

**BY-LAWS FOR THE
COMMUNITY REDEVELOPMENT AGENCY
OF THE CITY OF MAITLAND, FLORIDA**

**ARTICLE I
GENERAL**

SECTION A. Establishment and Name.

Pursuant to Chapter 163, Part III, Florida Statutes, the City Council of the City of Maitland, Florida, as the City's governing body (hereinafter referred to as the "City") established a community redevelopment agency known as Maitland Community Redevelopment Agency (hereinafter referred to as the "CRA" or the "Agency").

SECTION B. Purpose and Objectives.

The purpose of the CRA is to formulate and implement a workable program for utilizing appropriate private and public resources to eliminate and prevent the development or spread of slum and blighted areas within the City.

SECTION C. Seal.

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

SECTION D. Members and Terms.

In accordance with Section 163.357(1), Florida Statutes, the City Council has designated itself as the governing board of the CRA. The City Council shall also appoint one additional member to the governing board as the designated representative from Orange County pursuant to the delegating resolution by Orange County. Reference to the members of the CRA as a whole shall be "Board" or "CRA." An individual member of the CRA shall be referred to as a "Board member" or "Member."

Board members who are City Council members shall each serve on the Agency until such time as the member is no longer a City Council member. The Board member appointed through Orange County as noted above shall serve for a term of three (3) years, unless recalled prior to that time at the request of Orange County. Such appointed member may be reappointed by the City Council upon the recommendation by Orange County.

SECTION E. Compensation.

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

ARTICLE II OFFICERS AND EMPLOYEES

SECTION A. Officers.

The officers of the Community Redevelopment Agency shall consist of a Chairperson who shall be the Mayor of the City of Maitland and Vice Chairperson, who shall be the Vice-Mayor of the City of Maitland. All officers shall be eligible for re-election for a period not to exceed two consecutive years.

SECTION B. The Chairperson and Presiding Officer.

The Mayor of the City of Maitland shall be the Chairperson and the presiding officer (hereinafter: the "Presiding Officer") at meetings of the Agency and shall perform all duties as described by proper parliamentary procedure.

The Presiding Officer's general duties are:

1. To open and call the meeting to order;
2. To announce the business to be conducted;
3. To recognize members entitled to the floor or to recognize individuals seeking to address the Agency;
4. To state and put to a vote all questions which are regularly moved or necessarily arise in the course of proceedings;
5. To announce the result of the vote;
6. To move proceedings forward as much as shall be reasonable and appropriate by seeking to avoid redundant or repetitive presentations or remarks by individuals addressing the Agency;
7. To require order and sincerity in meetings;
8. To inform the group present as to a point of order or a practice pertinent to pending business;
9. To authenticate, by signature when necessary, all actions, orders, and proceedings of the Agency.
10. To administer oaths and compel the attendance of witnesses, when necessary; and
11. To establish time limits for presentations at the meetings, as deemed appropriate by the Presiding Officer.

The Presiding Officer shall conduct business only for the benefit of the Agency and shall reflect no personal prejudice in any matter.

SECTION C. Vice Chairperson.

The Vice-Mayor of the City of Maitland shall be the Vice Chairperson at meetings of the Agency. The Vice Chairperson shall assist the Presiding Officer in any way possible subject to the Presiding Officer's request. Upon the absence of the Presiding Officer, the Vice Chairperson shall automatically act as the Presiding Officer of the Agency.

SECTION D. Executive Director.

D.1. Executive Director. The CRA shall appoint an Executive Director to administer its business and operations.

D.2. General. The Executive Director shall be the chief executive officer of the CRA and shall serve at the pleasure of the CRA. The City Manager shall establish the compensation of the Executive Director and City Manager and the Board shall evaluate the performance of the Executive Director, at least annually. The Executive Director shall not be a member of the CRA. The Executive Director may be an employee of the City of Maitland who is appointed to the position as an additional duty of his or her City position.

D.3. Responsibility. The Executive Director shall be responsible for carrying out the policies established by the CRA and shall have general supervision over, and be responsible for, the performance of the day-to-day operations of the CRA. The Executive Director shall be responsible for preparing an annual work program and budget for the CRA's approval, and shall be otherwise responsible for the CRA's fiscal operations.

