
From: Diaz-Greco, Gilma M. (COE)
Sent: Friday, April 18, 2014 10:50 AM
To: Sanchez, Rodzandra (COE)
Subject: FW: Ehics Opinion 14-97

INQ 14-97

From: Diaz-Greco, Gilma M. (COE)
Sent: Friday, April 18, 2014 10:49 AM
To: 'info@stephanyejohnson.com'; Johnson, Eric (MDEAT)
Cc: Centorino, Joseph (COE)
Subject: Ehics Opinion 14-97

Dear Ms. Johnson,

You have inquired about an interpretation of the governing documents of the Miami-Dade Advocacy Trust (MDEAT) and the Foundation for Youth and Economic Development (FYED). Questions about the legal relationships and governance structure and powers of the MDEAT and FYED should be addressed to the County Attorney's Office since the County Ethics Code does not extend jurisdiction on the matter to the Commission on Ethics. In the event that you are dissatisfied with the opinion of a particular County Attorney, we suggest that you request that the opinion be reviewed by one of the supervising attorneys at the County Attorney's office.

Please do not hesitate to contact us if we may be of further assistance.

Best regards,

Gilma (Mimi) Diaz-Greco
Staff Attorney

Miami-Dade Commission on Ethics and Public Trust
19 W. Flagler Street, Suite 820
Miami, FL 33130
Tel: (305) 579-2594
Fax: (305) 579-0273
gdiazgr@miamidade.gov
www.facebook.com/MiamiDadeEthics

Miami-Dade County is a public entity subject to Chapter 119 of the Florida Statutes concerning public records. E-mail messages are covered under such laws and thus subject to disclosure.

From: Johnson, Eric (MDEAT)
Sent: Wednesday, April 16, 2014 3:46 PM
To: Diaz-Greco, Gilma M. (COE)
Cc: 'info@stephanyejohnson.com'
Subject: RE: Submission to Commission on Ethics & Public Trust

Hello Ms. Diaz-Greco,

Please excuse the delay in following up. Rather than waiting for “the right moment” I am attaching a letter explaining the situation at hand as well as existing documents related to this situation.

IF this is something that is outside of your duties or jurisdiction (i.e., what matters the Commission on Ethics & Public Trust dos and does not cover) then I would like to know if it is possible to ask you a couple of logistical questions.

I truly appreciate your time and consideration in this matter. Thank you for assistance. I will call to discuss after you have had the chance to review the letter and attachments.

Best regards,

Eric Johnson

Miami Dade Economic Advocacy Trust (MDEAT)

Housing Division - Programs & Outreach Administrator

305-375-5661 – ext. 93421 (ph.) / 305-375-5651 (fax)

786-412-0992 (cell)

Ericj1@miamidade.gov (email)

www.miamidade.gov/economicadvocacytrust/

From: Johnson, Eric (MDEAT)

Sent: Friday, March 14, 2014 3:56 PM

To: Diaz-Greco, Gilma M. (COE)

Subject: RE: Submission to Commission on Ethics & Public Trust

Hello Ms. Diaz-Greco,

Thank you for your offer. I will call you Monday or Tuesday of next week to discuss the matter so we know how best to proceed.

High Regards,

Eric Johnson

Miami Dade Economic Advocacy Trust (MDEAT)

Housing Division - Programs & Outreach Administrator

305-375-5661 – ext. 93421 (ph.) / 305-375-5651 (fax)

786-412-0992 (cell)

Ericj1@miamidade.gov (email)

www.miamidade.gov/economicadvocacytrust/

From: Diaz-Greco, Gilma M. (COE)

Sent: Friday, March 14, 2014 8:49 AM

To: Johnson, Eric (MDEAT)

Subject: RE: Submission to Commission on Ethics & Public Trust

Mr. Johnson,

If you are submitting a question, an email explaining the situation would be enough. If a large number of documents are involved which cannot easily be sent electronically, then it would be best to have the paper copies delivered to our office. If you'd like to discuss this further before sending the matter to us, I can be reached at (305) 350-0638.

Best regards,

Gilma (Mimi) Diaz-Greco

Staff Attorney



Miami-Dade Commission on Ethics and Public Trust
19 W. Flagler Street, Suite 820
Miami, FL 33130
Tel: (305) 579-2594
Fax: (305) 579-0273
gdiazgr@miamidade.gov
www.facebook.com/MiamiDadeEthics

Miami-Dade County is a public entity subject to Chapter 119 of the Florida Statutes concerning public records. E-mail messages are covered under such laws and thus subject to disclosure.

From: Johnson, Eric (MDEAT)
Sent: Thursday, March 13, 2014 6:23 PM
To: Diaz-Greco, Gilma M. (COE)
Subject: Submission to Commission on Ethics & Public Trust
Importance: High

Hello Ms. Diaz-Greco,

If I need to forward something to your office for review and opinion, can that be done via email, or do I need to have hard copies delivered to your office?

Thank you!

Eric Johnson
Miami Dade Economic Advocacy Trust (MDEAT)
Housing Division - Programs & Outreach Administrator
305-375-5661 – ext. 93421 (ph.) / 305-375-5651 (fax)
786-412-0992 (cell)
Ericj1@miamidade.gov (email)



Foundation for
Youth and Economic
Development

501(c) (3) Not-for-Profit Organization

Foundation for Youth and Economic Development, Inc.

