitted to Erin.Weislow@cityofdoral.com by 08/07/2015 for approval.

Silent Auction Contribution:

Please describe the item/s being donated:

Estimated Cash Value: _____

All silent auction contributions commitments must be valued at over \$150 and submitted to by 08/07/2015.

***** Payment Information *****

CHECK Made Payable to: *Parks and Police 4 Kids* (Amount: _____)

CREDIT CARD: To pay in credit card, please visit www.cityofdoral.com.

By signing below, I agree to the sponsorship/donation in the amount above.

Signature of Sponsor/Donor

Date



PARKS & POLICE 4 KIDS, INC.
BYLAWS

PREAMBLE

These Bylaws are subject to, and governed by, the Doral City Council. In the event of a direct conflict between the provisions of these Bylaws, the Doral City Council will be controlling. In the event of a direct conflict between the provisions of these Bylaws and the Articles of Corporation of Parks & Police 4 Kids, Inc., these Bylaws will be controlling.

**ARTICLE I
NAME AND PURPOSES**

SECTION 1. NAME. The name of the corporation is Parks & Police 4 Kids, Inc. (the "Corporation").

SECTION 2. PURPOSES. The Corporation is organized to provide child welfare and family services consistent with the Articles of Incorporation of the Corporation and to engage in any other activities incidental to the foregoing purposes for which a corporation may be organized under the Florida Not-For-Profit Corporation Act; provided, however, that the Corporation shall be organized and operated exclusively for charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. The Foundation does not function as a policy-making or policy advisory board for the Miami-Dade Parks, Recreation and Open Spaces Department.^{JBH(1)}

SECTION 3. DISSOLUTION. Upon dissolution of the Corporation, the Board of Directors after paying or making adequate provision for the payment of all of the liabilities of the Corporation shall distribute any remaining assets to the City of Doral, a Florida Municipal Corporation (the "City"). However, if the City is not then in existence or no longer a qualified distributee, or unwilling to or unable to accept the distribution, then the assets of the Corporation shall be distributed to a fund, foundation, or corporation organized and operated exclusively for the purposes specified in section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future federal tax code).

~~**SECTION 4. REGISTERED AGENT.** The City Manager of the City of Doral shall be the registered agent for the Corporation.~~

**ARTICLE II
MEMBERS**

The Corporation shall have no members.

**ARTICLE III
BOARD OF DIRECTORS**

SECTION 1. GENERAL POWERS. Except as set forth herein, the affairs of the Corporation shall be managed by or under the direction of its Board of Directors (hereinafter, the "Board"). ~~The Board shall elect its own officers and adopt rules of procedure.~~

SECTION 2. NUMBER, TENURE AND QUALIFICATIONS AND DUTIES. ~~The Board shall consist of seven (7) Directors. Each of the Doral City Council members will appoint one (1) resident to serve on the board. Each Director shall serve the number of terms consistent with the term of the Doral City Council member who appointed them. The sixth (6th) member will be recommended by the City Council and will be approved by a 3/5 vote. The sixth (6th) member will serve a 2 year term. The seventh (7th) member will alternate each year between the Parks and Recreation Director (or designee) and the Chief of Police (or designee) if needed. ~~(b)(2) The Board shall consist of not less than one (1) or more than five (5) persons. Each Director shall serve for a term of one (1) year. Pursuant to Section 2.02(iv) of the City Charter, the Mayor of the City of Doral shall appoint all members of the Board subject to the approval of the City Council. The initial Board shall consist of Alberto J. Ruiz, Ana M. Rodriguez, J.R. Steinbauer, Bibiana Salmon, and Clemente Vera, whose terms shall expire on December 31, 2009.~~~~

SECTION 3. RESIGNATION ~~AND REMOVAL.~~ A Director may resign at any time by notifying their appointee and providing notice to the Secretary in writing. The Secretary will then provide the letter of resignation to the City Clerk's office, which will then officially notify the Doral City Council. ~~A Director may be removed by a 4/5 vote of the Board after determining that the Director is not contributing positively to the mission of the Corporation or by a majority vote of the City Council. Any Director who, without being excused by the Board President, misses three (3) consecutive meetings shall be deemed to have resigned.~~

SECTION 4. REMOVAL. A Director can only be removed if it is determined that the Board as a majority that the Director is not contributing positively to the mission. The removal can then be executed if the Chair or Vice-Chair brings the request in front of the City Council and is approved by a majority vote. Any Director who misses three (3) consecutive meetings, without being excused by the Chair, shall be deemed to have resigned.