D.4. Property Negotiations. The Executive Director may evaluate and negotiate for the CRA to acquire appropriate parcels of property in accordance with approved CRA redevelopment plans, applicable law and CRA actions.

D.5. Executive Director as Secretary. The Executive Director shall serve as the Secretary of the CRA and as such shall prepare CRA agendas, be the custodian of the official seal and all books and records of the CRA, keep the minutes and a recording of all votes of all CRA meetings, send out all notices of meetings and shall perform such other duties as may be designated by the CRA. The Executive Director shall keep the seal in safe custody and have the power to affix the CRA's official seal to and attest all contracts and instruments to be executed by the CRA. The Executive Director may delegate such duties to one or more individuals as a designee of the CRA supervised by the Executive Director.

SECTION E. Treasurer.

The Members shall appoint a treasurer to keep the financial records of the CRA and administer the CRA's budget. The Treasurer shall keep full and accurate accounts of receipts and disbursements of the CRA, have custody of all funds of the CRA and render such periodic budget reports as requested by the CRA, assist the CRA in the preparation of a proposed budget and make and file all financial reports and statements necessary to be made and filed by the CRA. The Treasurer may be an employee of the City of Maitland who is appointed to the position as an additional duty of his or her City position.

SECTION F. Legal Counsel.

The Members may appoint an attorney, who may also be the City Attorney, to serve at its pleasure as General Counsel and handle the CRA's legal matters. The General Counsel shall be in the active practice of law in the State of Florida.

SECTION G. Agents and Consultants.

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

SECTION H. Use of City Personnel.

The CRA may, in its discretion and with the approval of the City of Maitland, appoint officials and employees of the City to serve in any position contemplated by these By-laws other than a position required to be filled by a member of the CRA Board.

**ARTICLE III
COMMITTEES**

The Presiding Officer shall be empowered to appoint such special committees as deemed necessary at any time or upon the majority vote of the members at any meeting, and shall appoint committees as they direct.

**ARTICLE IV
MEETINGS**

SECTION A. Time of Meetings.

Unless the Presiding Officer shall otherwise set the time, date, or location of a meeting, the regular meetings of the Agency shall be scheduled at a minimum in January, April, July and October of each calendar year at Maitland City Hall or other appropriate public meeting place consistent with Florida Statutes. Unless the Agency at a duly called meeting has directed otherwise for any given meeting, the Executive Director, after consultation with the Presiding Officer, shall set the agenda for all meetings. All meetings shall be open to the public.

SECTION B. Special Meetings/ Work Sessions.

The Presiding Officer or a majority of the Board may require the calling of a special meeting and /or work session(s) at a reasonable time and place by requesting the Executive Director to arrange for and give notice of such special meeting.

SECTION C. Notice of Meetings.

The Executive Director will mail or deliver written notice of each regular meeting to Members at least three (3) days prior to such meeting. Written notice of any special meeting shall be mailed, delivered or emailed at least two (2) days prior to such meeting unless notice of the meeting is waived in writing by all Members before, at or after the meeting. Notice of all special and regular meetings shall be provided to the public, appropriate City officials and the news media.

SECTION D. Quorum and Voting.

A majority of the Members shall constitute a quorum for the purpose of conducting business. When a quorum is present, the CRA may act by a vote of a majority of the Members present, unless otherwise provided by law or these By-Laws. If any meeting cannot be conducted because a quorum is not present, the Members who are present may adjourn the meeting to a time certain, and notice of such adjourned meeting shall be given to each Member, unless waived. Each regular Agency member, including the Presiding Officer, shall have an equal vote in all matters.

SECTION E. Recessed and Continued Meetings.

Where a meeting having been set and noticed under the provisions of these By-Laws and during the course of said meeting is recessed to a future time and place certain, there shall be no requirements for giving of notice of the time and place of continuation of said meeting other than the announcement thereof at said meeting.

SECTION F. Transcription of Meetings.

