



**MIAMI-DADE COUNTY
FINAL OFFICIAL MINUTES
Interim Metro Miami Action Plan Trust**

Office of the Metro Miami Action Plan Trust
19 West Flagler Street
Mezzanine Room 106
Miami, Florida 33128

April 1, 2009
As Advertised

Harvey Ruvlin, Clerk
Board of County Commissioners

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OFFICIAL MINUTES
INTERIM METRO-MIAMI ACTION PLAN TRUST
MEETING OF APRIL 1, 2009

The Interim Metro-Miami Action Plan Trust (MMAP) convened a meeting at the Office of MMAP Trust Board Room, 19 West Flagler Street, Mezzanine Room #106, on April 1, 2009 at 4:00 p.m., there being present: Chairperson Robert Holland, Esq. and Members: Vice Chair Reverend Dr. Walter Richardson; and Mr. Miguel De Grandy, Esq.; (Reverend Richard Dunn was late and Father Canon Richard Marquess-Barry was absent).

MOMENT OF SILENCE

I. Roll Call

Staff members present were: Interim Executive Director John Dixon, Ms. Melba Gasque, Mr. Jose Gonzalez, Ms. Pamela Green PhD., Ms. Joanne Hicks, Mr. Eric Johnson, Mr. Anthony Williams, Mr. Harold Young; Mr. Joey Walker, Assistant County Attorney Terrence Smith; and Deputy Clerk Karen Harrison.

II. MMAP Presentations

• **Mission Statement - Current, Past, Proposed**

Mr. Dixon presented current, past and proposed MMAP mission statements to the Interim Trust members. In terms of the proposed mission, he noted the Trust was committed to addressing disparity issues that affected Miami-Dade County's underserved communities through advocacy and coordinated initiatives.

Later in the meeting, Mr. De Grandy read, into the record, the proposed revision of MMAP's mission statement.

Discussion ensued regarding the revision of the proposed MMAP mission statement.

• **Proposed Agency Names**

Mr. De Grandy referenced to the revised proposed MMAP mission statement and requested that the Interim Trust members review the item.

Following a brief period of review, it was moved by Reverend Richardson that the revised proposed MMAP mission statement be approved. This motion was seconded by Reverend Dunn and upon being put to a vote passed by a unanimous vote of those members present.

• **Role of the Board**

In response to Reverend Richardson's request to recap the discussion on the role of the Trust, Mr. Dixon referred to "Article XLVIII of the Metro Miami Action Plan Trust" Attachment "A" on pages 4 section (e) and section 5. He noted that MMAP staff prepared the annual report each year, which went before the Trust for approval or modification. Mr. Dixon continued to review the ordinance of MMAP's form of policy and annual financial report card that were submitted to

the Board of County Commissioners (BCC), noting the Trust had to establish a five (5) year comprehensive plan, which included the goals of the Trust.

Mr. Dixon reviewed a handout of eight (8) items that MMAP's staff presented regarding the role of the Trust which had additional information listed from the ordinance.

In response to Chairperson Holland's inquiry regarding whether the Executive Committee's role was in the By-Laws, Assistant County Attorney Smith replied yes.

In terms of the role of the Trust, Mr. De Grandy noted his concern was related to the structure of the Trust, rather than its role. He was also concerned about the function of the Trust and from what level of authority the Executive Committee would operate, as well as the Action Committee's role. Mr. De Grandy further questioned the process for these committees to communicate with the Trust.

Mr. Dixon advised the Interim Trust members that regarding the requested information, the By-laws provided the structure of MMAP Trust and role of those committees.

Following the discussion, Assistant County Attorney Smith noted in the past, it appeared that actions were taken outside of the scope of the By-laws, which needed to be revamped. He also agreed that the changes Mr. De Grandy spoke of were already contained in the By-laws.

Further discussion ensued regarding the requirements of the offices of the Trust, with the greater concern being whether the Trust or its committees functioned outside of the By-laws. The discussion continued regarding the idea of forwarding recommended changes to the By-laws to the MMAP Oversight Board.

Discussion continued regarding the need for Interim Trust members to make recommendations on changing the function of the whole organization, rather than just the By-laws, because the MMAP Oversight Board members were relying on those suggestions that had to be approved by the new Trust.

Assistant County Attorney Smith noted that on April 23, 2009, the new MMAP Trust members would be appointed by the Board of County Commissioners.

Interim Trust members engaged in discussion regarding suggested changes to be made to the By-laws and the number of Executive Committee members required constituting a quorum.

Assistant County Attorney Smith suggested that the Interim Trust make a recommendation for the incoming Trust members to change the language in Article II of the By-laws regarding the process for scheduling all Trust meetings, including Emergency and Special meetings. He noted, for clarification, that Mr. De Grandy was in agreement with the way the By-laws were written, with the exception of some minor changes to sections 3.1 and 3.2, which a By-laws Committee could make and was the standard procedure of other County Boards.

Mr. Dixon noted Special meetings were Trust meetings and not deemed Executive Committee

meetings.

Following discussion, Assistant County Attorney Smith noted the announcement for sunshine meetings needed to be 10 days in advance, but certain emergency meetings should be announced at least 48 hours. He added that the current By-laws did not address this issue and he suggested the Interim Trust make a recommendation to the incoming Trust members regarding the process of scheduling meetings.

It was moved by Reverend Richardson that the new Trust members make a recommendation for the By-laws to include the process and timeframe of a 48 hour notice when scheduling meetings. This motion was seconded by Reverend Dunn and upon being put to a vote, passed by a unanimous vote of those members present.

- **Advocacy, Programs or Hybrid**

In response to Mr. De Grandy's request, Chairperson Holland asked MMAP staff to move to the presentation item under bullet (4) entitled "Advocacy, Programs or Hybrid."

Mr. Dixon presented a brief overview of MMAP's history, which began as an advocacy agency based on the four areas of education, economic development, housing and criminal justice. He noted that through MMAP's advocacy program initiatives were organized in those core areas and was able to lobby for money to address specific areas of economic development, housing and criminal justice. In terms of economic development, MMAP was able to provide funding for several organizations in the Black community that were still in operation, including: Denny's Restaurant, North Dade Credit Union and Opa Locka Flight Line, the only Black owned Fuel Company. He also noted that MMAP staff felt that overall, the agency needed to be a hybrid of advocacy and programs.

Following the presentation, Mr. De Grandy noted he would support the idea, but not the same hybrid of advocacy program. He expressed concern regarding the Action Committees and noted the need for some changes regarding the process. Without it being replicated, Mr. De Grandy noted, he felt that the basic concept of having components that consisted of advocacy and programmatic was sound.

Chairperson Holland pointed out that MMAP started with good programs; however, after years of trying to find a dedicated source of funding, MMAP became programmatic and lost focus of advocacy. He noted that some of the ways MMAP touched the community were lost except the housing seminars, but the focus was lost regarding a real symposium and how to work with banks. Chairperson Holland also noted that other than Teen Court, MMAP did not place any emphasis on criminal justice. He noted he would support a hybrid that had greater emphasis on the advocacy component.

Chairperson Holland expressed his thoughts on raising the level of advocacy by collaborating with other agencies would have a greater impact. He noted the issues with County economic development dollars was the need to create a cross colonization of businesses that could create an economic environment to survive.