SECTION 5. VACANCIES. Vacancies on the Board will be filled in the following manner. Each of the five (5) Directors appointed by a member of the Doral City Council, will be filled through the same process they are appointed. If the sixth (6th) Director of the Board that was approved by a 3/5 vote by the Doral City Council, the Doral City Council will then re-elect a new member. The seventh (7th) member will be determined by the alternating year and the current Recreation Director (or designee) and the Chief of Police (or designee) if needed.

ARTICLE IV
MEETINGS

~~SECTION 1. REGULAR MEETINGS. The annual meeting shall be held during the fall at which time Directors and Officers up for election shall be elected. Elected terms will correspond to the calendar year. Meetings of the Board shall be held at least quarterly. Meetings of the Board shall be held monthly, with the expectation of December and July^{(B)(3)}. An annual meeting, for purposes of officer elections, will take place each January.~~

~~SECTION 25. SPECIAL MEETINGS. Special meetings of the Board may be called by the City Clerk's office at the request of any of the Directors, with 5/7 or more Directors agreeing to attend Secretary at the request of the President or Directors constituting 3/5 or more of the Board members.~~

~~SECTION 36. NOTICE. Notice of the annual meeting and any regular meeting of the Board and any committee thereof, shall be given at least five (5) days previous thereto by written notice delivered to each Director at his or her physical or email address as shown on the records of the Corporation. Special meetings may be called upon at least twenty-four (24) hours notice delivered by telephone, confirmed facsimile, confirmed email, hand delivery or overnight delivery by an overnight courier service with a reputable delivery tracking system.~~

~~SECTION 47. QUORUM. 53/75 of the Directors must be present in person in order to constitute a quorum for the transaction of business at any meeting of the Board. If less than a quorum is present the meeting may adjourn without further notice.~~

~~SECTION 58. ELECTRONIC PARTICIPATION. The Board, or any committee thereof, may participate in and act at any meeting through the use of a conference telephone or other communications equipment, including computers, by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance at the meeting and but shall not be counted as part of the quorum.~~

SECTION 6. VOTING. Each member of the Board shall be entitled to one (1) vote on each matter submitted to a vote. A member must be present in person to vote.

~~SECTION 769. MANNER OF ACTING. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by statute or these Bylaws. No Director may act by proxy on any matter.~~

~~SECTION 8710. INFORMAL ACTION BY DIRECTORS. The authority of the Board, or any committee thereof, may be exercised without a meeting if a written consent, setting forth the action taken, is signed by a majority (or such greater number if required by law or these Bylaws) of the Directors.~~

SECTION 98. MEETING MINUTES. The Secretary of the Board is responsible for preparing minutes of the meeting, which shall be delivered to the Directors at the following meeting for approval. If changes to the minutes are requested by a Board Member for accuracy, the minutes must be revised and approved at the following meeting. Once approved by the Board, a copy of the minutes must be given to the City Clerk's Office for record purposes one week after the meeting.

~~SECTION 11. COMPENSATION. The elected Directors shall not receive any compensation for serving on the Board and shall not become a paid officer, agent, or employee of the Corporation while a member of the Board.~~

ARTICLE IV
OFFICERS

SECTION 1. OFFICERS. The Officers of the Corporation shall be a President, Vice President, Secretary, Treasurer and such other officers as may be elected or appointed by the Board from among the members of the Board. Officers whose authority and duties are not prescribed in these Bylaws shall have the authority and perform the duties prescribed by the Board.

SECTION 2. ELECTION AND TERM OF OFFICE. The Officers of the Corporation shall be elected at the Annual Meeting of the Board. Terms of office will correspond to the calendar year. All elected Officers shall hold office for a period of one year unless they resign or are removed by the Board earlier.

SECTION 3. RESIGNATION AND REMOVAL OF OFFICERS. Any Officer elected or appointed by the Board may be removed by the Board whenever in its judgment the best interests of the Corporation would be served thereby. Any Officer may resign at any time upon written notice to the ~~Chair~~Board President.

SECTION 4. ~~EXECUTIVE DIRECTOR CHAIR.~~ The ~~Executive Director Chair~~, if one is appointed by the Board, shall report to the Corporation Board and be responsible for the day to day operations of the Corporation and implementing the directives established by the Board. ~~The President Chair shall also serve as an ex-officio member of each standing committee that may be created.~~

SECTION 5. ~~PRESIDENT OF THE BOARD VICE-CHAIR.~~ The ~~President Vice-Chair~~ of the Board shall preside at all regular and special meetings of the Board. The ~~President Vice-Chair~~ shall perform such other duties as are required by the Board. ~~The President shall also serve as an ex-officio member of each standing committee that may be created.~~

SECTION 6. SECRETARY. The Secretary shall record the minutes of the meetings of the Board; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records; and perform all duties incident to the office of secretary.