All meetings of the Agency shall be public and shall be tape recorded.

**ARTICLE V
COMMUNICATION WITH CITY COUNCIL**

For any recommendations or requests that the Agency desires an action or response from City Council, the Presiding Officer shall forward a memo to the City Council through the City Clerk with the information and requested action outlined for City Council action.

**ARTICLE VI
PROCEDURE**

SECTION A. Meeting Format and Order of Business.

The order of business at regular meetings shall be as follows:

- A. Call to Order
- B. Pledge of Allegiance
- C. Roll Call
- D. Reading or Disposition of Minutes of Previous Meeting
- E. Public Period/Hearings
- F. General Business
- G. Decisions
- H. Recommendations
- I. Staff Presentations or work sessions
- J. Old Business/Any Other Business the Agency Deems Advisable
- K. Adjournment

"Any Other Business the Agency Deems Advisable" shall be time period open to discussion and announcements by members of the Agency, City staff, and the Agency's Legal Counsel.

SECTION B. Rules of Procedure.

Unless otherwise set forth in these By-Laws, the provisions of Roberts Rules of Order, most recent edition, shall be the parliamentary rules of Procedure which shall guide all Agency meetings. Questions or statements made by members of the Agency, the General Public, permit applicants, or staff shall be directed to the Presiding Officer. The failure to follow the procedures set forth in these By-Laws shall not be a basis upon which any person or legal entity may seek an invalidation of any action taken by the Agency.

SECTION C. Transcripts.

All minutes and records of proceedings, including findings and determinations, shall be filed with the official records of the City of Maitland. A transcript of the proceedings of the Agency's regular meetings may be requested by any member of the Agency or the general public, but any expenses incurred in the preparation of the transcript shall be the responsibility and obligation of the requesting party, if a member of the general public.

SECTION D. Record Voting.

The manner in which each member has voted (*e.g.* - "aye" or "nay") on all issues put to a vote, excluding procedural motions, shall be recorded in the minutes of the Agency. A member may supplement the minutes with a statement explaining the reason for voting in a certain manner. The statement may not exceed one hundred (100) words and must be filed with the Executive Director within five (5) business days (holidays excluded) after the meeting at which the member's vote was cast.

SECTION E. Contents of Minutes.

The Executive Director shall keep minutes on presentations before the Agency. The record shall include the name, address, and who the speaker represented, if anyone, and a very brief synopsis of the speaker's statement to the Agency. The official copy of the minutes on file at City Hall shall also include all written statements, exhibits, letters, and other exhibits submitted at hearings and made a part of the record. The minutes shall include the name of the Agency member making all motions, the name of the Agency member seconding all motions, a roll call vote for all non-procedural motions, and at least a final vote tally for all procedural motions.

ARTICLE VII CONTRACTS

SECTION A. Execution of Instruments.

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

SECTION B. Real Property Acquisition and Disposition.

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

SECTION C. Purchasing Procedures.

Except as may be required by law or when required by the Board of the CRA, the Executive Director or his designee(s) may procure goods or services up to Twenty-Five Thousand Dollars (\$25,000) per purchase or contractual agreement, in accordance with the City of Maitland Purchasing Policies, as may be amended from time to time.

**ARTICLE VIII
FISCAL MATTERS**

SECTION A. Fiscal Year.

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

SECTION B. Budget.

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

SECTION C. Accounting Practices.

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

SECTION D. Annual Audit.

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

SECTION E. Annual Report.

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

SECTION F. Bonding of Officers and Employees.

The CRA may require that any or all Members and employees be required to post bond for faithful performance of duty. The CRA may pay bonding costs for all such bonds it requires. The

Executive Director shall be bonded in an amount not less than the amount the Executive Director is authorized to procure goods or services.

SECTION G. Maintenance and Disbursement of Funds.

All funds of the CRA shall be used only for purposes permitted by applicable law. Funds shall be distributed only at the direction or with the approval of the CRA pursuant to an adopted budget and with appropriate requisitions approved by the Executive Director. Notwithstanding the foregoing, no single obligation requiring a disbursement in excess of \$25,000 shall be made unless specifically approved by the CRA Board.