9745 SW 184th Street
Palmetto Bay, Florida 33157
1-877-275-6881
info@fyed.org

Date: February 20, 2014

Miami-Dade County Commission on Ethics & Public Trust
19 West Flagler Street, Suite 820
Miami, FL 33130

Dear Ethics Commission:

We are seeking an opinion regarding the legal relationship between Miami-Dade Economic Advocacy Trust (MDEAT) and Foundation for Youth and Economic Development (FYED). A joint meeting of the governing boards was held on March 20, 2013. A discussion ensued regarding the role of MDEAT in FYED. A comment was made that MDEAT board has a direct level of governance or jurisdiction over the operations of FYED.

The FYED Board is seeking your opinion based on the attached governing documents to determine whether: (a) There is or is not a stated or inherent governance of the MDEAT Board over the FYED Board; (b) If there is, please define the power or level of governance, and thereby (c) To what extent the MDEAT Board can make determinations as to what the FYED Board can and cannot do and/or who they can (or cannot) do business with (i.e., engage in contracts or activities with other organizations), and (d) if there are stipulated or implied restrictions or limitations as to MDEAT supplying funds to FYED and visa versa.

The FYED Board is need of an opinion so that its scope of service and objectives may be properly outlined and expounded upon.

Should you have any questions or need additional information, please contact me at 305-412-5184.

Highest regards,

Stephanye Johnson

Stephanye Johnson, Secretary
Foundation for Youth and Economic Development
info@stephanyejohnson.com

**FOURTH AMENDED AND RESTATED
BYLAWS
OF
THE FOUNDATION FOR YOUTH AND ECONOMIC DEVELOPMENT, INC.,
a Florida not-for-profit corporation**

ARTICLE I. OFFICES

The principle office of the Foundation for Youth and Economic Development, Inc. (“the Corporation”) shall be located in Miami, Florida. The Corporation shall designate a registered office in accordance with Florida law and shall maintain it continuously. The Corporation may have offices at such other places within and outside of the State of Florida as the Board of Directors may from time to time determinate.

ARTICLE II. BOARD OF DIRECTORS

Section 1. General Powers. All corporate powers shall be exercised by or under the authority of the Board of Directors, and the management and affairs of the Corporation shall be controlled by the Board of Directors. Each Director shall have one vote (which shall be of equal dignity) on all matters of corporate business that require action by the Board of Directors of the Corporation.

Section 2. Number, Qualification, Election and Tenure.

A. The number of Directors shall be the number of Directors elected from time to time in accordance with these Bylaws, but shall not be less than three (3). The number of Directors may be increased or decreased from time to time by election in accordance with these Bylaws.

B. Each member of the Board shall have an active interest in the principles, objectives, concepts, and goals of the Corporation. Further membership of the Board shall incorporate representations of skills, knowledge, and/or background, in the areas of community relations, economic development, local and state government, grants and other funding mechanisms, the general community and other area as deemed appropriate. No person shall be denied membership on the Board of Directors by reason of race, creed, national origin, age, handicap, color, marital status, sex or religion.

C. Directors shall be elected by the affirmative vote of the majority of the current Directors at the annual meeting of Directors and shall serve until the next succeeding annual meeting and until their successors have been elected and qualified. The Directors need

not be residents of Florida. The Board of Directors of the Corporation shall consist of the following individuals:

- (i) The Chair of the Miami-Dade Economic Advocacy Trust Board (the “Trust”);
- (ii) The President/CEO of the Miami-Dade Economic Advocacy Trust;
- (iii) One individual selected by the Chair of the Trust; and
- (iv) Four individuals who are not members of the Board of Directors of the Miami-Dade Economic Advocacy Trust at the time of their selection, who shall be selected by majority vote of the individuals in clauses (i), (ii) and (iii) of this section of these Bylaws.

D. The Board of Directors shall elect, by majority vote, from their members, a Chairman who shall preside at all meetings of the Board of Directors but who shall otherwise have only one vote and shall hold the same position and have the same power as the other Directors of the Corporation.

E. The Directors by majority vote may appoint Directors to fill any vacancies and any Director so elected shall be elected for the unexpired term of his or her predecessor.

F. Directors shall serve without compensation; provided, however, that the Corporation shall reimburse reasonable expenses incurred by any Director in connection with the activities of the Corporation. The Corporation shall formulate a policy for advancing Directors the amount of reasonable travel, meals, lodging and incidental expenses anticipated to be incurred by a Director in connection with activities of the Corporation.

Section 3. Annual Meetings. The Annual Meeting of The Board of Directors shall be held at the time and place as designated by the Board of Directors or the President of the Corporation. The purpose of the annual meeting is for the election of Directors and Officers and the transaction of such other business as may come before the meeting. Written or printed notice stating the place, date and hour of the annual meeting shall be delivered personally or by mail not less than ten (10) days nor more than sixty (60) days before the date of the annual meeting. If mailed, such notice shall be deemed to have been delivered when deposited in the

United States mail addressed to the Director at his or her address as it appears on the records of the Corporation with postage thereon prepaid.

Section 4. Regular Meetings. The Board of Directors shall meet at least four (4) times a year. Additional meetings may be called by a majority vote of the Board of Directors or the Chairman of the Board. Notice of Regular meetings of the Board of Directors shall be provided to members of the Board at least one week prior to the date of the meeting. The Board may meet without notice as such time and at such place as shall be determined from time to time by the Board of Directors.

Section 5. Special Meeting. Special meetings of the Board of Directors may be called by the Chairman of the Board or the President. The person or persons authorized to call special meetings of the Board of Directors may fix a reasonable time and place for holding them.

Section 6. Telephone Meetings. Directors may participate in meetings of the Board of Directors by means of a conference telephone or similar communications equipment by which all persons participating can hear each other at the same time, and participation by such means shall constitute presence in person at such a meeting.