SECTION 7. TREASURER. The Treasurer shall be responsible for monitoring the financial reports of the Corporation and making sure that corporate limits are maintained. The Treasurer shall report at every regular meeting of the Board on the Corporation's financial status.

ARTICLE VI
CONTRACTS, CHECKS, DEPOSITS, ~~AND GIFTS~~ GRANTS AND COMPENSATION

SECTION 1. CONTRACTS. The Board may authorize, through a majority vote, any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. All contracts must be aligned to the Corporations mission and disciplines set by the Doral City Council.

SECTION 2. CHECKS, ~~DRAFTS, ETC.~~ ~~All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers or agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board. In order to receive a check for payment of a~~

contract/invoice, the board must have a majority vote. Once the majority vote is received, the a copy of the minutes and additional back-up shall be sent to the City of Doral Finance Department by the Chair or Vice-Chair for the check to be cut.

SECTION 3. DEPOSITS. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may designate. All funds that are received shall be given to the City of Doral Finance Department to be deposited in to the Parks & Police 4 Kids, Corp. account.

SECTION 4. GIFTS/GRANTS. The Board may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation. Any monetary gifts will only be accepted in the form of a check.

ARTICLE VII INDEMNIFICATION

The Foundation hereby indemnifies any and all of its Directors and Officers, and former Directors and Officers, against expenses actually and necessarily incurred by them or any one or group of them in connection with the defense of any action, suit or proceeding in which they or any of them are made parties, or a party, by reason of being or having been Directors, Trustee or Officers of the Foundation except in relation to matters as to which such Director or Officer, or former Director or Officer shall be adjudged in such action, suit or proceeding to be liable for gross negligence, willful misconduct or breach of his or her fiduciary duty to the Foundation or its members in the performance of his/her or their responsibilities, and to such matters as shall be settled by agreement predicated on the existence of such liability.

The Foundation shall provide Directors and Officers liability insurance to the Board of Directors and Officers of the Foundation insuring them against claims and/or loses including, but not limited to, attorneys' fees as a result of legal action brought for alleged wrongful acts in their capacity as Directors and Officers. The amount of the policy shall be no less than one million dollars (\$1,000,000).

ARTICLE VIII LIMITATION ON EXPENDITURES

In no event shall the Directors or Officers of the Foundation make any expenditures or engage in any activity inconsistent with the corporation's status as a corporation exempt from federal income taxation under 501(c)(3) of the Internal Revenue Code of 1986, as amended, or as a corporation, contributions to which are deductible under the Internal Revenue Code of 1986.

ARTICLE IX CODE OF ETHICS

SECTION 1. CODE OF ETHICS. It is imperative to the success of the Foundation to be fully informed and have responsive and reasonable officers and members of the Board of Directors. To accomplish this, the officers and members of the Board shall conduct themselves at all times in the best interest of the Foundation. In this regard, each officer and Board member shall abide by the following "Code of Ethics".

SECTION 2. PROCEDURES.

- -Officers and Board members shall put forth their best effort to attend all meetings and constructively participate in the same.
- -Officers and Board members shall exercise good judgment in the control and use of confidential information that may from time to time come into their possession.
- -No officer or director shall use confidential information gained by reason of being an officer or member of the Board of Directors for personal gain to the detriment of the Foundation.
- -Each officer and Board member shall serve as a public relations agent for the Foundation and shall work diligently and properly to promote its goals and objectives while keeping abreast with its overall progress, plans and programs.
- -The Foundation will make no loans to any of its officers or Board members.
- -Members of the immediate family of an officer or Board member shall not serve as a paid employee of the Foundation.

ARTICLE XH Conflicts of Interest

The purpose of the Conflicts of Interest policy is to protect the Foundation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Foundation, or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

SECTION 1. Definitions

a. Interested person—any director, officer or member of a committee with governing Board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

b. Financial interest—a person has a financial interest if the person has, directly or indirectly, through business, investment or family:

i. An ownership or investment interest in any entity with which the Foundation has a transaction or arrangement;

ii. A compensation arrangement with the Foundation or with any entity or individual with which the Foundation has a transaction arrangement; or

iii. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Foundation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under definitions, a person who has a financial interest may have a conflict of interest only if the Board of directors or committee decides that a conflict of interest exists.

SECTION 2. Procedures

a. Duty to Disclose: In connection with any actual or possible Conflicts of Interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of the committees with governing Board delegated powers considering the proposed transaction or arrangement.

b. Determining whether a conflict of interest exists: After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board or committee meeting while the determination of a conflict is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.

