

RESOLUTION NO. 2024-

**A RESOLUTION OF THE VILLAGE OF PINECREST,
FLORIDA, APPROVING THE PROPOSED AMENDED
BYLAWS OF THE FRIENDS OF PINECREST GARDENS,
INC.; PROVIDING FOR AN EFFECTIVE DATE.**

WHEREAS, the Village Council created the "Friends of Pinecrest Gardens, Inc." with the adoption of Resolution 2020-36; and

WHEREAS, the Article XI of the Bylaws requires that amendments to the Bylaws be approved by the Village Council; and

WHEREAS, the Board has reviewed and proposed amendments for the consideration of the Village Council;

NOW, THEREFORE, BE IT RESOLVED BY THE VILLAGE COUNCIL OF PINECREST, FLORIDA, AS FOLLOWS:

Section 1. That the Village Council hereby approves the proposed amendments of the Friends of Pinecrest Gardens, Inc. in accordance with the organization's Articles of Incorporation as presented in Exhibit A.

Section 2. That this Resolution shall be effective immediately upon adoption.

PASSED and ADOPTED this 10th day of December, 2024.

Joseph M. Corradino, Mayor

ATTEST:

Priscilla Torres, MMC
Village Clerk

APPROVED AS TO FORM AND LEGAL SUFFICIENCY:

Mitchell Bierman
Village Attorney

Consent Agenda



PINECREST

Pinecrest Gardens Department

DATE: November 22, 2024

TO: Yocelyn Galiano, ICMA-CM, Village Manager

FROM: Cristina Blanco, Pinecrest Gardens Director *Cristina Blanco*

RE: Friends of Pinecrest Gardens Bylaws Amendment

At the September 30, 2024 Friends of Pinecrest Gardens, the board of directors summarized and motioned to apply administrative changes to the organization's bylaws.

Per the organization bylaws, the proposed bylaw amendments shall be submitted to the Village Council for approval. In accordance with Article XI of the Bylaws, a 3/5 vote of the Village Council shall be required for the adoption of these amendments.

Their summary of recommended changes are listed in the attached Resolution 2024-01 document.

RESOLUTION 2024-01

A RESOLUTION OF THE FRIENDS OF PINECREST GARDENS, INC., RECOMMENDING PROPOSED BYLAW AMENDMENTS; PROVIDING FOR TRANSMITTAL; AND PROVIDING FOR AN EFFECTIVE DATE.

WHEREAS, the Board of Directors (the “Board”) of the Friends of Pinecrest Gardens, Inc. (“FOPG”) has identified the need for amendments to its Bylaws to enhance operational effectiveness and align with current practices; and

WHEREAS, Article XI of the Bylaws requires that amendments to the Bylaws be approved by the Council of the Village of Pinecrest (“the Village Council”); and

WHEREAS, the Board has reviewed and discussed the proposed amendments to the Bylaws, which amendments are set forth in a ~~strike through~~ and underline format attached hereto as Exhibit A (the "Proposed Bylaw Amendments"); and

WHEREAS, the Board desires to recommend the Proposed Bylaw Amendments to the Village Council for consideration and approval.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE FRIENDS OF PINECREST GARDENS, INC., AS FOLLOWS:

Section 1. That each of the above-stated recitals are hereby adopted, confirmed, and incorporated herein.

Section 2. The Board hereby recommends the Proposed Bylaw Amendments as set forth in Exhibit “A” attached hereto.

Section 3. The Proposed Bylaw Amendments shall be submitted to the Village Council for approval. In accordance with Article XI of the Bylaws, a 3/5 vote of the Village Council shall be required for the adoption of these amendments.

Section 4. This Resolution shall be effective immediately upon adoption.

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

Chair B.J. Duncan	_____
Vice Chair Alana Perez	_____
Secretary Skip Pita	_____
Treasurer Tim Abbott	_____
Vice Mayor Shannon Del Prado	_____

Board Member Tasha Cunningham _____
Board Member Joshua Kaufman _____
Board Member Cristina Blanco _____

PASSED AND ADOPTED on October __, 2024.

B.J. Duncan, Chair

ATTEST:

Skip Pita, Secretary

EXHIBIT A¹
PROPOSED BYLAW AMENDMENTS

FRIENDS OF PINECREST GARDENS, INC.
BYLAWS

ARTICLE III
MEETINGS

SECTION 2. SPECIAL MEETINGS. At the request of the Chair or a simple majority of the members of the Board, a special meeting of the Board may be called by the ~~Village Clerk's office~~ Director of Pinecrest Gardens.