Section 7. Action Without Meeting. Any action of the Board of Directors may be taken without a meeting, if a consent in writing setting forth the action so taken signed by all of the Directors is filed in minutes of the Board of Directors. Such consent shall have the same effect as a unanimous vote.

Section 8. Notice and Waiver. Notice of any special meeting shall be given at least three (3) days prior thereto by written notice delivered personally, by mail, by telegram or by telefax to each Director at his or her address. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail with postage prepaid. If notice is given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any Director may waive notice of any meeting, either before, at, or after such meeting by signing a waiver of notice. The attendance of a Director at any meeting of the Directors shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the place of such meeting or the manner in which it has been called or convened, except when a Director states at the beginning of the meeting any objection to the transaction of business because the meeting is not lawfully called or convened.

Section 9. Quorum and Voting. A majority of Directors in office shall constitute a quorum for the transaction of business. The vote of a majority of Directors present at a meeting at which a quorum is present shall constitute the action of the Board of Directors. If less than a quorum is present, then a majority of those Directors present may adjourn the meeting from time to time without notice until a quorum is present.

Section 10. Removal and Resignation. Any Director may be removed from office, with or without cause, by vote of a majority of the Directors at a meeting of such Directors called for such purposes. Any such removal shall be effective upon delivery of notice of removal to such Director at his or her address maintained by the Corporation for this purpose. Any Director, by notice in writing to the Board of Directors, may resign at any time.

Section 11. Presumption of Assent. A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless he votes against such action or abstains from voting because of an asserted conflict of interest.

Section 12. Employment and Staff. The Board of Directors may retain paid staff, which may include but not be limited to an Executive Director, as necessary to undertake the day to day operations of the Corporation, consistent with the policies and direction set by the Board of Directors. The Board may also retain services of consultants and other professionals to assist the Board and/or staff in the performance of selected tasks, including but not limited to a professional accounting firm to provide the Board with an annual review of revenue and expenses.

Section 13. Additional Boards. The Board of Directors may, by majority vote create additional, non-voting board, including but not limited to an Honorary Board. The functions, duties and other responsibilities of the members of the additional boards shall be prescribed by the Board of Directors. Members of any additional boards created by the Board of Directors may attend meetings of the Corporation but shall not be permitted to vote on corporate business.

Section 14. Committees. The Board of Directors may form one or more committees, from time to time to assist in the gathering of information, performance of tasks or other duties related to the general performance and attainment of the purposes of the Corporation. Such committee, if created, shall be subject to the form, responsibilities, duties, terms and limitations set by the Board of Directors of the Corporation.

ARTICLE III. OFFICERS

Section 1. Election. The officers of the Corporation shall consist of a President, one or more Vice- Presidents, a secretary, and a Treasurer and such other officers as the Directors shall from time to time designate. The officers shall be elected by the Board of Directors at the annual meeting of the Board of Directors of the Corporation. A member of the Board may also be an officer. Any two (2) or more offices may be held by the same person. Officers shall hold office until the date fixed in accordance with these Bylaws for the annual meeting of the Board of Directors next following the election of such officers and until their successors are elected and agree to serve.

Section 2. Duties of Officers.

A. The President shall be the principle executive officer of the Corporation and shall in general, supervise and control all the businesses and affairs of the Corporation. He or she shall, in the absence of the Chairman of the Board, preside at all meetings of the Board of Directors. The President may sign, with the Secretary or with any other appropriate officers of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, checks, or other instruments that the Board of Directors has authorized to be executed. The president may with the consent of the Board of Directors delegate the day to day operations of the Corporation to an Executive Director which has been employed by the Board of Directors of Corporation.

B. In the absence of the President, or in the event of his/her inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting shall have all the powers of, and shall be subject to all restrictions upon the President. Any Vice President shall perform such other duties as may from time to time be assigned to him by the President or the Board of Directors of the Corporation.

C. The Treasurer shall have charge and custody of, and shall be responsible for all funds and securities of the Corporation and shall perform all duties incident to the office of Treasurer and such other duties as may be assigned to him from time to time by the President or the Board of Directors of the Corporation.

D. The Secretary shall keep minutes of the meetings of the Board of Directors; shall see that all notices are given in accordance with the provisions of these Bylaws,

or as required by law; shall be custodian of the corporate records; and in general, perform all duties incident to the office of the Secretary and other such duties as from time to time may be assigned to him/her by the President or by the Board of Directors of the Corporation. Correct and complete records of all meetings of the Board of Directors and copies of all correspondence, resolutions, audits, reports, plans, printed materials, grants, income and expenditures and any and all other documents pertaining to the Corporate business shall be maintained by the Secretary of the Corporation at the principal place of business of the Corporation.

Section 3. Removal. Any officer may be removed with or without cause by the Directors by notice in writing delivered to the officer at his or her address maintained by the Corporation for this purpose. Such removal shall be effective upon delivery of such notice.

ARTICLE IV. NONPROFIT OPERATION

The Corporation will not have or issue shares of stock. No dividends will be paid. No part of the income or assets of the Corporation will be distributed to its Directors or Officers without full consideration. No Director of the Corporation has any vested right, interest or privilege in or to the assets, property, functions or activities of the Corporation. The Corporation may contract in due course with its Directors and Officers without violating this provision.

ARTICLE V. FISCAL YEAR

The fiscal year of the Corporation shall be the period from January 1 to December 31.

ARTICLE VI. CHECKS, DEPOSITS AND CORPORATE SEAL

Section 1. Checks. All checks, drafts or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by two (2) officers of the Corporation serving as such the time.

Section 2. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trusts companies, credit unions or other depositories as the Directors may select.

Section 3. Corporate Seal. The Board of Directors shall provide a corporate seal, which shall be accepted, usual form, containing the exact name of the Corporation, the State of incorporation and the date of incorporation.