Chairperson Holland proposed the question regarding how to identify those types of initiatives,

pull together professionals that came from those same communities, obtain their input, and present it to the BCC. This could happen in each area that was being addressed, he noted. Chairperson Holland also noted in order to engage MMAP's proposed mission statement an effort to reinvigorate this community had to be made. He also asked how to identify ways to lessen the lack of trust in the political arena of the Black community, as well as professionals and the religious sector.

In terms of advocacy and programmatic, Reverend Richardson questioned how MMAP would determine what percentage each of these components would operate.

Discussion ensued among the Interim Trust members regarding the fact that the operation of the programs had been based on the budget, but more emphasis was needed in getting other organizations to be a part of MMAP's Action Committees and possibly generating more money.

Chairperson Holland clarified that he felt the MMAP Agency should be driven by the advocacy component; however, the economic development component would require collaborative efforts and other resources from other municipalities.

Mr. Dixon noted in the past, that MMAP's Action Committee worked with professionals to get their input regarding the projects or community concerns.

Mr. De Grandy expressed concern regarding the past concept that the Action Committees had the power to act without the approval of the Trust. He noted that he wanted the function of the Action Committee to continue, but final decisions should be approved by the Trust. He also noted the new Trust members needed to address issues regarding accountability and structure.

Discussion ensued regarding the process of the Action Committee that brought ideas from the community before the Trust for approval, after being approved by the Executive Committee.

Mr. De Grandy expressed concern regarding past issues concerning decisions that were made, of which Trust members were not informed.

Discussion ensued regarding a proposal that would protect the Trust members from this issue recurring.

It was moved by Mr. De Grandy that MMAP have an advocacy and programmatic that would be consistent with MMAP's mission statement. This motion was seconded by Reverend Richardson and upon being put to a vote passed by a unanimous vote of those members present.

Non-Agenda Item

Assistant County Attorney Smith suggested the Interim MMAP Trust take a vote on the previous memorandum of approval for the Teen Court Second Annual Youth Conference, which required a contract agreement between MMAP and SWANK Audio Visual. He noted the issue was whether MMAP would enter into a contract agreement with SWANK Audio Visual that would provide the conference sound equipment.

Mr. Dixon advised the Interim Trust members of the bidding process done by MMAP's staff in order to select the Hilton Hotel for the Teen Court Second Annual Youth Conference. He noted that SWANK Audio Visual was part of the hotel services and was included in the contract.

Discussion ensued regarding the budget for the conference and expenses that included the hotel conference room.

Chairperson Holland noted that the outline of the budget needed to be more detailed and that all items should be listed, including the conference room and food.

It was moved by Mr. De Grandy that the Teen Court Second Annual Youth Conference be approved. This motion was seconded by Reverend Dunn and upon being put to a vote, passed by a unanimous vote of those members

Assistant County Attorney Smith advised the Interim Trust members that MMAP staff needed to renegotiate the contract with the Hilton Hotel regarding liability insurance, acceptance of the Miami-Dade County's standard letter of being self insured and to be held harmless, in addition to the limitation, as stated in the State Statute for governmental entities.

Following discussion, the Interim Trust members reconsidered its action on the foregoing Teen Court Second Annual Youth Conference item.

Subsequently, it was moved by Mr. De Grandy that the Teen Court Second Annual Youth Conference be approved subject to the renegotiated terms of the contract between MMAP and the Hilton Hotel with regard to the legal opinion from the County Attorney's Office. This motion was seconded by Reverend Richardson and upon being put to a vote, passed by 4-0. (Father Canon Richard Marquess-Barry was absent).

Mr. Dixon noted there was information available on Sailboat Cove project.

Chairperson Holland noted that the Interim Trust members reviewed the memorandum from Assistant County Attorney Smith regarding Sailboat Cove and he would like to see a recommendation from the County Attorney's Office.

III. Next Meeting

Chairperson Holland announced the next Interim Trust meeting would be held on April 8, 2009 at 4:00 p.m.

Adjournment

Hearing no further business, the Interim Trust adjourned the meeting at 5:43 p.m.



Robert Holland., Chairperson
Interim Metro Miami Action Plan Trust

**METRO-MIAMI ACTION PLAN TRUST
SPECIAL INTERIM BOARD MEETING
April 1, 2009**

AGENDA

- I. Roll Call
- II. MMAP Presentations
 - Mission Statement - Current, Past, Proposed
 - Proposed Agency Names
 - Role of the Board
 - Advocacy, Programs or Hybrid
- III. Next Meeting

Memorandum



Date: April 1, 2009
To: Honorable Members of MMAP Interim Board of Trustees
From: Terrence A. Smith, Assistant County Attorney *TAS*
Subject: Sailboat Cove Ventures, LLC

You have requested a legal opinion from the County Attorney's Office regarding the legal remedies available to Metro Miami Action Plan Trust (MMAP) with regard to the \$1,000,000.00 loan MMAP provided to Sailboat Cove Ventures, LLC. (Sailboat).

During the last meeting of the MMAP Interim Board of Trustees, MMAP's Acting Executive Director, John Dixon, and his staff advised that Sailboat is currently in default on the loan. In particular, Sailboat has not timely paid its installment payments under the Note. Mr. Dixon also advised that MMAP has provided a notice of default and have given them an opportunity to cure, but Sailboat remains in default.

The failure to make timely payments on the Note constitutes a default under both the Note and the Mortgage. Section II B. (a) of the Mortgage states that "A default shall have occurred hereunder if: [t]he Mortgagor shall fail to pay in full within ten (10) days from the date due and payable any installment of principal, interest, late charges or escrow deposits as required by the Note, this Mortgage and otherwise...." As a result of Sailboat's default and their failure to cure said default even after receipt of the notice of default, leaves MMAP with several options under the Mortgage. MMAP's remedies are as follows:

1. MMAP can accelerate the loan and demand payment of all outstanding principal and accrued interest;
2. MMAP, after making the appropriate demand, can enter and take possession of the Premises at which point MMAP can exclude Sailboat and its employees and agents from said Premises.
3. MMAP, after making the appropriate demand for all unpaid principal and accrued interest, can file a lawsuit against Sailboat, including pursuing a foreclosure action or any other legal action at law and equity against Sailboat. Upon the filing of the complaint the Court may appoint a receiver, which could occur before or after the sale of the Property.

These rights, powers, and remedies are not intended to be exclusive of any other power, right, or remedy and they are cumulative and concurrent and shall be in addition to any other right, power and remedy or existing at law or in equity or by statute.

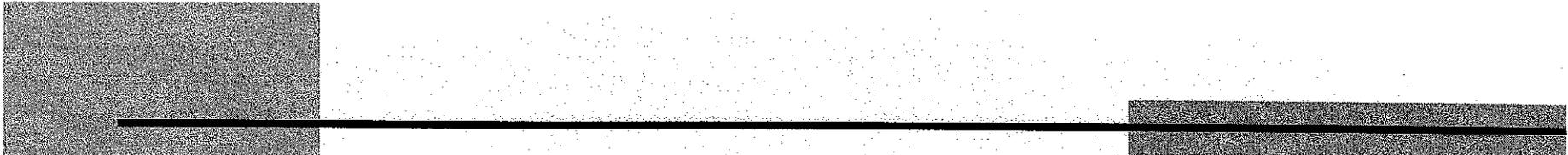
In addition to these powers, rights and remedies, MMAP can also consider other options, which are less drastic in nature. For example, MMAP could agree to a restructuring of the loan, which may allow Sailboat the opportunity to cure its default and bring the loan in good standing. However, prior to taking any steps, it is my opinion that MMAP and the County Attorney's Office should meet with Sailboat and the Senior Lender, as directed by this Board, in order to explore all possible options. This meeting should take place as soon as possible.