SECTION 3. NOTICE. Notice of any annual meeting, regular meeting, or committee meeting of the Board shall be issued by the ~~Village Clerk~~ Director of Pinecrest Gardens to each director of the Board by mail or e-mail at least five (5) days prior to the meeting. Notice of a special meeting shall be issued by the ~~Village Clerk~~ Director of Pinecrest Gardens at least forty-eight hours prior to the meeting by telephone, confirmed facsimile, confirmed email, hand delivery, or overnight delivery by a courier service with a reputable delivery tracking system.

SECTION 6. ELECTRONIC PARTICIPATION. The Board, or any committee thereof, may participate in and act at any meeting through the use of a conference telephone or other communications equipment, including computers, by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance at the meeting ~~and~~ but shall not be counted as part of the quorum, unless extraordinary circumstances require electronic participation. In order to constitute adequate means of participation, the Board member participating electronically must be able to hear from, and speak to, all of the other members present at the meeting, and, likewise, all present members must be able to hear and speak to the member participating virtually. The discussions had in such setting must also be of such quality to be adequately recorded for recorded keeping purposes.

SECTION 10. MEETING MINUTES. The Secretary of the Board is responsible for preparing minutes of the meeting, which shall be delivered to the Directors at the prior to the following meeting for approval. If changes to the minutes are requested by a Board Member for accuracy, the minutes must be revised and approved at ~~the~~ such following meeting. Once approved by the Board, a copy of the minutes must be given to the Village Clerk's Office for record purposes one week after the meeting.

¹ Coding: ~~Strikethrough words~~ are deletions to the existing words. Underlined words are additions to the existing words. Changes between first and second reading are indicated with ~~double-strikethrough~~ and double underline.

ARTICLE IV OFFICERS

SECTION 5. VICE CHAIR. In the absence of the Chair, the Vice Chair of the Board shall preside at all regular and special meetings of the Board. The Vice Chair shall perform such other duties as are required or directed by the Board.

SECTION 6. SECRETARY. The Secretary shall record the minutes of the meetings of the Board; ensure that the Village Clerk has published all notices duly given in accordance with the provisions of these Bylaws or as required by law; serve as the custodian of the Corporation's records; and perform all duties incident to the office of secretary.

SECTION 7. TREASURER. The Treasurer shall in general be responsible for monitoring the financial condition and affairs of the Corporation and ensure that corporate financial limits are maintained.

- a. The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the Corporation, and shall keep and maintain adequate and correct books and records of accounts of the income, expenses, assets, liabilities, properties and business transactions of the Corporation.
- b. The Treasurer shall coordinate with the designated Certified Public Accountant in the preparation of the annual IRS 990 Form and in the preparation of the financial section of the Annual Report.
- c. The Treasurer shall coordinate the development and implementation of fiscal policies, with the professional advice of the Certified Public Accountant that may be selected and retained by the Board.
- d. The Treasurer shall prepare and distribute financial status reports of all receipts for each meeting of the Board of Directors, and/or as otherwise requested by the Chair.
- e. The Treasurer shall perform such other duties as required by the Board or the Chair.

ARTICLE V CONTRACTS, CHECKS, DEPOSITS, GIFTS, GRANTS, AND COMPENSATION

SECTION 3. CHECKS. All checks issued by the Corporation must be signed by either the Chair or the Treasurer, except that checks over \$10,000 must be signed by both the Chair and the Treasurer or by the designees of either; provided, however, that each designee shall be approved in advance by the Board, which may impose additional limitations on such re-delegated authority. In order to receive a check for payment of a contract/invoice, the Board must have a majority vote. Once the majority vote is received, the Chair person or acting Chair person shall have the authority to execute checks in furtherance of approved action.

ARTICLE VI INDEMNIFICATION

The Corporation hereby indemnifies any and all of its directors and officers, and former directors and officers, against expenses that are actually and necessarily incurred in connection with the defense of any action, suit, or proceeding in which they are made a party, by reason of being or having been directors or officers of the Corporation or having taken action directly or indirectly on behalf of the Corporation, except in relation to matters which such director or officer, or former director or officer, shall be adjudged in such action, suit, or proceeding to be liable for gross negligence, willful misconduct, or breach of his or her fiduciary duty to the Corporation or its members in the performance of his or her responsibilities, and to such matters as shall be settled by agreement predicated on the existence of such liability.

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

ARTICLE VIII CODE OF ETHICS

SECTION 1. CODE OF ETHICS. It is imperative to the success of the Corporation to be fully informed and have responsive and reasonable officers and directors of the Board. To accomplish this, the officers and directors of the Board shall conduct themselves at all times in the best interest of the Corporation and shall abide by ~~these~~ the "Code of Ethics" set forth in this Article VIII.

ARTICLE X MISCELLANEOUS

SECTION 1. FISCAL YEAR. The fiscal year of the Corporation shall commence on the first day of ~~January~~ November and conclude on the last day of ~~December~~ October.