ARTICLE VII. EQUAL OPPORTUNITY

The Board of Directors shall enact and implement a policy of equal opportunity insuring nondiscrimination in corporate activities, policies, programs, services to the public and so forth. Such policy shall be consistent with generally accepted standards among public entities.

ARTICLE VIII. INDEMNIFICATION

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the fullest extent permitted by the Florida General Corporation Act and the Florida Not for Profit Corporation Act.

ARTICLE IX. AMENDMENTS

The Bylaws of this Corporation may be amended, repealed, or added to, or new Bylaws adopted by a vote of a majority of the members of the Board of Directors of the Corporation.

**THIRD AMENDED AND RESTATED
BYLAWS
OF
THE MMAP FOUNDATION, INC.,
a Florida not-for-profit corporation**

ARTICLE I. OFFICES

The principal office of the Corporation shall be located in Miami, Florida. The Corporation shall designate a registered office in accordance with Florida law and shall maintain it continuously. The Corporation may have offices at such other places within and outside of the State of Florida as the Board of Directors may from time to time determine.

ARTICLE II. BOARD OF DIRECTORS

Section 1. General Powers. All corporate powers shall be exercised by or under the authority of the Board of Directors, and the management and affairs of the Corporation shall be controlled by the Board of Directors. Each Director shall have one vote (which shall be of equal dignity) on all matters of Corporate business that require action by the Board of Directors of the Corporation.

Section 2. Number, Qualification, Election and Tenure.

A. The number of Directors shall be the number of Directors elected from time to time in accordance with these Bylaws, but shall not be less than three (3). The number of Directors may be increased or decreased from time to time by election in accordance with these Bylaws.

B. Each member of the Board shall have an active interest in the principles, objectives, concepts and goals of the Corporation. Further membership of the Board shall incorporate representation of skills, knowledge, and/or background, in the areas of community relations, economic development, local and state government, grants and other funding mechanisms, the general community and other area as deemed appropriate. No person shall be denied membership on the Board of Directors by reason of race, creed, national origin, age, handicap, color, marital status, sex or religion.

C. Directors shall be elected by the affirmative vote of the majority of the current Directors at the annual meeting of Directors and shall serve until the next succeeding

annual meeting and until their successors have been elected and qualified. The Directors need not be residents of Florida. The Board of Directors of the Corporation shall consist of the following individuals:

- (i) The Chair of the Metro-Miami Action Plan Trust (the "Trust");
- (ii) The President/CEO of the Metro-Miami Action Plan Trust;
- (iii) One individual selected by the Chair of the Trust; and
- (iv) Four individuals who are not members of the Board of Directors of the Metro-Miami Action Plan Trust at the time of their selection, who shall be selected by majority vote of the individuals in clauses (i), (ii) and (iii) of this section of these Bylaws.

D. The Board of Directors shall elect, by majority vote, from their members, a Chairman who shall preside at all meetings of the Board of Directors but who shall otherwise have only one vote and shall hold the same position and have the same power as the other Directors of the Corporation.

E. The Directors by majority vote may appoint Directors to fill any vacancies and any Director so elected shall be elected for the unexpired term of his or her predecessor.

F. Directors shall serve without compensation; provided, however, that the Corporation shall reimburse reasonable expenses incurred by any Director in connection with the activities of the Corporation. The Corporation shall formulate a policy for advancing Directors the amount of reasonable travel, meals, lodging and incidental expenses anticipated to be incurred by a Director in connection with activities of the Corporation.

Section 3. Annual Meetings. The Annual Meeting of the Board of Directors shall be held at the time and place as designated by the Board of Directors or the President of the Corporation. The purpose of the annual meeting is for the election of Directors and Officers and the transaction of such other business as may come before the meeting. Written or printed notice stating the place, date and hour of the annual meeting shall be delivered personally or by mail not less than ten (10) days nor more than sixty (60) days before the date of the annual meeting. If mailed, such notice shall be deemed to have been delivered when deposited in the

United States mail addressed to the Director at his or her address as it appears on the records of the Corporation with postage thereon prepaid.

Section 4. Regular Meetings. The Board of Directors shall meet at least four (4) times a year. Additional meetings may be called by a majority vote of the Board of Directors or the Chairman of the Board. Notice of Regular meetings of the Board of Directors shall be provided to members of the Board at least one week prior to the date of the meeting. The Board may meet without notice at such time and at such place as shall be determined from time to time by the Board of Directors.

Section 5. Special Meeting. Special meetings of the Board of Directors may be called by the Chairman of the Board or the President. The person or persons authorized to call special meetings of the Board of Directors may fix a reasonable time and place for holding them.

Section 6. Telephone Meetings. Directors may participate in meetings of the Board of Directors by means of a conference telephone or similar communications equipment by which all persons participating can hear each other at the same time, and participation by such means shall constitute presence in person at such a meeting.

Section 7. Action Without Meeting. Any action of the Board of Directors may be taken without a meeting if a consent in writing setting forth the action so taken signed by all of the Directors is filed in the minutes of the Board of Directors. Such consent shall have the same effect as a unanimous vote.

Section 8. Notice and Waiver. Notice of any special meeting shall be given at least three (3) days prior thereto by written notice delivered personally, by mail, by telegram or by telefax to each Director at his or her address. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail with postage prepaid. If notice is given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any Director may waive notice of any meeting, either before, at, or after such meeting by signing a waiver of notice. The attendance of a Director at any meeting of the Directors shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the place of such meeting or the manner in which it has been called or convened, except when a Director states at the beginning of the meeting any objection to the transaction of business because the meeting is not lawfully called or convened.

