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ROB MEDINA

Members
MIKE JAFFE
KENNY JOHNSON
MIKE HAMMER
CHANDLER LANGEVIN

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AGENDA

MEETING 2025-01

PALM BAY MUNICIPAL FOUNDATION, INC.

THURSDAY

February 6, 2025 – 5:30 P.M.
City Hall Council Chambers

CALL TO ORDER:

ROLL CALL:

BUSINESS:

1. Consideration of selecting a member of the Palm Bay Municipal Foundation, Inc. to serve as the Chair to the Disaster Relief Committee Executive Board.
2. Discussion of the duties and responsibilities of the Disaster Relief Committee Executive Board.

ADJOURNMENT:

In accordance with the Americans with Disabilities Act, persons needing special accommodations for this meeting shall contact the Office of the City Clerk at (321) 952-3414 or Florida Relay System at 711.

If you use assistive technology (such as a Braille reader, a screen reader, or TTY) and the format of any material on this website or documents contained therein interferes with your ability to access information, please contact us. To enable us to respond in a manner most helpful to you, please indicate the nature of your accessibility problem, the preferred format in which to receive the material, the web address of the requested material, and your contact information. Users who need accessibility assistance can also contact us by phone through the Federal Information Relay Service at 1-800-877-8339 for TTY/Voice communication.

THIS MEETING IS BROADCAST LIVE ON THE CITY'S WEBSITE

LEGISLATIVE MEMORANDUM

Palm Bay Municipal Foundation, Inc.

TO: Palm Bay Municipal Foundation, Inc. Board of Directors

FROM: Larry Wojciechowski, Treasurer

DATE: February 6, 2025

RE: Consideration of selecting a member of the Palm Bay Municipal Foundation, Inc. to serve as the Chair to the Disaster Relief Committee Executive Board.

In accordance with the resolution establishing the Disaster Relief Committee (DRC) Executive Board, the Palm Bay Municipal Foundation shall select one of its members to serve as the Chair to the DRC Executive Board.

FISCAL IMPACT:

None.

RECOMMENDATION:

Motion to select a member of the Palm Bay Municipal Foundation, Inc. to serve as the Chair to the Disaster Relief Committee Executive Board.

/tmj

LEGISLATIVE MEMORANDUM

Palm Bay Municipal Foundation, Inc.

TO: Palm Bay Municipal Foundation, Inc. Board of Directors

FROM: Larry Wojciechowski, Treasurer

DATE: February 6, 2025

RE: Discussion of the duties and responsibilities of the Disaster Relief Committee Executive Board.

The Palm Bay Municipal Foundation, Inc., a 501(c)(3) subsidiary for the City of Palm Bay, was established in February 2013. The Articles of Incorporation, by-laws, and Conflict of Interest policy for the 501(c)(3) subsidiary, known as the Palm Bay Municipal Foundation, Inc. (PBMF), were adopted by City Council in August 2013.

The purpose of the PBMF is to raise funds for charitable, educational, scientific and literary purposes, including, but not limited to, combating community deterioration and juvenile delinquency; collect, receive and maintain any fund, or funds, by subscription, or otherwise, and to apply the income and principal thereof to the promotion of the purposes herein fore set out, and accept gifts or endowments by way of trust or otherwise and to administer the same with all fiduciary and investment powers necessary or appropriate. There were events, such as the Mayor's Ball, where the monies raised by the event went to a charity but the donor either received no tax-deduction for the donation or, in order to have received a tax-deductible donation, had to give to a third-party which was then free to dispense the money as that third-party determined.

The Disaster Relief Committee (DRC), a Subcommittee of the PBMF, was established on October 3, 2017, following the disastrous effects of Hurricanes Maria and Harvey, to serve as a conduit so that citizens and City employees can help those affected by local, national, and international disasters. The mission of the DRC is to serve as a resource and conduit for collecting funds that will be distributed to non-profit, charitable and relief organizations during and after a disaster. The declaration of "State of Emergency" by the affected area is utilized as the initiating factor for a Special Meeting with the purpose of defining the amount of the donation to the non-profit disaster relief supporting agencies directly responding to the affected area. All proceeds go towards identified natural disasters or disasters needing assistance.

The DRC is comprised of five (5) members: one (1) member of the PBMF (who is the Chairperson) and four (4) members of the public appointed by the PBMF (using the City Council's process for filling board positions), one (1) of whom will preferably be a member of the clergy within the community. **The DRC currently has two (2) 'at-large' vacancies.**

Below is a history of all contributions and expenditures for the DRC. The current balance is approximately \$4,354.14. The majority of funding came from the proceeds of the Mayor's Ball in 2019. The DRC implemented VIP parking during the Independence Day events, with proceeds going to the DRC fund (approximately \$1,000 annually).