- c. John Dixon, MMAP Acting Director
Joann Hicks, Housing & Economic Develop. Director, MMAP

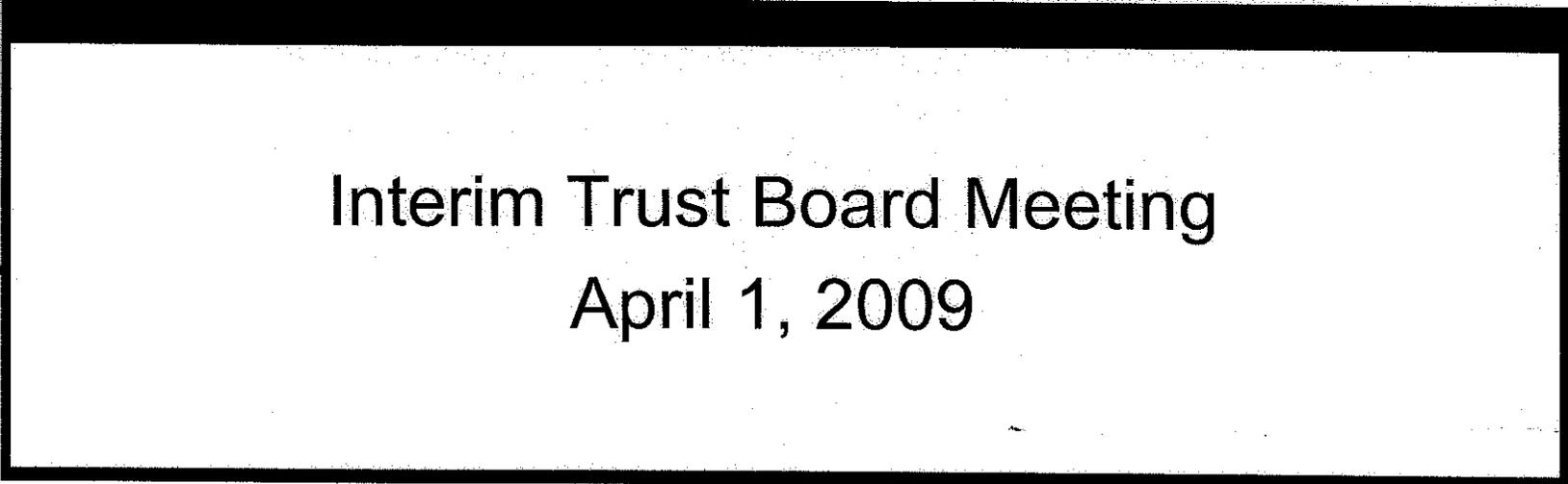
**METRO-MIAMI ACTION PLAN
TEEN COURT
SECOND ANNUAL YOUTH CONFERENCE**

BUDGET FOR CONFERENCE

HILTON HOTEL	
Breakfast	\$14,145.00
Lunch	\$16,605.00
Linen for Tables	\$ 2,097.30
Audio Visual Equipment	\$ 2,827.00
Coach Buses	
8 Buses @ \$439.04 each	\$ 3,512.32
Promotional Give Aways	
Items (Pens, Flashlights, Key Chain, Calculators and Messenger Bag)	\$ 5,001.50
Plaques/Awards	
16 Plaques @ \$150.00 each	\$ 2,400.00
TOTAL	\$46,588.12



Metro-Miami Action Plan Trust



Interim Trust Board Meeting
April 1, 2009

Current Mission

- Metro-Miami Action Plan Trust is committed to addressing the socio-economic disparity of Miami-Dade County's Black community by advocating and coordinating initiatives and programs for the benefit of the community-at-large.

Past Mission Statements

- 2000 - Metro-Miami Action Plan Trust is committed to addressing the socio-economic disparity of Miami-Dade County Black Community by advocating and coordinating initiatives and programs for the benefit of the community-at-large.
- 1998 - The Metro-Miami Action Plan Trust is a multi-ethnic organization established to advocate and be a catalyst in the elimination of disparities existing between the Black Community and the Dade community-at-large.
- 1995 - The Metro-Miami Action Plan is a multi-ethnic organization established to advocate and be a catalyst to eliminate disparities that exist between the Black Community and the Dade community-at-large.
- 1996 - The Metro-Miami Action Plan Trust was created in 1983 by elected officials, civic leaders and interested citizens to advocate and be a catalyst to eliminate the disparities that exist between the Black Community and the Dade community-at-large.

Proposed Mission Statement

- 1. (New Agency Name)

...Trust” is committed to addressing the disparity issues that affect Miami-Dade County’s Black and underserved communities through advocacy and coordinating initiatives that benefit our community-at-large.

Letterhead Taglines

- 2000 - “Providing Part of the Solution”
- 1992 - “Providing Catalytic Leadership to Reduce Disparities in Our Community”
- 1986 - “A Public/Private Initiative for the Betterment of Our Community”

Proposed Agency Names

Miami-Dade...

- Prosperity Initiatives and Advocacy Trust
- Initiatives and Advocacy Trust
- Initiatives and Advocacy Catalyst Trust
- Advocacy and Community Outreach Trust
- Community Initiatives and Advocacy Trust

NOTE: There is an office in the County named
“**Office of Community Advocacy**”.

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Welcome to the Office of Community Advocacy

Miami-Dade County officials realized four decades ago that diversity is among the area's greatest assets. Recent surveys have suggested that although residents agree tensions exist between its diverse cultures, they are all in favor of making Miami-Dade County a better place to live.

In response to this unique community need, the Office of Community Advocacy (OCA) was established. Dedicated and experienced staff members, along with the Board of County Commissioners' appointed residents, all work under the direction of Executive Director [Dr. Larry D. Capp](#) to provide rapid intervention and fair mediation when faced with issues that could increase community tension.

Through special teams, such as the nationally-recognized Goodwill Ambassadors, the streetwise Community Response Team, and its eight boards, the OCA helps residents coexist while making Miami-Dade County one of the nation's most dynamically and culturally diverse metropolitan areas.

The Goodwill Ambassador program is a nationally-recognized program, staffed by a dedicated and community-service oriented group of Miami-Dade County employees, who are trained as co-facilitators and mediators. These volunteers can be activated countywide during special events such as the Memorial Day Weekend, national conventions, parades, festivals, elections, music concerts, protest rallies and other major events.

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Who We Are

The Office of Community Advocacy is part of Miami-Dade County's effort to provide resources dedicated to facilitating dialogue among the citizens of our diverse community.

The Office of Community Advocacy consists of eight boards: The Asian-American Advisory Board (AAAB); Black Affairs Advisory Board (BAAB); Commission for Women (CFW); Hispanic Affairs Advisory Board (HAAB), the Addiction Services Board (ASB), the Domestic Violence Oversight Board (DVOB), the Equal Opportunity Board (EOB) and the Community Relations Board (CRB). Each board is charged with advocating for the special concerns of its constituents.