Section 9. Quorum and Voting. A majority of Directors in office shall constitute a quorum for the transaction of business. The vote of a majority of Directors present at a meeting at which a quorum is present shall constitute the action of the Board of Directors. If less than a quorum is present, then a majority of those Directors present may adjourn the meeting from time to time without notice until a quorum is present.

Section 10. Removal and Resignation. Any Director may be removed from office, with or without cause, by vote of a majority of the Directors at a meeting of such Directors called for such purposes. Any such removal shall be effective upon delivery of notice of removal to such Director at his or her address maintained by the Corporation for this purpose. Any Director, by notice in writing to the Board of Directors, may resign at any time.

Section 11. Presumption of Assent. A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless he votes against such action or abstains from voting because of an asserted conflict of interest.

Section 12. Employment of Staff. The Board of Directors may retain paid staff, which may include but not be limited to an Executive Director, as necessary to undertake the day to day operations of the Corporation, consistent with the policies and direction set by the Board of Directors. The Board may also retain services of consultants and other professionals to assist the Board and/or staff in the performance of selected tasks, including but not limited to a professional accounting firm to provide the Board with an annual review of revenue and expenses.

Section 13. Additional Boards. The Board of Directors may, by majority vote create additional, non-voting board, including but not limited to an Honorary Board. The functions, duties and other responsibilities of the members of the additional boards shall be prescribed by the Board of Directors. Members of any additional boards created by the Board of Directors may attend meetings of the Corporation but shall not be permitted to vote on Corporate business.

Section 14. Committees. The Board of Directors may form one or more committees, from time to time to assist in the gathering of information, performance of tasks or other duties related to the general performance and attainment of the purposes of the Corporation. Such

committee, if created, shall be subject to the form, responsibilities, duties, terms and limitations set by the Board of Directors of the Corporation.

ARTICLE III. OFFICERS

Section 1. Election. The officers of the Corporation shall consist of a President, one or more Vice-Presidents, a Secretary, and a Treasurer and such other officers as the Directors shall from time to time designate. The officers shall be elected by the Board of Directors at the annual meeting of the Board of Directors of the Corporation. A member of the Board may also be an officer. Any two (2) or more offices may be held by the same person. Officers shall hold office until the date fixed in accordance with these Bylaws for the annual meeting of the Board of Directors next following the election of such officers and until their successors are elected and agree to serve.

Section 2. Duties of Officers.

A. The President shall be the principal executive officer of the corporation and shall in general, supervise and control all the business and affairs of the Corporation. He or she shall, in the absence of the Chairman of the Board, preside at all meetings of the Board of Directors. The President may sign, with the Secretary or with any other appropriate officers of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, checks or other instruments that the Board of Directors have authorized to be executed. The President may with the Consent of the Board of Directors delegate the day to day operations of the Corporation to an Executive Director which has been employed by the Board of Directors of the Corporation.

B. In the absence of the President, or in the event of his/her inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting shall have all the powers of, and shall be subject to all restrictions upon the President. Any Vice President shall perform such other duties as may from time to time be assigned to him by the President or the Board of Directors of the Corporation.

C. The Treasurer shall have charge and custody of, and shall be responsible for all funds and securities of the Corporation and shall perform all duties incident to the office

of Treasurer and such other duties as may be assigned to him from time to time by the President or the Board of Directors of the Corporation.

D. The Secretary shall keep the minutes of the meetings of the Board of Directors; shall see that all notices are given in accordance with the provisions of these Bylaws, or as required by law; shall be custodian of the corporate records; and in general, perform all duties incident to the office of the Secretary and other such duties as from time to time may be assigned to him/her by the President or by the Board of Directors of the Corporation. Correct and complete records of all meetings of the Board of Directors and copies of all correspondence, resolutions, audits, reports, plans, printed materials, grants, income and expenditures and any and all other documents pertaining to the Corporate business shall be maintained by the Secretary of the Corporation at the principal place of business of the Corporation.

Section 3. Removal. Any officer may be removed with or without cause by the Directors by notice in writing delivered to the officer at his or her address maintained by the Corporation for this purpose. Such removal shall be effective upon such delivery of such notice.

ARTICLE IV. NONPROFIT OPERATION

The Corporation will not have or issue shares of stock. No dividends will be paid. No part of the income or assets of the Corporation will be distributed to its Directors or Officers without full consideration. No Director of the Corporation has any vested right, interest or privilege in or to the assets, property, functions or activities of the Corporation. The Corporation may contract in due course with its Directors and Officers without violating this provision.

ARTICLE V. FISCAL YEAR

The fiscal year of the Corporation shall be the period from January 1 to December 31.

ARTICLE VI. CHECKS, DEPOSITS AND CORPORATE SEAL

Section 1. Checks. All checks, drafts or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by two (2) officers of the Corporation serving as such at the time.

Section 2. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, credit unions or other depositories as the Directors may select.

Section 3. Corporate Seal. The Board of Directors shall provide a corporate seal, which shall be accepted, usual form, containing the exact name of the Corporation, the State of incorporation and the date of incorporation.

ARTICLE VII. EQUAL OPPORTUNITY

The Board of Directors shall enact and implement a policy of equal opportunity insuring nondiscrimination in corporate activities, policies, programs, services to the public and so forth. Such policy shall be consistent with generally accepted standards among public entities.

ARTICLE VIII. INDEMNIFICATION

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by the Florida General Corporation Act and the Florida Not For Profit Corporation Act.

ARTICLE IX. AMENDMENTS

The Bylaws of this Corporation may be amended, repealed, or added to, or new Bylaws adopted by a vote of a majority of the members of the Board of Directors of the Corporation.