SECTION H. Supervision of Accounts.

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

**ARTICLE IX
COMMITTEES**

SECTION A. Power to Create.

The CRA may create necessary committees, from time to time, as shall be necessary to carry out the functions, purposes and objectives of the CRA. [*SEE ARTICLE III RE CHAIR APPOINTING COMMITTEES*]

SECTION B. Advisory Board.

The City Council has created an advisory board to the CRA, which shall have such duties and responsibilities as set forth in the resolution creating the Advisory Board, as amended from time to time. The Advisory Board shall have by-laws, which are subject to the approval of the CRA.

**ARTICLE X
AMENDMENTS**

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

**ARTICLE XI
INDEMNIFICATION AND INSURANCE**

SECTION A. Indemnification of the CRA, its Officers, Members and Employees.

Any of the CRA, its officers, Members or other employees may be indemnified or reimbursed by the CRA for reasonable expenses (including, but not limited to, attorney's fees, judgments and payments in settlement) actually incurred in connection with any action, suit or proceeding, civil or criminal, actual or threatened, to which he or they shall be made a party by reason of his being or having been, or by reason of any actual or alleged acts performed or omitted to be performed in connection with his being or having been a CRA member, officer or employee of the CRA; provided, however, that no person shall be so indemnified or reimbursed in relation to any matter in such action, suit or proceeding as to which he shall finally be adjudged to have been guilty of or liable for gross negligence or willful misconduct or criminal acts in the performance of his duties to the CRA; and provided further, that no person shall be so indemnified or reimbursed in relation to any matters in such action, suit or proceeding which has been made the subject of a compromise settlement except with the approval of a court of competent jurisdiction, or the CRA acting by vote of members not parties to the same or substantially the same action, suit or proceeding, constituting a majority of the remaining Members. The foregoing right of indemnification or reimbursement shall not be exclusive of other rights to which such person, his heirs, executors or administrators may be entitled as a matter of law.

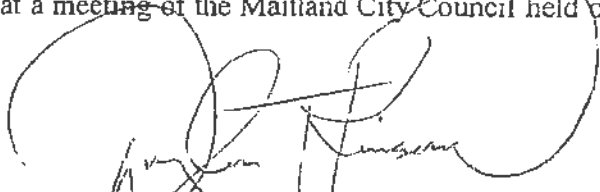
SECTION B. Insurance.

The CRA may purchase insurance for the purpose of indemnifying its members, officers and other employees to the extent that such indemnification is allowed in Article XI, Section A herein. The CRA may purchase other insurance, including liability and hazard insurance as it deems necessary and appropriate.

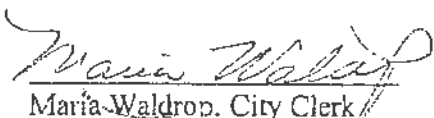
I HEREBY CERTIFY that these By-Laws were duly recommended as the By-Laws of the City of Maitland Community Redevelopment Agency on the 16th day of February, 2009, and that these By-Laws were properly adopted at a meeting of the Maitland City Council held on the 16th day of February, 2009.

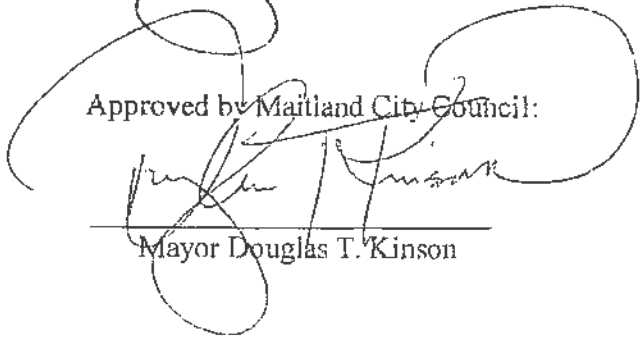
ATTEST


Executive Director


Douglas T. Kinson, Presiding Officer

Approved by Maitland City Council:


Maria Waldrop, City Clerk


Mayor Douglas T. Kinson