The Boards address residents' concerns in areas such as education; economic development, health care, women's rights, the criminal justice system, human rights, immigration, police-community relations and housing.

The Office of Community Advocacy encourages these diverse groups to meet, strategize and develop solutions relevant to their needs and concerns. It also acts as a bridge between residents of all ethnicities and allows them to examine their unique views in order to promote and improve community relations.

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Role of the Board

- I. Review and revise the Bylaws and Ordinance as needed in order to meet the new mission statement. (See Attachments A and B)
- II. Policy Makers
- III. Lead Action Committees
- IV. Negotiate and execute contracts
- V. Inter-face with local, state, and federal government officials
- VI. Assist in securing funding sources
- VII. Attend meetings/events (as scheduled)
- VIII. Advocate on behalf of the organization in order to promote it in a positive manner

Proposed Mission Statement

- 1. (New Agency Name)

...Trust” is committed to addressing the disparity issues that affect Miami-Dade County’s Black and underserved communities through advocacy and coordination as well as implementation of programmatic solutions that further the advocacy efforts to reduce socio-economic disparities that benefit our community-at-large.

Advocacy, Programs or Hybrid

Metro-Miami Action Plan Trust evolved as a result of a critical need to address and reduce disparities existing in Black and underserved communities of Miami Dade County. White, Black and Hispanic leaders recognized that a community polarized on an economic basis cannot prosper nor effectively contribute to the overall welfare of the community as a whole.

MMAP, as an advocacy agency utilized "Action Committees", made up of Trust Board Members (volunteers) as Chairs, MMAP (County) staff as support liaison, community leaders, advocates, Community Based Organizations (CBO's), and grass root citizens generating, "Recommended Actions" that were implemented, or determined to lack viability or feasibility without proper resources or funding to address the identified disparity (see attached).

In some instances, where resources were lacking but the disparity was a high priority, MMAP served as the catalyst to find or generate resources, and in many instances, MMAP sought, found, fought for and obtained dedicated resources which is where the programs that MMAP currently administers arose from.

Advocacy, Programs or Hybrid

(con't)

The future of MMAP is with its roots...a return to the proven method of Advocacy through Action Committees serving as the catalyst to promote and generate change, thereby positively affecting the disparity gap that exists in its core areas: Criminal Justice, Economic Development, Education, Health, and Housing. Additional previous and still desired Action Committees included: Legislative Affairs and Budget/ Fiscal Affairs.

The MMAP Process model of problem solving is hampered by the lack of consensus on the roles MMAP should ascribe to...that of advocacy, service provider, technical assistance or funder. Some question how MMAP can or should be all of those. Perhaps in its "new beginning" or re-structure all that may not be feasible. However, while there has been a number of competent plans and studies in recent years, they have, for the most part, been discussed and/ or disseminated, but not implemented. And although good intentions can be applauded, advocacy without implementation and/ or funding sources to affect change are empty with regards to accomplishing the MMAP Mission.

MMAP currently has the basis of initiative implementation in two of the core areas with corresponding dedicated funding sources in Housing and Criminal Justice, and until recently a third in Economic Development. In this time of severe economic recession, budget cuts and revenue source reductions, to relinquish current funding sources on two productive programs with significant community involvement, participation and support (from both public and private sector sources) is at least short-sighted, if not somewhat fool-hearty to think that scarce general fund dollars would be available to match the positive impact and leveraging of dollars these programs currently provide to accomplish the MMAP mission.

Advocacy, Programs or Hybrid

(con't)

Through a return to rejuvenated advocacy efforts via MMAP's re-emerging use of the Action Committee process, implementation of necessary corrective actions (some of which have already been implemented) and some possible modifications which are being developed, these viable programs could serve as a basis to develop new strategies and seek additional funding sources.

The MMAP Trust had adopted a position that it is long past time for organizations to respond in a fashion that reflects that the Black community does pay taxes. These tax dollars come from the entire community and not just one segment. It is recognized and documented that Miami-Dade County's Black and underserved communities have been proportionately excluded from, and do not control the tax dollars that are in the pool it contributes to. It is through this basis and use of the recent MMAP initiated FIU Disparity study that Action Committees will gain initial data work plans.

It is through this synergy of Advocacy through old proven methods, new insight and direction from a new beginning and new Trust Board, improved methods for existing productive, program initiatives, dedicated revenue stream, and revitalized outreach generating resources from a community wanting and needing to address our County's disparities for the betterment of the whole community that MMAP will succeed and flourish as it heads into the future.

THE MMAP PROCESS

The Metro-Miami Action Plan (MMAP) process is one which encourages the input and involvement of all citizens in determining and reducing the causes of disparity between Blacks and other minorities and the general community.

The chief areas of concern at present are the Criminal Justice System, Economic Development, Education, Employment, Governmental Affairs, Health and Human Services and Housing. It is through these areas that MMAP attempts to develop plans and mobilize the necessary resources to effectively reduce or eliminate disparities identified through the process.

In order to explain the MMAP process, a few phrases must be defined:

1. Action Committees are composed of volunteers (community members, and public and private sector representatives). Working together as a group, the Action Committees are challenged with the task of developing Recommended Actions that meet specific criteria and subsequently working with Lead Authorities in an effort to get them to enact the Recommended Actions.
2. MMAP's Board of Trustees (whose makeup mirrors the Action Committee membership) sets policy and determines MMAP's position on relevant issues.
3. Lead Authorities are the organizations and elected or appointed individuals in them that are identified as capable of putting MMAP recommendations into action. These authorities have been identified as the appropriate parties for implementing the action, and subsequently have agreed to do so in most cases.
4. Recommended Actions are statements that identify doable deeds that need to occur in order to reduce or eliminate an existing disparity. They are developed at the Action Committee level with community input, then recommended to the MMAP Board for adoption. In order to be implemented Recommended Actions must: (a) be doable; (b) be measurable (or an exemption must be requested during the time the words of the action are finalized); (c) name one responsible Lead Authority to be in charge of its completion; (d) establish time frames for completion; and (e) be specific.
5. Executive Committee (Co-Chairs, Action Committee Chairs, and individuals appointed by the MMAP Board of Trustees) develops recommendations for the Board to consider regarding any policy or official position of MMAP.

STEPS IN THE MMAP PROCESS:

1. At the Annual Conference, MMAP reports to the total community on tasks that have been accomplished during the past year. MMAP also takes time to acknowledge those individuals who have performed exceptionally well pursuant to the Recommended Actions for which they have accepted responsibilities.
2. Each Action Committee meets monthly to develop Recommended Actions and recommend their adoption by the MMAP Board.
3. Each Action Committee is challenged to get the Recommended Action acted upon with the support of the Board. The Action Committee begins negotiating with the proposed Lead Authority.
4. The Executive Committee recommends whether the Board should adopt the Recommended Actions.
5. The MMAP Board of Trustees accepts/rejects/modifies the Recommended Actions and authorizes the Action Committee to initiate the appropriate action.
6. If the Lead Authority named in the Recommended Action accepts the responsibility, a sponsorship agreement is then signed between the Lead Authority and the Action Committee.
7. Action Committees monitor performance by Lead Authorities on an on-going basis. This may include working with another entity capable of monitoring specifics too technical to be handled in-house.