SECTION 3. Procedures for addressing the Conflicts of Interest

a. An interested person may make a presentation at the Board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of and the vote on the transaction or arrangement involving the possible conflict of interest.

b. The Board president or committee chair shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the Board of the Foundation or the committee shall determine whether the Foundation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board or committee shall determine by a majority of vote of the disinterested directors whether the transaction or arrangement is in the Foundation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

SECTION 4. Violations of the Conflicts of Interest Policy

a. If the Board of Directors or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board of directors or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

SECTION 5. Records of Proceedings

a. The minutes of the Board and all committees with Board delegated powers shall contain:

i. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present and the Board's or committee's decision as to whether a conflict of _____ interest _____ in _____ fact _____ existed.

ii. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes

taken in connection with the proceedings. These minutes will be kept with the minutes of the meetings held in that fiscal year for a period of three (3) years.

All Board members and officers shall sign that they have read and understand the Code of Ethics and the Conflicts of Interest statement at the Foundation's annual meeting. They shall receive copies of both for personal files at the Board's annual meeting.

ARTICLE XIII **NONDISCRIMINATION POLICY**

The Foundation follows an equal opportunity policy and selects Board Members without regard to race, creed, color, ethnicity, national origin, religion, sex, sexual orientation, age, physical ability, veteran status, military obligations and marital status. This policy applies to Board Members, Foundation employees, outside vendors, Members, sponsors, consultants and dealings with citizens of _____ City _____ of _____ Doral.

ARTICLE XIII **Miscellaneous**

SECTION 1. Fiscal Year. The fiscal year of the Foundation shall commence on the first day of January and conclude on the last day of December.

SECTION 2. Compensation. No member of the Board of Directors shall receive a salary or any other compensation whatsoever from the Foundation, but shall be entitled to reimbursement for all expenses reasonably incurred in performing any duties pursuant to these By-Laws.

SECTION 3. Conflict between By-Laws and Articles of Incorporation .
In the event of conflict between the terms of these By-Laws and the Articles of Incorporation, the latter shall prevail.

SECTION 4. Interpretation of By-Laws. The Board of Directors shall have the corporate power to generally do everything permitted by not-for-profit corporations by law, statute, its Articles of Incorporation and these By-Laws, and to determine the interpretation or construction of these By-Laws, or any parts thereof, which may be in conflict or of doubtful meaning and their decision, shall be final and conclusive.

SECTION 5. Attorney's Fees In the event of any litigation or other form of dispute resolution between the Foundation and any of its members, the prevailing party shall be entitled to recover all of its costs and expenses, including reasonable attorneys' fees and costs in all courts, from the non-prevailing party.

SECTION 6. Registered Agent The Registered Agent of the initial corporation for purposes of service of legal process is the City of Doral City Attorney.

~~SECTION 511. COMPENSATION. The elected Directors shall not receive any compensation for serving on the Board and shall not become a paid officer, agent, or employee of the Corporation while a member of the Board.~~

ARTICLE IVH
FISCAL YEAR

~~The fiscal year of the Corporation shall begin October 1 and end on September 30 of each year.~~

ARTICLE VIII
AMENDMENTS TO BYLAWS

~~The Board may propose and adopt amendments to these Bylaws. If the board wishes to propose amendments to these Bylaws, it must be approved by the Doral City Council and passed by a 3/5 vote.~~

~~UNANIMOUS WRITTEN CONSENT OF THE BOARD OF DIRECTORS OF PARKS &
POLICE 4 KIDS, INC. IN LIEU OF A MEETING~~

~~The undersigned, being the all of the members of the Board of Directors of PARKS & POLICE 4 KIDS, Inc., a Florida non-profit corporation (the "Corporation"), acting pursuant to the provisions of Section 617.0821 of the Florida Not For Profit Corporation Act, do hereby waive all notice of the time, place and purposes of a meeting of the Board of Directors of the Corporation and do hereby consent and agree to the adoption of the following resolutions by this written consent:~~

~~RESOLVED, that the Bylaws prepared by counsel to the Corporation and presented to the Board are hereby adopted as the Bylaws of the Corporation and are ordered to be made part of the permanent records of the Corporation.~~

~~{SIGNATURE PAGE FOLLOWS}~~

~~IN WITNESS WHEREOF, the undersigned, being the sole member of the Board of Directors of the Corporation, have executed this unanimous written consent as of this ____ day of September 2009.~~

DIRECTORS:

Yvonne Soler-MeKinley

CERTIFICATE OF ADOPTION OF BYLAWS

I do hereby certify that the above stated Bylaws of PARKS & POLICE 4 KIDS, INC. were approved by the PARKS & POLICE 4 KIDS, INC. board of directors on this _____ day of _____ 2015.

CHAIRMAN:

Chairman Luigi Boria