CONTRIBUTIONS	REASON	AMOUNT
11/22/17	Donation to DRC in lieu of stage rental fee (Sam Lopez)	\$800
03/15/19	2019 Mayor's Ball Proceeds	\$14,983.70
07/02/22	Independence Day VIP Parking	\$940.50
07/02/23	Independence Day VIP Parking	\$1,087.44
07/05/24	Independence Day VIP Parking	\$1,133.36

EXPENDITURES	REASON	AMOUNT
10/18/18	Society for the Prevention of Cruelty to Animals (SPCA) of Brevard for animal rescue efforts from Hurricane Florence	\$150
04/25/19	Relief efforts from the U.S. southeast tornadoes, through Red Cross	\$500
04/25/19	Relief efforts from U.S. Midwest flooding, through Red Cross	\$500
09/19/19	Relief efforts from Hurricane Dorian in the Bahamas, through Red Cross	\$1,000
09/19/19	Relief efforts from Hurricane Dorian in North Carolina, through Red Cross	\$250
09/19/19	Relief efforts from Hurricane Dorian in South Carolina, through Red Cross	\$250
10/17/19	Business Cards (<i>administrative costs, per by-laws, not to exceed 5% of the DRC's fund balance each FY</i>)	\$361
11/15/19	Poster Frames (<i>administrative costs, per by-laws, not to exceed 5% of the DRC's fund balance each FY</i>)	\$32.28
02/06/20	Relief efforts from the earthquake in Puerto Rico, through Red Cross	\$1,000

EXPENDITURES	REASON	AMOUNT
02/06/20	Relief efforts from the fires in Australia, through Red Cross	\$1,000
09/02/21	Relief efforts from the earthquake in Haiti, through National Haitian American Elected Officials Network (NHAEON) <i>(\$47.58 of this donation was collected as a donation through PayPal during a solicitation period for this particular cause – Please Note: funds donated through PayPal are subject to a fee, which is deducted from the amount donated)</i>	\$1,047.58
10/20/22	Relief efforts from Hurricane Ian in Southwest Florida, through Samaritan's Purse	\$2,000
05/22/23	Relief efforts from the earthquake in Turkey-Syria, through Samaritan's Purse, Syrian American Medical Society Foundation, and Center for Disaster Philanthropy	\$1,500
10/17/23	Assistance towards Hurricane Idalia relief efforts in the Florida panhandle, through Second Harvest Food Bank of the Big Bend (Tallahassee)	\$1,000
09/05/24	Assistance towards Hurricane Beryl relief efforts through Direct Relief <i>(\$1,000 towards the Islands of Grenada and Carriacou; and \$1,000 towards the State of Texas)</i>	\$2,000
11/07/24	Assistance towards Hurricane Helene relief efforts, specific to the most impacted communities within the State of Florida, through Samaritan's Purse	\$1,000
11/07/24	Assistance towards Hurricane Milton relief efforts, specific to the most impacted communities within the State of Florida, through Samaritan's Purse	\$1,000

FISCAL IMPACT:

None.

RECOMMENDATION:

This memorandum is for information purposes only, unless direction is desired by City Council.

/tmj

AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
PALM BAY MUNICIPAL FOUNDATION, INC.

A Florida Corporation Not for Profit

Pursuant to the provisions of Sections 617.1002 and 617.1007 of the Florida Not For Profit Corporation Act, PALM BAY MUNICIPAL FOUNDATION, INC., a Florida not for profit corporation (the “Corporation”), in accordance with actions adopted at a meeting of the Board of Directors as of August 1, 2013, no members being entitled to vote on the proposed amendment, hereby adopts and amends its provisions concerning limitations of activities, dissolution and other provisions in its Articles of Incorporation and restates its Articles in their entirety.

ARTICLE I

Name and Address

The name of this corporation shall be PALM BAY MUNICIPAL FOUNDATION, INC. The principal address of the Corporation shall be 120 Malabar Road, S.E., Palm Bay, Florida 32907.

ARTICLE II

Purposes

Section 1. The Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”).

Section 2. Without in any way limiting the foregoing general purposes, the specific purposes of the Corporation shall be (i) to raise funds for charitable, educational, scientific and literary purposes, including, but not limited to, combating community deterioration

and juvenile delinquency, (ii) to collect, receive and maintain any fund, or funds, by subscription, or otherwise, and to apply the income and principal thereof to the promotion of the purposes herein fore set out, and (iii) to accept gifts or endowments by way of trust or otherwise and to administer the same with all fiduciary and investment powers necessary or appropriate.

ARTICLE III

Powers

Except as limited by these Articles of Incorporation or its Bylaws, the Corporation shall have and exercise all rights and powers in furtherance of its purposes as are now or may hereafter be conferred on not for profit corporations pursuant to Chapter 617, Florida Statutes and other applicable law.

ARTICLE IV

Limitations on Activities

Section 1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member, director or officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of its purposes as set forth in Article II hereof), and no member, director or officer of the Corporation, or any other private individual, shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation; provided, however, that the Corporation may confer benefits in the form of distributions, in dissolution or otherwise in the manner set forth in Article V hereof.

Section 2. The Corporation shall not, as a substantial part of its activities, carry on propaganda, lobby, or otherwise attempt to influence legislation. The Corporation shall not participate in any political campaign on behalf of (or in opposition to) any candidate for public office.

Section 3. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities which may not be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code or by an organization contributions to which are deductible by the donor under Section 170(c)(2) of the Code.

ARTICLE V

Dissolution

Upon the dissolution of the Corporation, the Directors of the Corporation shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, distribute all residual assets of the Corporation to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes which, at the time of such disposition, qualify as an exempt organization or organizations under Sections 501(c)(3) and 170(c)(2) of the Code or to the government of the United States, the State of Florida or any city or county within the state of Florida exclusively for public purposes. Any assets not so distributed shall be distributed by a court of competent jurisdiction exclusively for the aforementioned purposes, or to such organization or organizations organized and operated exclusively for the aforementioned.

ARTICLE VII

Term of Existence

This Corporation shall have perpetual existence.

ARTICLE VIII

Nonstock Corporation

This Corporation shall not have or issue shares of stock. It may have and issue membership certificates that shall state prominently on the face of such certificate that such certificates are not transferable and that the Corporation is a not for profit corporation.

