

MEMORANDUM

Agenda Item No. 9(A)(1)

TO: Honorable Chairwoman Rebeca Sosa
and Members, Board of County Commissioners

DATE: May 6, 2014

FROM: R. A. Cuevas, Jr.
County Attorney

SUBJECT: Resolution approving
amendment to Articles of
the Spay/Neuter Miami
Foundation, Inc.

The accompanying resolution was prepared by the Animal Services Department and placed on the agenda at the request of Prime Sponsor Commissioner Sally A. Heyman.



R. A. Cuevas, Jr.
County Attorney

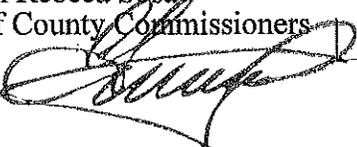
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Memorandum



Date: May 6, 2014

To: Honorable Chairwoman Rebeca Sosa
and Members, Board of County Commissioners

From: Carlos A. Gimenez
Mayor 

Subject: Resolution Approving Amendment to Articles of Incorporation of the Spay/Neuter Miami Foundation, Inc.

Recommendation

It is recommended that the Articles of Incorporation of the Spay/Neuter Miami Foundation, Inc. (the "Foundation") under Resolution No. R-524-10, be amended to allow for a more efficient organization by reducing the members from 15 to seven (7); of which five (5) members will be approved by the Board of County Commissioners (BCC) and two (2) members appointed by the Mayor.

Scope

The impact of this item is countywide as fundraising efforts and services will be provided throughout the county.

Fiscal Impact/Funding Source

In accordance with R-530-10, there is no new fiscal impact to the County Budget as the Foundation will use the money it raises in support of its mission. The Miami-Dade County Animal Services Department (ASD) will continue to provide staff support to the Foundation.

Track Record/Monitor

The Foundation is an independent group. ASD will provide staff support to assist the Foundation.

Background

On March 3, 2009, the Board of County Commissioners (Board) adopted Resolution No. R-219-09 authorizing the County Mayor or Mayor's designee to facilitate the creation of the Foundation. On October 21, 2009, the Foundation was created and the Articles of Incorporation that were approved by Resolution No. R-219-09 were filed with the Florida Department of State. The Foundation's Board of Directors approved amendments to the Foundation's Articles of Incorporation on December 4, 2009 to revise the use for the money raised by the Foundation and to update the Articles of Incorporation to reflect County Mayor instead of County Manager. Both amendments were approved by the Board on May 4, 2010 by Resolution No. R-524-10.

On February 10, 2014, the Foundation held a meeting whereby four (4) out of the seven (7) current members attended. During the meeting, it was discussed to reduce the number of members in order to better facilitate meetings and achieve quorum. They also discussed the purpose of the Foundation and the responsibilities of the members and agreed that the Foundation be utilized as a fundraising arm for spay and neuter services and ASD. The members agreed to meet again after ASD staff reached out to the other existing members regarding their participation and desire for continued membership.

On March 20, 2014, the Foundation held a meeting. After the February meeting and before the March meeting, three (3) of the seven (7) current members resigned bringing the current membership to a total of four (4) and providing for quorum. At the aforementioned meeting, the Foundation's Board of Directors voted to amend the Foundation's Articles of Incorporation (attached), to reduce the number of Directors from fifteen (15) to seven (7) with; five (5) members appointed by the BCC and two (2) members appointed by the Mayor and requested that this item be presented to the BCC.

By way of the attached Resolution, the Miami-Dade County Animal Services Department is transmitting the Foundation's amendment to its Articles of Incorporation for this Board's approval in accordance with the amendment provisions set forth in the Foundation Articles. The Department recommends approval of these amendments, based on the following facts: since 2009, the group has only met approximately 12 times and has regularly struggled to have a quorum; and since its inception in 2009, the Foundation has only raised approximately \$40,500.00 to benefit the shelter and community pets. Therefore, it is proposed that changing the Foundation's Board Membership from 15 members to seven (7); with five (5) members approved by the BCC and two (2) members appointed by the Mayor, will result in a more nimble and effective fundraising group.



Alina T. Hudak
Deputy Mayor



MEMORANDUM

(Revised)

TO: Honorable Chairwoman Rebeca Sosa
and Members, Board of County Commissioners

DATE: May 6, 2014

FROM: 
R. A. Cuevas, Jr.
County Attorney

SUBJECT: Agenda Item No. 9(A)(1)

Please note any items checked.

- "3-Day Rule" for committees applicable if raised
- 6 weeks required between first reading and public hearing
- 4 weeks notification to municipal officials required prior to public hearing
- Decreases revenues or increases expenditures without balancing budget
- Budget required
- Statement of fiscal impact required
- Ordinance creating a new board requires detailed County Mayor's report for public hearing
- No committee review
- Applicable legislation requires more than a majority vote (i.e., 2/3's ____, 3/5's ____, unanimous ____) to approve
- Current information regarding funding source, index code and available balance, and available capacity (if debt is contemplated) required

Approved _____ Mayor
Veto _____
Override _____

Agenda Item No. 9(A)(1)
5-6-14

RESOLUTION NO. _____

RESOLUTION APPROVING AMENDMENT TO ARTICLES
OF THE SPAY/NEUTER MIAMI FOUNDATION, INC.