ARTICLE XLVIII.
METRO-MIAMI ACTION PLAN TRUST*
ATTACHMENT (A)

ARTICLE XLVIII. METRO- MIAMI ACTION PLAN TRUST*

***Editor's note:** Ord. No. 92-12, adopted Feb. 18, 1992, amended the Code by the addition of provisions which have been included herein at the discretion of the editor as Art. XLVIII, §§ 2-501--2-509.

Sec. 2-501. Creation and purpose.

(a) There is hereby created and established a revocable trust, the terms of which may be modified by Miami-Dade County, which trust shall be named and known as the Metro-Miami Action Plan Trust (hereinafter referred to as the "Trust"). The Trust shall be a public body corporate and politic which, through its governing body, may exercise all those powers either specifically granted herein or necessary in the exercise of those powers herein enumerated. The Trust shall be an agency and instrumentality of Miami-Dade County.

(b) This Board recognizes the independence of the Trust and its obligation to provide the Board of County Commissioners and the County Manager with independent advice on matters of policy relating to the purposes and projects of the Metro-Miami Action Plan.

(c) Notwithstanding the independence of the Trust, this Board may by resolution take any action to effectuate the purposes of the Metro-Miami Action Plan.

(Ord. No. 92-12, § 1, 2-18-92; Ord. No. 01-01, § 1, 1-23-01)

Sec. 2-502. Governing body.

(a) The governing body of the Trust shall be a Board of Trustees composed of fifteen (15) voting members. A quorum of the Trust shall be the lesser of seven (7) Trustees or a majority of those Trustees in office.

(b) The Board of Trustees shall hold regular meetings in accordance with the bylaws of the Trust and other such meetings as it deems necessary.

(c) The establishment and activities of the Board of Trustees shall be governed by Section 2-11.36 et seq. of the Code of Miami-Dade County, as applicable.

(Ord. No. 92-12, § 2, 2-18-92; Ord. No. 08-86, § 1, 7-1-08)

Sec. 2-503. Appointment and tenure.

(a) *Nominating council.* Trustees shall be appointed by resolution of the Board of County Commissioners (hereinafter known as "Board") after having been selected by the Metro-Miami Action Plan Trust Nominating Council (hereinafter known as "Nominating Council") established and described herein. The Nominating Council shall be comprised of five (5) voting members, two (2) of whom shall be the Chairperson of the Board of Trustees of the Trust and the Chair of the Board's committee with jurisdiction over economic development issues, who shall serve as the chair of the Nominating Council and three (3) of whom shall be appointed by the Chair of the Board of County Commissioners and ratified by the Board. No acting Trustee of the Trust, other than the

Chairperson of the Board of Trustees, shall serve on the Nominating Council, nor shall any acting member of the Nominating Council, other than the Chairperson of the Board of Trustees, be eligible to serve on the Board of Trustees of the Trust. In serving on the Nominating Council, the Chairperson of the Board of Trustees of the Trust shall not vote on or participate in any way in any matter affecting the Chairperson's appointment to the Board of Trustees of the Trust. The members of the Nominating Council shall be appointed for staggered three-year terms and shall not serve more than two (2) consecutive and complete three (3) years each as set forth in Section 2-503(d) of this article. The sole function of the Nominating Council shall be to solicit, screen, interview and recommend for appointment the best qualified candidate for each vacancy of the Board of Trustees. The Nominating Council and the procedures under which it will operate shall be approved by the Board of County Commissioners. The Nominating Council shall submit to the Board of County Commissioners one (1) nominee for each vacancy on the Trust Board. The slate of nominees shall be submitted directly to the Board of County Commissioners no later than September 1 of each year. As applicable, Section 2-11.36 et seq. of the Code of Miami-Dade County shall govern the establishment and activities of the Nominating Council. In the event the Commission is unable to appoint a member to the Board of Trustees pursuant to said section(s), no action of the Trust shall be rendered void because of such inability on the part of the Commission. The County Mayor shall designate a liaison to coordinate the Nominating Council process.

In the event of a vacancy during the term of a Trustee, the Trust shall notify the Board of County Commissioners of the vacancy and shall request that it be filled in accordance with the applicable criteria set forth herein either as a part of the annual appointment process or by a special meeting of the Nominating Council.

(b) *Composition.* Notwithstanding Section 2-11.1 of this Code with respect to eligibility of membership on the Board of Trustees, the voting membership shall include representatives from the following areas of professional expertise: (1) economic and business development; (2) criminal justice; (3) community based organizations; (4) educational organizations; (5) banking and finance; and (6) health organizations. In addition, the Board of Trustees shall have at least one (1) voting member from the Miami-Dade County School Board and one (1) voting member from State or local government. At least seven (7) members of the initial Board of Trustees shall be selected from members of the existing Metro-Miami Action Plan Board of Directors. With respect to the appointment of the balance of Trustees, careful consideration shall be given to the expertise needed to accomplish the goals and objectives of the Trust. In addition, a majority of the membership of the Board of Directors shall be members of the African-American community.

(c) *Qualifications.* Each member of the Board of Trustees shall be a United States citizen, a permanent resident and duly qualified elector of Miami-Dade County unless the Board of County Commissioners waives the residency requirement by a two-thirds vote of its membership. No person shall be qualified to sit as a Trustee if that person is an officer, representative, administrator or employee of any consultant, contractor or agency contracting with or receiving funding from the Trust except if that person is employed by or is serving on the Board of Trustees as a representative of State or local government. Trustees who are representatives of or who are employed by any State or local

governmental agency may not vote on matters affecting the governmental agency by which they are employed or whom they represent.

(d) *Tenure of Trustees.* The Trustees shall serve terms of three (3) years each; provided, however, that of the original Board of Trustees, the Board of County Commissioners shall select one-third (1/3) for a term of one (1) year and one-third (1/3) for a term of two (2) years. No Trustee shall be permitted to serve more than two (2) consecutive and complete terms of three (3) years each unless so authorized by a two-thirds (2/3) vote of the full membership of the Board of County Commissioners. All Trustees serving on the Board of Trustees on the effective date of this ordinance shall continue to serve on the Board of Trustees. Current Trustees shall be eligible to serve up to two (2) consecutive and complete three-year terms. Service on the Board of Trustees by current members prior to the effective date of this ordinance shall not count towards the maximum term of service provided for in this ordinance. The initial Board of Trustees, appointed after the effective date of this ordinance, excluding Trustees serving on the Board of Trustees on the effective date of this ordinance, shall serve staggered terms. One-third (1/3) of Trustees appointed after the effective date of this ordinance shall serve for a term of one (1) year, one-third (1/3) shall serve for a term of two (2) years, and one-third (1/3) shall serve for a term of three (3) years. Straws shall be drawn to determine the terms.

(e) *Compensation.* Trustees shall serve without compensation but shall be entitled to reimbursement for necessary expenses.

(Ord. No. 92-12, § 3, 2-18-92; Ord. No. 01-01, § 1, 1-23-01; Ord. No. 08-86, § 2, 7-1-08)

Sec. 2-504. Removal of Trustees.