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.

Section 1 of Ord. No. 09-70, adopted Sept. 1, 2009, renamed Art. XLVIII, Metro-Miami Action Plan Trust, to read as herein set out.

[Sec. 2-501. - Creation and purpose.](#)

[Sec. 2-502. - Governing body.](#)

[Sec. 2-503. - Appointment and tenure.](#)

[Sec. 2-504. - Removal of Trustees.](#)

[Sec. 2-505. - Organization; staff support.](#)

[Sec. 2-506. - Powers and duties of the Trust.](#)

[Sec. 2-507. - Reserved.](#)

[Sec. 2-508. - Applicability of Florida Open Government and Conflict of Interest Laws.](#)

[Sec. 2-509. - Validity.](#)

[Secs. 2-510—2-520. - Reserved.](#)

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 Miami-Dade Economic Advocacy 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)

The purpose of the Trust shall be to ensure the equitable participation of Blacks in Miami-Dade County's economic growth through advocacy and monitoring of economic conditions and economic development initiatives in Miami-Dade County.

(c)

This Board recognizes the independence of the Trust and its obligation to provide the Board of County Commissioners and the County Mayor or the Mayor's designee with independent advice on matters of policy relating to the purposes and projects of the Trust.

(d)

Notwithstanding the independence of the Trust, this Board may by resolution take any action to effectuate the purposes of the Trust.

(Ord. No. 92-12, § 1, 2-18-92; Ord. No. 01-01, § 1, 1-23-01; Ord. No. 09-70, § 2, 9-1-09)

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 Miami-Dade Economic Advocacy 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 Trust 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; Ord. No. 09-70, § 3, 9-1-09)

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, including but not limited from philanthropic and non-tax based sources.

(d)

The Trust shall serve as an advocate for and providing of the economic conditions and economic development initiatives in Miami-Dade County.

(e)

The Trust shall submit to the Board an annual scorecard that reflects the performance of those entities, (both public and private) charged with and funded to improve conditions in blighted communities.

(f)

The Trust shall conduct a disparity study that examines the present economic conditions of Blacks in Miami-Dade County. This study shall be conducted every ten (10) years and submitted to the Board.

(g)

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.

(h)

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; Ord. No. 09-70, § 4, 9-1-09)

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.

Memorandum



Date: June 30, 2009

To: Honorable Chairman Dennis C. Moss
and Members, Board of County Commissioners

Agenda Item No. 12(B)1

From: George M. Burgess
County Manager

A handwritten signature in black ink, appearing to read "Burgess", written over the printed name of George M. Burgess.

Subject: Final Report of the Metro-Miami Action Plan Oversight Review Board

Attached please find the Final Report of the Metro-Miami Action Plan (MMAP) Oversight Review Board as discussed and adopted by the Oversight Review Board at its meeting of May 28, 2009.

As you recall, the MMAP Oversight Review Board was created through Resolution R-1271-08 to review MMAP's management structure and functions, the future oversight of MMAP, establish benchmarks, and serve in an advisory capacity to the Board of County Commissioners and Mayor, among other things.

The attached report contains the observations and recommendations of the MMAP Oversight Review Board. In addition, a list of the MMAP Oversight Review Board's meeting dates is also included.

Attachments

A handwritten signature in black ink, appearing to read "Cynthia W. Curry", written over the printed name of Cynthia W. Curry.

Cynthia W. Curry
Senior Advisor to the County Manager

MMAP Oversight Review Board Report

Board Charge

This report is respectfully presented by the MMAP Oversight Review Board (hereinafter referred to as ORB) in response to the Board of County Commissioners (hereinafter referred to as BCC) adoption of Resolution R-1271-08 on November 20, 2008. This resolution's primary sponsor was Commissioner Audrey Edmonson, with Vice-Chairwoman Barbara Jordan and Commissioner Dennis Moss as co-sponsors. The duties, functions and responsibilities of the ORB were designated as follows:

- To explore various options related to the oversight and management of MMAP. Including but not limited to the possibilities of restructuring, merging MMAP with another department or office of Miami-Dade County, the complete dismantlement of MMAP and/or the creation of a new entity to address those areas that are currently assigned to MMAP.
- To explore the potential role of this Board and/or the County's administration with respect to the future oversight of MMAP;
- To develop benchmarks related to the functions and responsibilities of MMAP.
- To make additional recommendations that address all aspects of MMAP's operations, including but not limited to addressing certain MMAP functions that will assist the agency in achieving its mission.
- To make final findings and recommendations to the Miami-Dade Board of County Commissioners and the Mayor regarding the oversight and management of MMAP.
- To serve in an advisory capacity to the Miami-Dade Board of County Commissioners and the Mayor of Miami-Dade County and other public and governmental entities with respect to all issues affecting or relating to the duties charged herein.

Background

The Metro Miami Action Plan (MMAP) was created in 1983 for the purposes of improving economic conditions in the Black community and to address existing disparities between Blacks and the community at large. The following four indicators defined MMAP's core mission: education; economic development and employment; housing; and criminal justice.

Historically, MMAP had primarily focused on providing homeownership opportunities and alternatives for at-risk youth through the operation of the Teen Court Program and derives most of its funding from Documentary Stamp Surtax revenue, General Fund, Traffic Ticket Surcharges, Miami-Dade County Public School System, and eight percent Local Business Tax (*since redirected to the Beacon Council and replaced by General Fund support*).

The ORB and the Interim Board of Trustees convened its first joint meeting on December 18, 2008. At this meeting, the ORB nominated and unanimously selected Attorney H.T. Smith as Chairman.