ARTICLE IX

Members

The Corporation shall not have any members or membership qualifications.

ARTICLE X

Board of Directors

Section 1. The business and affairs of this Corporation shall be managed by a Board of Directors, whose members are referred to herein as Directors.

Section 2. The names and addresses of the persons who are to serve as the initial Directors of the Corporation are:

William Capote	120 Malabar Road, SE, Palm Bay, FL 32907
Kristine Isnardi	120 Malabar Road, SE, Palm Bay, FL 32907
Ken Greene	120 Malabar Road, SE, Palm Bay, FL 32907
Michele Paccione	120 Malabar Road, SE, Palm Bay, FL 32907
Harry Santiago, Jr.	120 Malabar Road, SE, Palm Bay, FL 32907

Section 3. The number of Directors of the Corporation shall be not less than three (3). Subject to the foregoing, the number of Directors may be changed from time to time as provided in the Bylaws.

Section 4. Directors shall be elected, removed and hold office as provided in the Bylaws.

ARTICLE XI

Officers

Section 1. The officers of the Corporation shall include a President, a Vice-President, a Secretary, a Treasurer and other officers as designated in the Bylaws.

Section 2. The officers shall have such powers and responsibilities and shall be elected, removed and hold office as provided in the Bylaws.

ARTICLE XII

Registered Office and Agent

Section 1. The street address of the registered office of this Corporation is 120 Malabar Road, SE, Palm Bay, Florida 32907.

Section 2. The name of the registered agent of this Corporation, located at the address of the registered office, is Andrew P. Lannon.

ARTICLE XIII

Bylaws

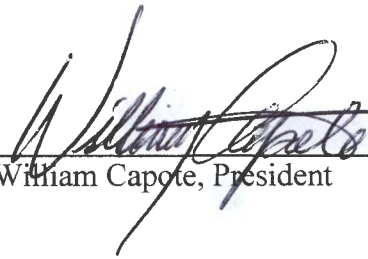
The power to adopt, alter, amend or repeal Bylaws for the Corporation shall be vested only in the Directors, as more specifically provided in the Bylaws.

ARTICLE XIV

Amendment to Articles of Incorporation

These Amended and Restated Articles of Incorporation may be amended by the Directors in accordance with the procedure set forth in Chapter 617 of the Florida Statutes, as amended. Those Articles, however, pertaining to dissolution of the Corporation shall not be amended in such a way as to allow or cause any member (unless such member is exempt from taxation under Section 501(c)(3) of the Code), director, or officer of the Corporation or any other person to share in any of the Corporation's assets.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal
this 6th day of August, 2013.



William Capote, President

BYLAWS OF
PALM BAY MUNICIPAL FOUNDATION, INC.

A Florida Corporation Not for Profit

Section 1. Definitions, Purposes and Powers

1.1 The terms set forth below shall have the following meanings unless otherwise required by the context in which they may be used:

(a) Articles of Incorporation. The term “Articles of Incorporation” shall mean the Articles of Incorporation of the Corporation filed with the Department of State of Florida on the 22nd day of April, 2013, and any amendments thereto.

(b) Board. The term “Board” shall mean the Board of Directors of the Corporation.

(c) Bylaws. The term “Bylaws” shall mean these Bylaws except where reference is specifically made to the bylaws of another entity or unit.

(d) Director. The term “Director” shall mean an individual who is a member of the Board of Directors of the Corporation as described in Section 5.

(e) Corporation. The term “Corporation” shall mean Palm Bay Municipal Foundation, Inc., a Florida not for profit corporation.

(f) Majority. The term “Majority” shall mean in excess of 50 percent of the applicable total number.

(g) Officer. The term “Officer” shall mean one or more of the positions as described in Section 6.

(h) President. The term “President” shall mean the President of the Corporation as set forth in Section 6.5.1.

(i) State. The term “State” shall mean the State of Florida.

1.2 Statement of Purpose. The Corporation is organized exclusively for charitable, educational and cultural purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”).

Without in any way limiting the foregoing general purposes, the specific purposes of the Corporation shall be:

(a) to raise proceeds and expend funds for charitable, educational, scientific and literary purposes, including but not limited to, advancement of education or science and combating community deterioration and juvenile delinquency, to collect, receive and maintain any fund, or funds, by subscription, by membership, or otherwise, and to apply the income and principal thereof to the promotion of the Corporation's purposes:

(c) to accept gifts or endowments by way of trust or otherwise and to administer the same with all fiduciary and investment powers necessary or appropriate; and

(d) in general, to carry on any other lawful matters whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interests of the Corporation.

1.3 Powers of the Corporation. Except as limited by the Articles of Incorporation and these Bylaws, the Corporation shall have and exercise all rights and powers in furtherance of its purposes as are now or may hereafter be conferred on not for profit corporations pursuant to Chapter 617, Florida Statutes, as amended, and any other applicable laws.

1.4 Limitations on Activities.

(a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director or Officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of its purposes), and no Director or Officer of the Corporation, or any other private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation; provided, however, that the Corporation may confer benefits in the form of distributions, in dissolution or otherwise, in the manner set forth in Section 2 hereof.

(b) The Corporation shall not, as a substantial part of its activities, carry on propaganda, lobby, or otherwise attempt to influence legislation. The Corporation shall not participate in any political campaign.