Any Trustee shall be removed for excessive absence in accordance with Section 2-11.39 of the Code of Miami-Dade County. In addition, before or after the transition period any Trustee may be removed for cause by two-thirds vote of the entire membership of the Board of County Commissioners or, at the conclusion of the transition period (hereinafter defined), by two-third vote of the entire membership of the Board of Trustees.

(Ord. No. 92-12, § 4, 2-18-92)

Sec. 2-505. Organization; staff support.

(a) *Organization.* The Board of Trustees shall organize after the members have qualified to serve and shall elect one of its voting members as Chairperson, one of its voting members as Vice-Chairperson and such other officers as the Board of Trustees may determine to be necessary. In addition, the Board of Trustees shall make, adopt and amend bylaws, rules and regulations for its own governance.

(b) *Employees.* The Executive Director and all employees of the Trust shall be Miami-Dade County employees. The Board of Trustees shall submit the names of nominee(s) for the position of Executive Director to the County Manager. The Manager shall make a recommendation from the nominee(s) proposed by the Trust to the Board of County Commissioners for its approval. The Trust shall have the power to remove the Executive Director.

The Board of Trustees shall submit the names of nominee(s) for the position of Executive Director to the County Manager. The Manager shall make a recommendation from the nominee(s) proposed by the Trust to the Board of County Commissioners for its approval. The Trust shall have the power to remove the Executive Director.

(c) *Staff support.* The County Attorney shall serve as Attorney for the Trust, the County Manager shall provide audit, budget and financial assistance to the Trust, and the Clerk of the Board of County Commissioners shall be the Clerk and Secretary of the Trust.

(d) The Board of County Commissioners shall provide to the Trust fiscal review and oversight as well as programmatic focus and direction.

(e) The Trust shall present quarterly financial reports, including a current statement of all accounts, to the Commission Auditor and the County Manager. Copies of said reports shall be provided to the Board of County Commissioners. Said reports shall also include information concerning an assessment of the performance of each agency funded by the Trust as well as those program activities carried out directly by the Trust. In addition to these quarterly reports, the Trust shall submit annual reports to the County Manager and the Commission Auditor summarizing and evaluating all programs and activities undertaken by the Trust during the previous fiscal year. The annual report shall include an audit in accordance with generally accepted accounting principles of all funds received and expended by the Trust. The Trust shall not be able, however, to establish any bank accounts without the express approval of either the Board of County Commissioners or the County Manager; provided, however, that the Trust can establish an account for Miami-Dade Community Foundation monies to receive and expend non-County monies which the Trust receives. No County monies nor income from County accounts shall be deposited into external accounts. The Trust shall be subject to periodic reviews as deemed necessary by the County Mayor, the Board of County Commissioners, the Department of Audit and Management Services and the Office of Strategic Business Management. In the event that these reviews reveal management problems, as determined by the reviewing entity, then the County Mayor, after the approval of the Board of County Commissioners, may place the Trust on Management Watch. If the Trust is placed on Management Watch, the Mayor shall present a plan to the Board of County Commissioners which provides timelines for removal of the Trust from Management Watch. The Board of County Commissioners shall have the authority to remove the Trust from Management Watch.

The Trust, in addition to providing quarterly financial reports, shall submit to the Board an annual Report Card on the State of the Black Community in Miami-Dade County. The report card shall include information on factors such as, but not limited to, the unemployment rate, the rates of business ownership, graduation rates, and homeownership rates within Miami-Dade County's Black community. The report card shall be presented to the Board and to the community.

(f) Subject to the Miami-Dade County budgetary process and the availability of funds, the County will include in its annual budget funds for administrative costs and additional funds for programmatic activities. Requests for administrative and programmatic funds are to be made in accordance with the procedures described in Section 2-506(i). The County Manager is directed to include his recommendation for administrative and programmatic funding for the Trust in the annual proposed budget.

(Ord. No. 92-12, § 5, 2-18-92; Ord. No. 01-01, § 1, 1-23-01; Ord. No. 08-86, § 3, 7-1-08)

Sec. 2-506. Powers and duties of the Trust.

The Trust, acting through its governing body, shall be authorized to exercise such powers and shall be required to perform such duties as are hereinafter provided:

- (a) Every five (5) years, the Trust shall establish a five-year comprehensive plan (hereinafter "the plan"). The plan shall contain one-year goals and objectives, the completion of which shall be needed to accomplish the comprehensive plan. The first plan shall be submitted to the Board of County Commissioners for approval.
 - (b) The Trust shall be empowered to expend administrative and programmatic resources to achieve each of its one-year goals and objectives as well as to accomplish and complete each five-year plan.
 - (c) The Trust shall identify and develop a variety of alternative funding sources and shall seek and apply for State, federal and private grants.
 - (d) The trust, as an agent and instrumentality of Miami-Dade County, shall be authorized to act for Miami-Dade County in the performance and enforcement of all contracts and, subsequent to the effective date of this chapter and subject to the limitations set forth below, shall additionally be empowered to negotiate and execute such contracts as are properly within the powers and duties of the trust. However, the trust shall not without the prior approval of the Board of County Commissioners, enter into or amend any contract which shall require the expenditure of funds in excess of the amounts appropriated to the trust by the Board of County Commissioners. The trust shall comply with the formal bid requirements of Section 4.03(D) of the Charter of Miami-Dade County, Florida, and for such purpose the term "board" as used in Section 4.03(D) shall be construed to be "board of trustees" and the term "manager" shall be construed to be executive director of the trust. For all construction contracts, the trust shall comply with the provisions of Section 10-38 of the County Code and the administrative procedures adopted pursuant to said section. For all purchases of commodities and services, the trust shall comply with the provisions of Section 2-8.2 of the County Code and the administrative procedures adopted pursuant to said section.
 - (e) The Trust's budget requests shall be prepared and submitted in the same manner as the budget for a County department and will be considered as part of the Miami-Dade County budget process. The Trust's budget requests shall be prepared in a format prescribed by the County Manager.
- (Ord. No. 92-12, § 6, 2-18-92; Ord. No. 93-12, § 1, 2-16-93; Ord. No. 01-01, § 1, 1-23-01)

Sec. 2-507. Reserved.

Editor's note: Ord. No. 01-01, § 1, adopted Jan. 23, 2001, repealed section 2-507 in its entirety. Former section 2-507 pertained to an extension of the transition period and derived from Ord. No. 92-12, § 7, adopted Feb. 18, 1992.

Sec. 2-508. Applicability of Florida Open Government and Conflict of Interest Laws. The Trust shall at all times operate under the Florida Open Government Laws, including the "Sunshine Laws," Public Meeting Laws and Public Record Laws, and shall be governed by all State and County conflict of interest laws, as applicable, including the Miami-Dade County Conflict of Interest and Code of Ethics ordinance, Section 2-11.1 of the Code of Miami-Dade County, Florida.
(Ord. No. 92-12, § 8, 2-18-92)

Sec. 2-509. Validity.

If any section, subsection, sentence, clause or provision of this article is held invalid, the remainder of this article shall not be affected by such invalidity.

(Ord. No. 92-12, § 9, 2-18-92)

Secs. 2-510--2-520. Reserved.