The ORB began its tasks by thoroughly reviewing a binder of resource materials on MMAP that included applicable BCC ordinances and resolutions, organizational profile, budget, program descriptions, existing MMAP Annual Reports (04-06; 06-7), current contracts, the 2006-2007 study “**Thirty-Year Retrospective: The Status of the Black Community in Miami-Dade County**” (hereinafter referred to as the **FIU Study**) conducted by the Metropolitan Center, Florida International University (FIU) ; and the AMS Follow-Up Audit Report.

In an effort to gain a better understanding of what MMAP’s history had been and its overall effectiveness in the community, the ORB invited the past MMAP Executive Directors and the Interim Director to present an overview of their tenures’ accomplishments, challenges to the achievement of the stated mission, needs, and recommendations for future direction of the program. The ORB also received a presentation on a few organizations in comparable metropolitan areas with programs similar to that of MMAP.

After careful consideration of the information received from past MMAP executive directors and the interim director, resource materials and reports, a review of the 2006-2007 FIU Study, the ORB unanimously agreed that an entity like MMAP could effectively address economic conditions and issues and hold intrinsic value for the Black residents of Miami-Dade County and the community at large. Further, the ORB’s position is supported by the 2006-2007 FIU Study’s finding: *“The latest version of the study reveals the persistence of the basic disparities between racial and ethnic communities that existed in Miami-Dade County in 1983”*.

It is important to note that economic conditions are one of the most significant determinants impacting the overall well-being of a community. Therefore, economic development is an effective engine for strengthening communities and is one of the critical mechanism by which poverty can be significantly reduced; jobs are created and retained, crime is reduced and all of the quality of life indicators are improved. While such development and initiatives support the creation of strong communities, formidable and effective advocacy efforts cannot be ignored for the value it brings in sustaining and ensuring the viability of those same communities. The ORB strongly believes that given these assertions coupled with the continued disparities faced by Blacks in Miami-Dade County, there continues to be a need for an organization to address these issues.

The series of subsequent discussions provided the impetus for the body of work that the ORB utilized in order to achieve its tasks to develop and define an organizational name, mission statement, structure, and goals.

MMAP Mission

The ORB began the process by deconstructing MMAP’s previous mission and role. Given the vastness of the mission of “reducing disparities”, the ORB questioned the ability of any agency to fulfill such a broad based mission with such limited powers,

inadequate human and financial resources, and lack of authority. The ORB further asserts that any agency that is significantly underfunded for such an expansive mission is severely handicapped and cannot succeed.

The ORB determined that the mission of MMAP must be refocused and revamped in order to sufficiently respond to its created purpose. To this end, the ORB determined that the recommended core mission of MMAP should be focused on economic development with workforce development as an integral part thereof. Since housing is vital to economic development, the new organization would continue to operate its Surtax funded housing program.

Additionally, a viable and successful organization always has a compelling mission statement that is reflective of its business and mission. This statement serves the best interests of an organization when it is written in a clear and concise manner. In analyzing the previous mission statement, the ORB found it too broad and ambiguous. Further, the mission statement and program activities were largely inconsistent.

The ORB proposes the following mission statement:

To ensure the equitable participation of Blacks in Miami-Dade County's economic growth through advocacy and monitoring of economic conditions and economic development initiatives in Miami Dade County.

Role of MMAP

As it relates to the role of MMAP, the ORB examined and assessed a number of existing resources that have the mission of reducing and/or eliminating economic blight in communities with significant Black populations. As such, these resources provide an opportunity for improving economic and other conditions of Blacks in those communities potentially resulting in a reduction of the disparities that currently exist. However, there was no evidence of coordination even among those government entities charged with the responsibility and funded to improve the conditions in blighted communities largely populated by Blacks. This lack of coordination is further exacerbated by the absence of meaningful and focused ongoing public-private collaborations. The ORB believes that the criticality of these gaps make any significant sustainable black economic development and/or participation in the County's economic opportunities almost impossible. A reconstituted, refocused, and properly funded MMAP has the unique opportunity to bridge these gaps.

The ORB envisions the new role of MMAP to function primarily as an advocacy and coordinating entity, fostering collaborations and building strong alliances with entities that target issues that affect the economic growth and conditions in blighted communities and fostering the equitable participation of Blacks in economic development activities in Miami-Dade County. Additionally the ORB believes that in its new role, MMAP should emerge as the leader/facilitator of this collective and assist in the development of a coordinated strategic plan.

A stalwart advocacy-focused entity will provide the Black community of Miami-Dade County with: 1) strategic opportunities to improve economic and social conditions, 2) foster the economic well-being of Blacks in the most vulnerable communities, and 3) coordinate the communal, governmental, and non-governmental resources necessary to build and sustain a robust community.

Given this leadership/facilitator role, the secondary and equally important role is that of monitoring both governmental and non-governmental entities charged with and funded to improve conditions in blighted communities as well as improving economic conditions of Blacks in Miami-Dade County. The new MMAP would be responsible for tracking and reporting on the activities and the achievements of the entities charged with and funded to improve conditions of Blacks in these blighted communities. The results of this monitoring would be issued annually as a *report card* to the community on the activities and the effectiveness of these entities on improving the economic conditions of Blacks in Miami-Dade County.

Proposed Name Change

Equally important as its mission and role, an organization's name should suggest its purpose and mission. MMAP as a name is inconsistent with its original mission, and provided no identification of its mission. This inconsistency would continue with the newly created mission should the name remain the same. The ORB posits that the bestowal of a new name is connotative of a new beginning. Additionally, changing the name provides an important segue for the renewal of the original social and economic commitments that marked the birth of MMAP. This name change would also facilitate the beginning of positive branding allowing for the creation of a new synergy. To this end, the ORB proposes that MMAP be renamed ***Miami-Dade Economic Advocacy Trust (MDEAT)***.