(c) Notwithstanding any other provision of the Articles of Incorporation or Bylaws, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code or by an organization contributions to which are deductible by the donor under Section 170(c)(2) of the Code.

(d) The Corporation shall not invest or conduct other activities, including, without limitation, accepting contributions of such type or amount from any person, which could cause the Corporation to become a "private foundation," as such term is defined in Section 509 of the Code.

(e) The Corporation shall spend each and every contribution gift or membership fee received by the Corporation before January 1 of the fifth calendar year that begins after the date such contribution is made or otherwise in accordance with Section 170(b)(1)(A)(iii) of the Code.

Section 2. Dissolution.

The Corporation shall be dissolved upon the vote of two-thirds of the Corporation's Directors at an annual or special meeting thereof. Upon the dissolution of the Corporation, the Board shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, distribute all residual assets of the Corporation to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes which, at the time of such disposition, qualify as an exempt organization or organizations under Sections 501(c)(3) and 170(c)(2) of the Code or to the government of the United States, the State of Florida, or any city or country within the State exclusively for public purposes. Any assets not so distributed shall be distributed by a court of competent jurisdiction exclusively for the aforementioned purposes, or to such organization or organizations organized and operated exclusively for the aforementioned purposes.

Section 3. Offices and Registered Agent.

The Corporation shall have and continuously maintain in the State a registered office and registered agent (whose office shall be identical with such registered office) and may have such other offices within or without the State as the Board may from time to time determine.

Section 4. Membership. The Corporation shall not have members.

Section 5. Board of Directors.

5.1 General Powers. All of the business and affairs of the Corporation shall be managed by the Board in a manner consistent with the Articles, these Bylaws and other applicable law. The Board shall make appropriate delegating of authority to the Officers.

5.2 Number and Election of Directors. The number of Directors shall not be less than three (3) members. The Board of Directors shall consist of all of the members of the City Council of the City of Palm Bay, Florida.

5.3 Tenure of Directors. The Directors shall take and hold office from the date of their election to the City Council of the City of Palm Bay, Florida and shall continue in office until their successor has been elected to the Council, or until their earlier resignation, removal from the City Council of the City of Palm Bay, Florida, or death.

5.4 Regular Meetings. The Board shall have regular meetings, the frequency of which is consistent with the needs of the Corporation, at the city hall or other municipal building, at such times and places as the Council may prescribe. Such notice shall state the

specific purpose or purposes of the meeting. Regular meetings shall transpire at the same time as a regular council meeting as described in section 3.081 of the City Charter of the City of Palm Bay, Florida.

5.5 Special Meetings. Special meetings of the Board may be held at the call of the President, Vice-President, or the written request of one-third of the Directors, such meetings to be held at such time and place as shall be designated in the notice thereof and, whenever practicable, upon no less than twenty-four (24) hours verbal and written notice to each member and the public. No additional items shall be considered at such special meetings, the frequency of which is consistent with the needs of the Corporation.

5.6 Notice. Notice of the time and place of any regular meeting of the Board shall be provided in accordance with Chapter 286, Florida Statutes.

5.7 Quorum. A majority of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, unless otherwise specifically provided by law, the Articles of Incorporation or these Bylaws. Attendance shall be in person. If less than a majority of the Directors are present at such meeting, a majority of the Directors present shall adjourn the meeting until a quorum shall be present.

5.8 Manner of Acting.

5.8.1 Formal Action by Board. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by statute, the Articles of Incorporation or these Bylaws.

5.8.2 Informal Action by Board. No action of the Board shall be valid unless taken at a meeting at which a quorum is present.

5.9 Proxies Prohibited. A Director may not vote by proxy.

5.10 Vacancies. Any vacancy occurring in the membership of the Board shall be filled by the individual who replaces the person whose position is vacant on the City Council of the City of Palm Bay, Florida.

5.11 Compensation. Directors shall not receive any stated salaries for their services, but by resolution of the Board a reasonable amount may be allowed as reimbursement of expenses incurred in attending to their authorized duties.

Section 6. Officers.

6.1 Officers. The Officers of the Corporation shall be a President, a Vice-President, a Secretary and a Treasurer. The President of the Corporation shall contemporaneously be chairman of the Directors, and the Secretary of the Corporation shall contemporaneously be Secretary of the Board of Directors. The Corporation may, at the discretion of the Board of Directors, provide for different categories of Officers, and may have

additional Officers. Any two or more offices may be held by the same person. The duties of certain offices are set forth herein. When the incumbent of an office is unable to perform the duties thereof or when there is no incumbent of an office (both such situations referred to thereafter as the "absence" of the Officer), the duties of the office shall, unless otherwise provided by the Board or these Bylaws be performed by the next Officer set forth in the following sequence: President, Vice-President, Secretary and Treasurer.

6.2 Tenure. All Officers shall serve until their successors have been duly elected and qualified, or until their death, resignation or removal.

6.3 Resignations and Removal. Any Officer may resign at any time by giving written notice to the President, or to the Secretary, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any Officer may be removed by the Board whenever in its judgment the best interests of the Corporation would be served thereby.

6.4 Vacancies. A vacancy in any office may be filled by the Board for the unexpired portion of the term.

6.5 Duties of Officers.

6.5.1 President. The President shall be the Mayor of the City of Palm Bay, Florida. The President shall preside at all board meetings of the corporation and be knowledgeable of the activities of the corporation. The President will be an ex officio member of all committees or task groups to make current goals and carry out the work and service of the corporation. He shall perform all duties incident to the Office of President and such other duties as may be prescribed by the Board of Directors from time to time.