**Metro Miami Action Plan Trust Bylaws
ATTACHMENT (B)**

Metro Miami Action Plan Trust Bylaws

Article I IDENTIFICATION

- 1.1 Name. The name of the organization shall be the METRO MIAMI ACTION PLAN TRUST.
- 1.2 Fiscal Year. The fiscal year of the Trust shall be determined by appropriate resolution of the Board of Trustees (hereinafter referred to as the "Trust") and may be changed from time to time by the Trust.
- 1.3 Place of Business. The principal place of business of the Trust shall be in Dade County, Florida. Other offices for the transaction of business shall be located in such other places as may be determined by the Board.

Article II BOARD OF TRUSTEES

- 2.1 Number, Tenure and Qualifications.
 - 2.1.1 The business and affairs of the Trust shall be managed by the Trust. The Trust shall consist of twenty-one (21) Trustees appointed by the Board of County Commissioners.
 - 2.1.2 The Trust must be comprised of representatives from the following areas of expertise: (1) economic and business development; (2) criminal justice; (3) community based organizations; (4) educational organizations; (5) banking and finance; and (6) health organizations. In additions the Trust shall have at least one (1) voting member from the Dade County School Board and one (1) voting member from state or local government and a majority of the membership of the Board shall be members of the African American community.
 - 2.1.3 Each member of the Trust shall be a United States citizen, a permanent resident and duly qualified elector of Dade County. No person shall be qualified to sit as a member of the Trust if that person is an officer, representative, administrator or employee of any consultant, contractor or agency contracting with or receiving funding from the Trust except if such person is employed by or serving on the Trust as a representative of a state or local government.
- 2.2 Number and Classes. The initial Board of Trustees shall be divided into three classes of equal number: Class A, Class B and Class C. Each trustee, whether a Class A trustee, Class B trustee or Class C trustee shall be entitled to one vote on all matters under deliberation by the Board, and no distinction with respect to duties and powers as trustees shall be made among Class A trustees, Class B trustees or Class C trustees. However, trustees who are serving on the Board as or who are employed

by a state or local governments may not vote on matters affecting the government agency by which they are employed or whom they represent.

2.3 Election and Term of Office

2.3.1 The first Board of Trustees shall be appointed by the Board of County Commissioners of Dade County, Florida.

2.3.2 The term of office of the initial trustees shall expire on such a date as the trustees are elected and qualified as hereinafter provided. The terms of office for each class shall commence upon appointment and shall expire (i) in 1993 the case of Class A trustees, (ii) in 1994 in the case of Class B trustees, and (iii) in 1995 in the case of Class C trustees. Thereafter, each successive trustee of each class shall be elected for a term of three years, so that each year a different class of trustees shall be elected for a three-year term. Each trustee shall continue in his office until his successor has been elected and qualified, or until his death, resignation or removal. No person shall serve as a trustee for more than three terms in succession and no person shall concurrently serve as a trustee in more than one class.

2.4 Place, Call and Adjournment of Trustees' Meetings

2.4.1 Meetings of the Trust shall be held within the state of Florida.

2.4.2 Twelve (12) regular meetings of the Trust shall be held each year at regular intervals throughout the year. The Trust may dispense with a regular meeting of the Trust in manner, described herein, in which any action of the Trust may be taken.

2.5 Annual Meeting. The annual meeting of the Board shall be held in sixty (60) days prior to the annual conference each year at a time and place fixed by the Chairperson (hereinafter referred to as the "Chair") of the Board.

2.6 Special Meetings. Special meetings with specified purposed may be called at any time and place fixed by the Chairperson or other officer or by written demand of any three trustees at a time and place agreed upon by the board.

2.7 Notice of Meeting. Written or printed notice stating the place, day and hour of the meeting shall be delivered personally or mail no less than (10) days nor more than sixty (60) days before the date of the meeting. Notice shall be given to each trustee by or at the direction of the Chairperson or the persons calling the meeting. However, in the event a special meeting is called, notice of the special meeting may be provided not less than twenty-four hours prior to the time for holding such a meeting. If mailed, all notices shall be deemed to have been delivered when deposited in the United States mail addressed to the trustee at the address reflected on the records of the Trust with postage thereon prepaid.

2.7.1 All items must be placed on the agenda ten (10) days prior to the scheduled meeting.

- 2.7.2 All proposals, requests, supporting documents, etc. shall be provided to the Trust members five (5) days before meetings.
- 2.7.3 It will require two thirds (2/3) vote of the Trust membership present to hear emergency items.
- 2.8 Quorum and Acts.
- 2.8.1 One-third (1/3) of the trustees of the Trust then in office shall constitute a quorum for the transaction of business. The act of a majority of the trustees present at a meeting at which a quorum is present shall be the act of the trust except that any action required or permitted to be taken at any meeting of the Trust may be taken without a meeting if a consent in writing, setting forth the action so to be taken, signed by all of the trustees of Trust, is filed in the minutes of the proceedings of the Trust. If a quorum is not present when a meeting starts, then a majority of the trustees at the meeting may adjourn the meeting from time to time without further notice until a quorum is present.
- 2.8.2 Members of the Trust or any committee thereof shall be deemed present at any meetings of the Trust or the committee if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used.
- 2.9 Votes. Each trustee shall be entitled one vote on each matter submitted to a vote at a meeting of trustees.
- 2.10 Action by the Trust. At any meeting of the Trust at which a quorum is present, the vote of a majority of the trustees present at the time of the vote shall be the act of the Board.
- 2.11 Removal
- 2.11.1 Any Trustee shall be automatically removed if absent for three (3) consecutive meetings without a satisfactory excuse or if absent from more than one-half of the Board's meetings in a given fiscal year. A trustee shall be deemed absent from a meeting if not present at the meeting at least seventy-five (75) percent of the time. However, the above-described attendance requirements may be waived by two-thirds vote of the full Board of County Commissioners of Dade County.
- 2.11.2 Any trustee may be removed by two-thirds vote the entire membership of the Trust of county Commissioners of Dade County.
- 2.12 Resignation. Any trustee may resign at any time by delivering a written resignation to the Chairperson of the Trust or the Clerk of the Board of County Commissioners. Such resignation shall take effect at the time specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- 2.13 Vacancies. Any vacancies occurring on the Trust shall be filled by the Trust of county Commissioners of Dade County, Florida. A trustee elected

to fill a vacancy shall be elected for the unexpired term of his/her predecessor.

- 2.14 Rules of Order. The order of business at all meetings of the Trust shall be under the control of the presiding officer and such meeting shall generally conform to Mason's Rules of Order, as revised from time to time.
- 2.15 Compensation. Unless provided otherwise by an appropriate resolution of the Trust, the trustees shall serve without compensation, but may be reimbursed for ordinary and necessary expenses incurred in furtherance of the Trust.