WHEREAS, on March 3, 2009, this Board, adopted Resolution No. R-219-09, authorizing the County Mayor or County Mayor’s designee to facilitate the creation of the Miami Dade Animal Services Foundation, Inc. (the “Foundation”) as a Florida not-for-profit corporation in accordance with Chapter 617, Florida Statutes, and Internal Revenue Code Section 501(c)(3), and which approved proposed Articles of Incorporation and By-Laws for the Foundation; and

WHEREAS, on October 21, 2009, the Foundation was created, and Articles of Incorporation that are in substantial accordance with those approved by Resolution No. R-219-09 were filed with the Florida Department of State; and

WHEREAS, on December 4, 2009, the Foundation’s Board of Directors approved amendments to the Foundation’s Articles of Incorporation, to revise the uses for the money raised by the Foundation, and this Board approved those amendments on May 4, 2010, pursuant to Resolution No. R-524-10; and

WHEREAS, on February 28, 2011, the Foundation’s Board of Directors approved amendments to the Foundation’s Articles of Incorporation, to change the name of the Foundation to Spay/Neuter Miami Foundation, Inc. (the “Foundation”), which did not require subsequent approval by this Board; and

WHEREAS, on March 20, 2014, the Foundation's Board of Directors voted to amend the Foundation's Articles of Incorporation, to reduce the number of Directors from fifteen (15) to seven (7), with five (5) members appointed by this Board and two (2) members appointed by the County Mayor; and

WHEREAS, the Articles of Incorporation provide that such amendments are not effective unless approved by this Board,

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF MIAMI-DADE COUNTY, FLORIDA, this Board hereby approves the amendments to the Articles of Incorporation of the Spay/Neuter Miami Foundation, Inc. in substantially the form attached hereto as Exhibit A, and authorizes the filing of the amendments with the appropriate federal and state agencies.

The foregoing resolution was offered by Commissioner _____, who moved its adoption. The motion was seconded by Commissioner _____ and upon being put to a vote, the vote was as follows:

	Rebeca Sosa, Chairwoman	
	Lynda Bell, Vice Chair	
Bruno A. Barreiro		Esteban L. Bovo, Jr.
Jose "Pepe" Diaz		Audrey M. Edmonson
Sally A. Heyman		Barbara J. Jordan
Jean Monestime		Dennis C. Moss
Sen. Javier D. Souto		Xavier L. Suarez
Juan C. Zapata		

The Chairperson thereupon declared the resolution duly passed and adopted this 6th day of May, 2014. This resolution shall become effective ten (10) days after the date of its adoption unless vetoed by the Mayor, and if vetoed, shall become effective only upon an override by this Board.

MIAMI-DADE COUNTY, FLORIDA
BY ITS BOARD OF
COUNTY COMMISSIONERS

HARVEY RUVIN, CLERK

By: _____
Deputy Clerk

Approved by County Attorney as
to form and legal sufficiency.



Dennis A. Kerbel

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
SPAY/NEUTER MIAMI FOUNDATION, INC.

Pursuant to the provisions of Section 617.1006, Florida Statutes, Spay/Neuter Miami Foundation, Inc., a Florida not for profit corporation (the "Corporation"), hereby adopts the following amendment to its Articles of Incorporation:

1. Article IV of the Corporation's Articles of Incorporation is hereby amended to read as follows:

ARTICLE IV – DIRECTORS

Section 4.01 Number and Qualification. The affairs and property of the Corporation shall be managed and governed by a Board of Directors composed of 7 Directors. Directors shall be natural persons, twenty-one years of age or older, who have demonstrated experience or interest in the field of animal care and control, fundraising and marketing. Directors shall serve without compensation. The Director of the Miami-Dade County Animal Services Department, or the Director's designee, shall be invited to attend all meetings of the Board of Directors as a non-voting participant.

Section 4.02 Appointment of Directors. Directors shall be appointed as follows:

- (a) The Miami-Dade County Board of County Commissioners shall approve five (5) Directors. Nominations shall be submitted to the Chair of the Board of County Commissioners, to be voted on by the Board of County Commissioners.
- (b) The Mayor of Miami-Dade County or his/her designee shall appoint two (2) Directors.

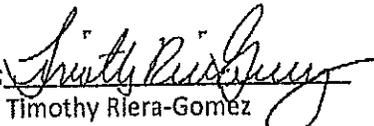
Section 4.03 Terms of Directors. The terms of the Directors shall be as follows:

- (a) Each Director shall be appointed for a two-year term, except that the term of each Director appointed by the Mayor shall end concurrently with the last day of the Mayor's term. A position shall be deemed vacant at the expiration of the term, unless the Director has been reappointed for another term in accordance with this article.
- (b) Each Director shall be permitted to serve at most two (2) full consecutive terms but may be reappointed after ceasing to be a Director for a one (1) year period.

2. In accordance with the provisions of the Corporation's Articles of Incorporation, the amendment was adopted by the Corporation's Board of Directors on March 20, 2014 and the number of votes cast for the amendment was sufficient for approval. There are no members or members entitled to vote.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment as of the 20th day of March, 2014.

Spay/Neuter Miami Foundation, Inc.

By: 
Timothy Riera-Gomez
Treasurer