6.5.2 Vice-President. The Vice President shall be the Deputy Mayor of the City of Palm Bay, Florida. In the absence of the President, or in the event of his death or refusal or inability to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers and be subject to all restrictions upon the President.

6.5.3 Treasurer. The Treasurer shall be the Finance Director of the City of Palm Bay, Florida. The Treasurer shall have charge and custody and be responsible for all funds and securities of the Corporation, receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all monies in the name of the Corporation in such banks and depositories as shall be selected by the Board of Directors and in general perform all duties incident to the Office of Treasurer, and such other duties as may from time to time be assigned to him by the President or by the Board.

6.5.4 Secretary. The Secretary shall be the City Clerk of the City of Palm Bay, Florida. The Secretary shall keep minutes of meetings of the Board of Directors in a book provided for that purpose; see that notices are duly given in accordance with these Bylaws; be custodian of fund records; and the Seal of the Corporation, and see that the Seal of the Corporation is properly affixed to all documents, the execution of which on behalf of the

Corporation is duly authorized; keep a register of names and addresses of all members; and in general perform all duties incident to the Office of Secretary, and such other duties as may from time to time be assigned to him by the President or by the Board.

6.6 Executive Director. The City Manager of the City of Palm Bay, Florida shall serve as the Executive Director. The Executive Director is responsible for ensuring that the Corporation maintains compliance with all laws surrounding the Corporation's exempt status. The Executive Director shall oversee fund-raising activities and shall have such other powers and perform such other duties as the Board or the bylaws may prescribe.

6.7 Delegation. The Board may delegate temporarily the powers and duties of any Officer, in case of such Officer's absence or for any other reason, to any other Officer, and may authorize the delegation by any Officer of any of such Officer's powers and duties to any agent or employee subject to the general supervision of such Officer.

Section 7. Miscellaneous.

7.1 Contracts. The Board may authorize any Officer or agent of the Corporation, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

7.2 Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, and all notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such Officer or Officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer and countersigned by the President.

7.3 Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in one or more of such banks, trust companies, securities firms or other depositories as the Board may from time to time designate, upon such terms and conditions as shall be fixed by the Board. The Board may from time to time authorize the opening and keeping, with any such depository as it may designate, of general and special bank accounts or other forms of account and may make such special rules and regulations with respect thereto, not inconsistent with the provisions of these Bylaws, as it may deem necessary.

7.4 Gifts. The Board may accept on behalf of the Corporation any contributions, gifts, bequests, or devises for and consistent with the general purposes, or for and consistent with any specific purposes, of the Corporation.

7.5 Books and Records. The Corporation shall keep correct and complete books and records of account and shall also keep records of the actions of the Corporation, which records shall be open to inspection by Directors at any reasonable time.

7.6 Annual Report. The President shall cause an Annual Report to be submitted to the Board no later than 120 days after the close of each fiscal year of the Corporation.

7.7 Fiscal Year; Accounting Election. The fiscal year of the Corporation shall end on **September 30** and methods of accounting for the Corporation shall be as the Board shall determine from time to time by resolution of the Board.

7.8 Seal. The corporate seal of the Corporation shall be circular in form with the words "PALM BAY MUNICIPAL FOUNDATION, Inc., a not for profit corporation" in the outer edge thereof.

7.9 Notice.

7.9.1 Effective Date. Unless otherwise specified herein, any notice required or permitted to be given pursuant to the provisions of the Articles of Incorporation, these Bylaws, or applicable law, shall be in writing, shall be sufficient and effective as of the date personally delivered or, if sent by mail, on the date deposited with the United States Postal Service, prepaid and addressed to the intended receiver at such receiver's last known address as shown in the records of the Corporation.

7.9.2 Waiver of Notice. Whenever any notice is required to be given under the provisions of the Florida General Corporation Act, Chapter 607, Florida Statutes, as amended, or the Florida Not for Profit Corporation Act, Chapter 617, Florida Statutes, as amended, or under the provisions of the Articles of Incorporation, these Bylaws, or other applicable law, a waiver thereof in writing signed by the persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. The attendance of a member at any meeting shall constitute a waiver of notice of such meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

7.10 Loans to Directors and Officers Prohibited. No loans shall be made by the Corporation to Directors or Officers. The Directors who vote for or assent to the making of a loan to a Director or Officer, and any Director or Officer participating in the making of such loan, shall be jointly and severally liable to the Corporation for the amount of such loan until the repayment thereof.

7.11 Indemnification of Directors, Officers and Others.

(a) The Corporation shall defend and indemnify any Director or Officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

(i) whether civil, criminal, administrative, or investigative, other than an action, suit or proceeding by or in the right of the Corporation, by reason of the fact that such person is or was a Director or Officer of the Corporation or is or was serving as a

Director, Officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise at the request of the Corporation, against judgments, fines, amounts paid in settlement and expenses, including attorneys' fees, actually and reasonably incurred as a result of such action, suit or proceeding or any appeal thereof, if such person acted in good faith and in a manner such person reasonably believed to be in, or not opposed to, the best interest of the Corporation, and in criminal actions or proceedings, without reasonable cause for belief that such conduct was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such Director or Officer did not act in good faith and in a manner which such person reasonably believed to be in, or not opposed to, the best interests of the Corporation or, with respect to any criminal action or proceeding, that he had reasonable cause to believe that such conduct was unlawful.