Article III THE COMMITTEES

- 3.1 Authority of Committees. (a) The Trust, by resolution adopted by a majority of the entire Trust, may designate the members of an Executive Committee and any such other committees as the Trust deems reasonable and necessary, each of which shall have at least three members and all the authority as provided herein or as provided by the resolution of the Trust. However, no committee shall have authority to fill vacancies on the Trust or fill vacancies in the position of any Chairperson on any committee. (b) The Board or the Chairperson of any committee may designate on or more persons as alternate members of any such committee, who may replace any absent trustee or trustees at any meeting of committee, provided such alternate member has been approved by the Board.
- 3.2 Executive Committee. The Executive Committee shall consist of at least three members and shall be composed of trustees who are officers and such other trustees as the Trust may determine. The Chairperson of the Trust shall serve as Chairperson of the Executive Committee. During the intervals between the meetings of the Trust, the Executive Committee shall possess and may exercise all the powers and functions of the Trust in the management and direction of the affairs of the Trust in all cases in which specific directions shall not have been given by the Trust.
- 3.3 Standing Committees.
- 3.3.1 By resolution adopted by a majority of the entire Trust, the Trust may designate various committees of persons to counsel with the Trust with respect to the affairs of the Trust. The committees may make recommendations to the Trust on matters pertaining to the objects and purposes of for which the Committee was formed, but shall not have or exercise any of the authority of the Trust except under such authority as may be granted specifically to such standing committee by resolution of the Trust. There shall be at least the following three (3) standing committees: fundraising, By-laws and public relations.
- 3.4 Committee Chairperson. Each Committee shall have a Committee chairperson who shall be appointed by the Chairperson of the Trust or by the Executive Committee and approved by the Trust. The Committee

Chairperson shall serve until the earlier of the dissolution of the Trust or resignation, removal or replacement by the Chairperson of the trust or by the Executive Committee. Each Committee Chairperson may appoint a secretary or other officers as such Committee Chairperson deems necessary to carry out the functions of such committee.

- 3.5 Operation of the Committees. Unless a greater proportion is required by the resolution designating a committee, a majority of the entire authorized number of members of such committee shall constitute a quorum for the transaction of business. If a quorum is then present at a meeting at the time of such vote shall be the act of such committee.
- 3.6 Rules of Order. The order of business at all meetings of the committees shall be under the control of the presiding officer and such meetings shall generally conform to Mason's Ruler of Order, as revised from time to time.
- 3.7 Term of Office. Each member of a committee shall continue as such until the next annual meeting of the Trust, unless the committee shall be sooner terminated, or unless such member shall be removed from such committee, or unless such member shall cease to qualify as a member thereof.
- 3.8 Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.
- 3.9 Quorum. Unless otherwise provided by the resolution designating a committee or at the direction of the Executive Committee, a majority of the whole committee shall constitute a quorum and the act of the majority of the members present at a meeting at which a quorum is present shall be the act of the committee.
- 3.10 Compensation. Unless provided otherwise by an appropriate resolution of the Trust, the members of any of the various committees shall serve without compensation, but may be furtherance of the Trust.

Article IV THE OFFICERS

- 4.1 Officers. The officers of the Trust and their terms of service shall be as follows:
 - 4.1.1 Chairperson. The Chair shall be elected by a majority vote of the Trust. The term of the Chairperson shall be one (1) year. The Chairperson shall not serve more than three (3) consecutive terms.
 - 4.1.2 Vice Chairperson. There shall be two Vice Chairpersons, which shall be elected by a majority vote of the Trust.
 - 4.1.3 Executive Director. There shall be an Executive Director appointed by the County Manager of Dade County, Florida.
 - 4.1.4 The Trust may appoint or elect any such other officers and assistant officers and agents as may be deemed necessary by the Trust.

- 4.2 Vacancies. Whenever any vacancies shall occur in any office by death, resignation, removal, increase in the number of officers of the Trust, or otherwise, the vacancy shall be filled in the same manner as provided in the case of the original appointments.
- 4.3 Duties of the Officers. The officers shall have the following described duties and responsibilities, except that by appropriate resolution, the Trust shall determine or amend the respective duties of each officer or the Trust:
- 4.3.1 Chairperson of the Trust. The Chairperson of the Trust shall preside at all meetings of the Trust and shall have the responsibility of guiding the Board in effectively discharging its responsibilities; including, but not limited to, providing for the execution of the Trust's objectives, safeguarding and furthering the Trust's interests and appraising the adequacy of overall results as reported by the Executive Director. The Chairperson shall furnish advice and counsel to the Executive Director and shall report to the Trust from time to time on matters within his/her knowledge which the interests of the Trust may require to be brought to the attention of the Board.
- 4.3.2 Executive Director. The Executive Director shall be the principal executive officer of the Trust. He/she shall be in charge of the business and affairs of the Trust. He or she shall see that the resolutions and directives of the Board are carried into effect except in those instances in which that responsibility is assigned to some other person by the Trust and, in general, shall discharge all duties incident to the office of the Executive Director and such other duties as may be prescribed by the Trust.
- 4.3.3 Vice Chairperson. Each Vice Chairperson shall assist the Chairperson in the discharge of the Chairperson's duties as the Chairperson may direct and shall perform such other duties as from time to time may be assigned by the Board or, subject to the authority of the Trust, by the Chairperson of the Board. In the Chairperson's absence, the Vice Chairperson shall preside at all meetings of the Board. If there is more than one Vice Chairperson, the Chairperson shall determine which Vice Chairperson shall so preside; if the Chairperson does not so determine, a majority vote of the trustees present at such meeting shall determine which Vice Chairperson shall preside.
- 4.4 Elections, Appointments and Term of Office. Appointments, elections, and the ratification of the officers of the Trust shall be held at the first regular meeting of the Board following the adoption of these by-laws. Thereafter, the officers of the Trust shall be elected annually by the Board at the annual meeting of the Board or as soon thereafter as may be convenient. Each officer shall hold office until the next annual meeting of trustees and until hi/her successor is duly elected and qualified or until the trustee has resigned or been removed in the manner provided herein.
- 4.5 Compensation. The officers of the Trust shall serve without compensation. However, any officer of the Trust may be reimbursed for ordinary and necessary expenses incurred in furtherance of the purposes of the Trust.

- 4.6 Resignation. Any officer of the Trust may resign at any time by giving written notice to the Chair or the Clerk of the Board of County Commissioners of Dade County. Such resignation shall take effect at the time specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Article V
AMENDMENTS AND DISSOLUTION

- 5.1 Amendments of By-Laws. The Trust by majority vote of the entire Trust shall have the exclusive power to alter, amend or repeal these By-Laws or adopt new By-Laws, except that any amendment which increases the quorum requirement or the proportion of votes necessary for the transaction of business or changes any other matter inconsistent with or varying from Ordinance 92-12 if the Code of Metropolitan Dade County must be authorized by a vote of the Board of County Commissioners of Dade County.

Article VI
BOOKS AND RECORDS

- 6.1 Maintaining Books and Records. The Trust will maintain complete and accurate books and records. The Trust will keep at its principal place of business a membership register listing the names, addresses, and other details of the membership and the original or a copy of the Board of County Commissioners of Dade County.
- 6.2 Inspection. All books and records of the Trust may be inspected by any trustee for any proper purpose at any reasonable time on written demand stating such a purpose.
- 6.3 Inspection and Audit by the Board of Trustees. Every Trustee, or any agent appointed by the MMAP Board of Trustees, or any agent appointed by the MMAP Board of Trustees, will have the absolute right, at any reasonable time, to inspect and copy all books, records, documents or every kind and to inspect the physical properties of the MMAP Trust or any recipients of funds allocated by the MMAP Trust. No MMAP Trust funds may be disbursed to any recipient without a written acknowledgement and consent of this inspection and audit possibility.

Article VII
FISCAL YEAR

- 7.1 The Fiscal Year. The fiscal year of the Trust shall be from October 1st – September 30th.