Organizational Structure

The ORB strongly advocates that the new organizational structure aligns itself with the new mission and role of the organization. Programmatically, the ORB recommends that The Teen Court Program remain under the jurisdiction of the new structure no more than 3 years. At the conclusion of this time period, Florida Statute 938.19 (6) requires the BCC to authorize the administration of the Teen Court Program to any of the following entities: non-profit organizations, law enforcement agencies, court administrator, Clerk of the Court, or any other similar agency. However, the ORB believes that MMAP's Board of Trustees should provide recommendations for providers to the BCC. This program modification would allow for the implementation of a structure that supports the organization's new focus on economic development.

Attachment (A) reflects the proposed organizational structure of the new organization with the Teen Court Program. Attachment (B) reflects the proposed new organizational structure without the Teen Court Program.

Reporting

The ORB recommends that the reporting relationship for the new Board remains as codified in the current ordinance. That is, the new Board would continue reporting to the Board of County Commissioners and that all other current relationships with County support departments remain unchanged. The ORB further recommends that Commission Auditor's Office expertise be engaged to promote broader oversight of the new structure's activities. The ORB also recommends that all MMAP information submitted to the BCC is shared simultaneously with the Mayor.

Additionally, the success of the recommended structure resides with the ability to engage staff with sufficient qualifications and skill sets to effectively negotiate and engage a cross-section of the public and private business sectors on economic development issues. Further, a critical component of the new structure's success hinges on the staff's capacity to develop and maintain partnerships and orchestrate collaborative agreements that further the mission and achieve the stated goals and objectives. The ORB also recommends that the new Board of Trustees perform an analysis of the Executive Director and all staff positions to determine the relevancy of their experience and skills in achieving the new stated mission.

Organizational Goals

Given the charge of the ORB, the goals presented here are intended to serve as guidance to the new Board who must engage its partners in the development of a strategic plan with specific activities that will ensure the new Trust Board's success in achieving its mission. These activities must be bench marked in order to ensure maximum accountability and transparency. The guidance provided here allows the new board the autonomy necessary to carry out its charge. The ORB recommends the following for the new organization:

- Serve as an economic stimulator for Black businesses targeting all significant development and procurement initiatives (e.g., government funded, public-private ventures, etc.)
- Initiate and maintain collaboration with private and public sector economic development entities to ensure the equitable participation of Blacks in Miami-Dade County's economy.
- Advocate and make recommendations to organizations throughout Miami-Dade County to facilitate the equitable participation of Blacks in all facets of economic development and growth.
- Advocate and facilitate the development of collaborative partnerships to promote workforce readiness in the Black community to meet industry demands.
- Advocate and facilitate the development of covenants among leading businesses in Miami-Dade County to foster Black Business Development while strengthening the businesses' commitment to provide economic opportunities for Blacks in eight key areas:

- Employment and diversity,
- Marketing and advertising,
- Distributorships/franchises,
- Minority retailers,
- Purchasing,
- Professional and other financial services,
- Corporate contributions, and
- Board Representation

Summary of Key Recommendations:

The following recommendations are presented for consideration by the Board of County Commissioners:

1. The current MMAP be restructured as an advocacy and monitoring entity focusing on economic development with workforce development as an integral part thereof. Since housing is vital to economic development, the new organization should continue to operate its Surtax funded housing program, with the following new mission: *To ensure the equitable participation of Blacks in Miami-Dade County's economic growth through advocacy and monitoring of economic conditions and economic development initiatives in Miami Dade County.*
2. The reporting relationship between the new MMAP Board and the BCC remain as codified in the current ordinance.
3. The current MMAP name be changed to the Miami-Dade Economic Advocacy Trust (MDEAT).
4. The new organization should not function as a service provider and that the Organization be given no more than three years to transition the Teen Court Program to another provider.
5. The new organization presents an annual scorecard that reflects the performance of those entities, (both public and private) charged with and funded to improve conditions in blighted communities.
6. The new Board of Trustees conduct a disparity study to ensure that it begins its new direction from a current perspective on economic conditions of Blacks in Miami Dade County.
7. The new Board of Trustees be directed to chart a course of action that will lessen its dependency on County General Funds. In an effort to assist with this task, the BCC also should consider the establishment of a foundation to enhance the new organization's ability to secure funds from philanthropic and other non-tax based sources; and

8. As originally mandated in the motion that passed on June 7, 1994, the BCC should require The Beacon Council to submit the eight (8) percent Local Business Tax revenues to the new organization to carry out its mission.

Conclusion

The ORB strongly believes that these recommendations, if implemented, create an opportunity for the greatest number of those underserved in our community. It also provides them a tangible opportunity to participate in the economic gains many experience in our community.

The challenges facing the new Board of Trustees are significant. Its success will require a renewed cooperation and commitment from both the public and private sectors. This is our community and we must all make a concerted effort to eliminate the disparities that are preventing Miami-Dade County from being the world class community it desires and is needed to be.

Finally, the ORB is cautiously optimistic that a reconstituted and refocused MMAP has a very unique opportunity to ensure that Blacks can equitably participate in Miami-Dade County's economic activities and growth, if and only if, it is properly funded and supported by County leadership and management.

MMAP Oversight Review Board Meeting Dates*

1. December 18, 2008
2. January 7, 2009
3. January 29, 2009
4. February 10, 2009
5. February 26, 2009
6. March 12, 2009
7. April 2, 2009
8. April 28, 2009
9. May 6, 2009
10. May 12, 2009
11. May 28, 2009

*Quorum was met on all meeting dates.