(ii) By or in the right of the Corporation to procure a judgment in its favor by reason of such person's being or having been a Director or Officer of the Corporation, or by reason of such person's serving or having served at the request of the Corporation as a Director, Officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise, against any expenses, including attorneys' fees, actually and reasonably incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein, if such person acted in good faith and in a manner such person reasonably believed to be in, or not opposed to, the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to be liable for negligence or misconduct in the performance of his duties to the Corporation unless, and only to the extent that, the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in the view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

(b) Any indemnification under paragraph (a), unless pursuant to a determination by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that amounts for which a Director or Officer seeks indemnification were properly incurred and that such Director or Officer acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the Corporation, and that, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding.

(c) The foregoing rights of indemnification shall not be deemed to limit in any way the power of the Corporation to indemnify under any applicable law.

7.12 Revocability of Authorizations. No authorization, assignment, referral or delegation of authority by the Board to any committee, Officer, agent, or other official of the Corporation, or any other organization which is associated or affiliated with, or conducted under the auspices of the Corporation shall preclude the Board from exercising the authority required to

meet its responsibility. The Board shall retain the right to rescind any such authorization, assignment, referral, or delegation in its sole discretion.

7.13 Employees of the Corporation. The Board of Directors may employ such personnel as it deems necessary or desirable for the efficient operation of the Corporation, which may include reimbursement to the City of Palm Bay, Florida for the use of City employees for any length of time so utilized by the Corporation.

7.14 Rules. The Board may adopt, amend, or repeal rules (not inconsistent with these Bylaws) for the management of the internal affairs of the Corporation and the governance of its Officers, agents, committees, and employees.

7.15 Voting of Shares Owned by the Corporation. Unless otherwise ordered by the Board, either the President, the Secretary or the Treasurer shall have full power and authority on behalf of the Corporation to attend, to vote and to grant proxies to be used at any meeting of shareholders of any corporation or otherwise exercise rights of any entity in which the Corporation may hold stock or otherwise be a member. Only one Officer at a time may exercise such power and authority, and it shall be the Officer holding the highest level of office. The Board may confer like powers upon any other person or persons.

7.16 Vote by Presiding Officer. The person acting as presiding officer at any meeting held pursuant to these Bylaws shall be entitled to vote on the same basis as if not acting as presiding officer.

7.17 Gender and Number. Whenever the context requires, the gender of all words used herein shall include the masculine, feminine and neuter, and the number of all words shall include the singular and plural thereof.

7.18 Sections and Other Headings. The Section and other headings contained in these Bylaws are for reference purposes only and shall not affect the meaning or interpretation of these Bylaws.

Section 8. Amendments to Bylaws.

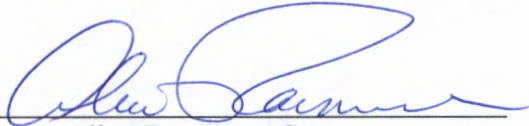
The power to make, alter, amend, or repeal the Bylaws shall be vested solely in the Board of Directors; provided, however, that the text of any proposal to alter, amend, or repeal the Bylaws must be given to all Directors with the notice of the meeting at which the proposal is to be considered.

Adopted: August 1, 2013.

SECRETARY' S CERTIFICATE

THIS IS TO CERTIFY that the foregoing Bylaws of Palm Bay Municipal Foundation, Inc., have been duly adopted by the Board of Directors at a meeting held on August 1, 2013, to become effective immediately.

IN WITNESS WHEREBY, the undersigned, duly elected and acting Secretary of the Corporation, has signed this Certificate and affixed the seal of the Corporation hereon this 6th day of August, 2013.



Alice Passmore, Secretary

CONFLICT OF INTEREST POLICY

ARTICLE I

PURPOSE

The purpose of this conflict of interest policy is to protect the interest of Palm Bay Municipal Foundation, Inc. (the "Foundation") when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer or Director of the Foundation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

ARTICLE II

DEFINITIONS

Interested Person: Any Director, principal Officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

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

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

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

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

A financial interest is not necessarily a conflict of interest. Under ARTICLE III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

ARTICLE III

PROCEDURES

Section 1. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

Section 2. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all other material facts, and after any discussion with the interested person, such interested person shall leave the governing board or committee meeting while the determination of whether a conflict of interest exists is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.

Section 3. Procedures for Addressing the Conflict of Interest.

A. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, such interested person shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the potential conflict of interest.

B. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

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

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

Section 4. Violations of the Conflict of Interest Policy.

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

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

ARTICLE IV

RECORDS OF PROCEEDINGS

The minutes of the governing board and all committees with board delegated powers shall contain:

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

B. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

ARTICLE V

COMPENSATION

A. A voting member of the governing board who receives compensation, directly or indirectly, from the Foundation for services is precluded from voting on matters pertaining to that member's compensation.

B. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Foundation for services is precluded from voting on matters pertaining to that member's compensation.

C. A voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Foundation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

ARTICLE VI

ANNUAL STATEMENTS

Each Director, principal Officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

A. Has received a copy of the conflicts of interest policy;

B. Has read and understands the policy;

C. Has agreed to comply with the policy; and

D. Understands the Foundation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

ARTICLE VII

PERIODIC REVIEWS

To ensure the Foundation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

A. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.

B. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Foundation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible to private benefit or in an excess benefit transaction.

ARTICLE VIII

OUTSIDE EXPERTS


When conducting the periodic reviews as provided for in ARTICLE VII, the Foundation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Adopted: August 1, 2013.

SECRETARY' S CERTIFICATE

THIS IS TO CERTIFY that the foregoing Conflict of Interest Policy has been duly adopted by the Board of Directors at a meeting held on August 1, 2013, to become effective immediately.

IN WITNESS WHEREBY, the undersigned, duly elected and acting Secretary of the Corporation, has signed this Certificate and affixed the seal of the Corporation hereon this 6th day of August, 2013.



Alice Passmore, Secretary

RESOLUTION NO 2017-01

A RESOLUTION OF THE PALM BAY MUNICIPAL FOUNDATION, INC., BREVARD COUNTY, FLORIDA, ESTABLISHING A SUBCOMMITTEE TO BE KNOWN AS THE 'DISASTER RELIEF COMMITTEE EXECUTIVE BOARD', PROVIDING FOR AN EFFECTIVE DATE.

WHEREAS, natural and manmade disasters are frequently experienced both locally and throughout this world, and their existence is inevitable, and

WHEREAS, the citizens and employees of the City of Palm Bay often feel the desire to help those affected by such local, national and international disasters, and

WHEREAS for the purpose of serving as a resource and conduit for these well intentioned people, the Palm Bay Municipal Foundation has established a Palm Bay Disaster Relief Committee (DRC) and

WHEREAS, the work done by the DRC has the effect of collecting monies that are then to be distributed to non-profit, charitable and relief organizations, and

WHEREAS, the Executive Board created by this Resolution will be that decision making body

NOW, THEREFORE, BE IT RESOLVED BY THE PALM BAY MUNICIPAL FOUNDATION, INC., as follows

SECTION 1. The above recitals are true and correct and by this reference are hereby incorporated into and made an integral part of this resolution

SECTION 2

A The Executive Board of the Disaster Relief Committee shall be made up of five (5) individuals The composition of this Board shall be as follows

- 1 One (1) member of the Palm Bay Municipal Foundation

2 Four (4) members of the public appointed by the Palm Bay Municipal Foundation, one of whom will preferably be a member of the clergy within the community The four (4) members of the public shall be selected by using the City's process for filling board positions

B The Palm Bay Municipal Foundation member shall be selected by the Palm Bay Municipal Foundation at a meeting

C All members of the DRC Executive Board shall only be removed from their seat as allowed by the Palm Bay Municipal Foundation Inc 's by-laws or in the event they no longer qualify for the seat as set forth in Section A above

D All members of the DRC Executive Board shall serve for a term of two (2) years and may, upon application and approval, serve unlimited consecutive terms

E A member of the City Attorney's Office shall be designated to serve as legal advisor to the DRC Executive Board

F A member of the City Clerk's Office shall be designated to serve as secretary and administrative support to the DRC Executive Board

G The Palm Bay Municipal Foundation member shall chair the Executive Board

H The Committee shall meet quarterly each calendar year or as needed more frequently The day and time of such meetings shall be determined by the Executive Board at its first meeting after passage of this Resolution A special meeting of the Executive Board may be called by the Chairperson at any time as needed

I Three (3) members of the Executive Board shall constitute a quorum for the transaction of business at any meeting and a vote of, at least, three (3) members shall be required for any formal action by the Executive Board

J The Executive Board shall submit reports to the Palm Bay Municipal Foundation Inc as directed by the Palm Bay Municipal Foundation Inc

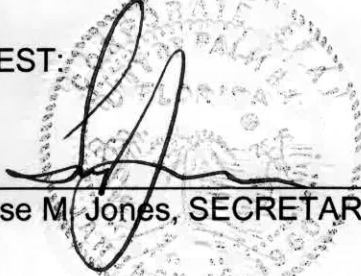
K All the money raised from any and all events organized by the DRC shall be given to the Palm Bay Municipal Foundation Inc. or other such non profit charitable or relief organization as the Executive Board decides and the law permits The Palm Bay Municipal Foundation, Inc shall keep a record of all money raised and how it was distributed


L Members of the DRC Executive Board shall serve on the Board without additional compensation except that they may be reimbursed as permitted by the by-laws of the Palm Bay Municipal Foundation, Inc , not to exceed the budgeted amount

SECTION 3 This resolution shall take effect immediately upon the enactment date

This resolution was duly enacted at the Special Meeting of the Palm Bay Municipal Foundation, Inc , held on October 3, 2017

ATTEST:


Terese M. Jones, SECRETARY


William Capote PRESIDENT

City of Palm Bay, Florida

PALM BAY MUNICIPAL FOUNDATION DISASTER RELIEF COMMITTEE EXECUTIVE BOARD BY-LAWS

ARTICLE I PURPOSE AND INTENT

Section 1. The purpose and intent of the by-laws is to set forth a uniform set of rules and procedures whereby the Disaster Relief Committee Executive Board, hereinafter referred to as the “Committee”, shall serve to help those affected by such local, national, and international disasters.

Section 2. The mission of the Committee is to serve as a resource and conduit for collecting funds that will be distributed to non-profit, charitable and relief organizations during and after a disaster.

ARTICLE II COMPOSITION

Section 1. The Committee shall be made up of five (5) individuals.

A. One (1) member of the Palm Bay Municipal Foundation.

B. Four (4) members of the public appointed by the Palm Bay Municipal Foundation, one (1) of whom will preferably be a member of the clergy within the community. The members shall be selected by using the City Council’s process for filling board positions.

ARTICLE III TERMS OF OFFICE

Section 1. The members shall serve for a term of two (2) years and may, upon application and approval, serve unlimited consecutive terms.

ARTICLE IV OFFICERS

Section 1. There shall be a Chair and Vice-Chair. The City Attorney’s Office shall serve as Legal Advisor and the City Clerk’s Office shall serve as Secretary and administrative support to the Committee.

Section 2. The Chairperson shall be the Palm Bay Municipal Foundation member.

A. The duties of the Chairperson shall consist of, but not limited to, the following:

1. Be the principal representative of the Committee and shall preside at all meetings.

2. Sign minutes upon approval by the Committee.

B. The duties of the Vice Chairperson shall consist of, but not be limited to, the following:

1. Preside in the absence of the Chairperson and assume other duties as designated by the Chairperson and the Committee.

2. The selected individual will serve in the capacity of Vice-Chair for a period of two (2) years at which point the committee will select a new Vice-Chair from among its members.

Section 3. In the absence of the Chairperson and Vice Chairperson, the remaining members shall select a member, by consensus of those members present at the meeting, who shall assume the duties of the Chairperson.

Section 4. A quorum for the purpose of conducting official business shall require the presence of at least three (3) of the members currently serving.

Section 5. Vacancies shall be filled in the same manner as original appointments. Replacement appointments shall be for the unexpired terms only.

Section 6. Members must attend at least fifty percent (50%) of each meeting in order to be counted present.

Section 7. Members who fail to attend three (3) consecutive regular meetings or a total of five (5) meetings of any type within a twelve (12) month period shall automatically forfeit their appointments.

Section 8. Resignations shall be in writing addressed to the Chairperson or the Office of the City Clerk by mail, email, or delivered in person.

Section 9. The Chairperson may appoint such committees as he requires to efficiently conduct the affairs of this Committee.

Section 10. The Chairperson shall conduct all meetings. The Secretary shall keep minutes of all meetings.

ARTICLE V MEETINGS

Section 1. Meetings shall be held semi-annually, each calendar year, or as needed more frequently. The day and time of such meetings shall be determined by the Committee.

Section 2. Special meetings may be called by the Chairperson at any time as needed.

Section 3. The declaration of “State of Emergency” by the affected area will be utilized as the initiating factor for a Special Meeting with the purpose of defining the amount of the donation to the non-profit disaster relief supporting agencies directly responding to the affected area.

Section 4. The date or time of regular meetings may be changed upon the affirmative vote of the majority of members.

Section 5. Sufficient public notice of meetings shall be given as to meetings place and time in conformance with applicable Florida Sunshine Laws.

Section 6. The Committee shall determine its own rules and order of business. However, such order may be changed by the Presiding Officer to meet contingencies.

ARTICLE VI DUTIES AND RESPONSIBILITIES

Section 1. All money raised from any and all events organized by the Committee shall be given to the Palm Bay Municipal Foundation Inc. or other such non-profit, charitable, or relief organization as the Committee decides and the law permits. The Committee shall not collect materials or sundries; any offers other than funds shall be directed to City staff for review and input.

Section 2. The Committee shall submit reports as directed by the Palm Bay Municipal Foundation.

Section 3. The members shall serve on the Committee without additional compensation, except that they may be reimbursed as permitted by the by-laws of the Palm Bay Municipal foundation, Inc., not to exceed the budgeted amount.

Section 4. The Committee shall work with the Finance Department to fund all marketing materials. The cost for administrative purchases shall be deducted from the Committee’s budget and shall not exceed five percent (5%) of the Committee’s fund balance each fiscal year.

ARTICLE VII DEFINITION OF DISASTER, DONATIONS, AND PUBLIC NOTICE

Section 1. Disaster: “In accordance with FEMA, a disaster is a non-routine (natural or man-made) event that exceeds the capacity (resources) of the affected area to respond to it in such a way as to save lives; to preserve property; and to maintain the social, ecological, economic, and political stability of the affected region.” (FEMA.ORG) The Committee was created with the goal to provide assistance in the form of donations

to be distributed to non-profit, charitable and relief organizations responding to disasters from our local community to international disaster relief efforts.

Section 2. Priority shall be given to local disasters.

Section 3. All donations shall be in the minimum amount of \$250.00, with increments of \$250.00 based on the magnitude and the effects of the disaster. The donation amount shall be decided by vote and at the discretion of the Committee. Donations can occur at different stages of the disaster, based on the impact and longevity of the disaster.

Section 4. Any donations made to the Committee are not specific to one particular cause unless the Committee agrees to allocate all funds donated during a certain time period to such cause. The public notice of collection for a specific event will last for a period of thirty (30) days on the Committee's webpage.

Section 5. Donations shall be made through the following 501(c)(3) organizations: American Red Cross; 2-1-1 Brevard, Inc.; and/or United Way of Brevard. The 501(c)(3) organizations may be revised as determined by the Committee.

A. Organizations that are selected to receive donations are to be properly vetted by City staff prior to making the donation.

B. Donations shall not be made to individual businesses or people.

Section 6. Donations shall be accepted through the Palm Bay Disaster Relief Committee's webpage; cash and check donations shall also be accepted through the Customer Service Representatives at City Hall.

ARTICLE VIII AMENDMENTS AND EFFECTIVE DATE

Section 1. These by-laws may be amended, repealed, or made inoperative by majority vote of the Committee at an official meeting.

Section 2. These by-laws shall become effective on the date of their adoption by affirmative vote of a majority of the members present at an official meeting of the Committee.

Adopted: March 19, 2018
Regular Meeting 2018-01

Revised: March 20, 2023
Regular Meeting 2023-01