

## BYLAWS

### OF

#### SUNRISE KEY NEIGHBORHOOD IMPROVEMENT DISTRICT (A Safe Neighborhood Improvement District)

### ARTICLE I

#### Purpose

Section 1. Purpose. The purposes for which the Sunrise Key Neighborhood Improvement District (the "District") is formed are to guide and accomplish the coordinated, balanced and harmonious development of a safe neighborhood; to promote the health, safety and general welfare of the District and its inhabitants, visitors and property owners; to establish, maintain and preserve property values and preserve and foster the development of an attractive neighborhood environment; to reduce crime rates and the opportunities for the commission of crime; and to provide environmental security in the District so it is defensible against crime.

### ARTICLE II

#### BOARD OF DIRECTORS

Section 1. Powers. In carrying out its purposes, the Board may exercise all powers of a Neighborhood Improvement District created pursuant to the Safe Neighborhoods Act, 163.501, et seq., Florida Statutes, (1989) except those expressly prohibited by City of Fort Lauderdale Ordinance No. 89-133 creating the District, as same may be amended from time to time ("District's Enabling Ordinance"). Except as otherwise provided by law, all District powers shall be exercised by, or under the authority of, and the business and affairs of the District shall be managed under the direction of, the Board of Directors (hereinafter sometimes referred to as the "Board").

Section 2. Duties of the Board. The Board shall perform, or cause to be performed, all duties required by the Safe Neighborhoods Act and the District's Enabling Ordinance, as such laws now or hereafter exist, including, but not limited to, Florida Statute Section 163.513.

Section 3. Tenure and Qualifications. The Board shall consist of seven (7) appointed members and one (1) ex-officio non-voting member. The appointed directors shall at all times be residents of the District who are subject to ad valorem taxation in the District. The initial terms of office of the appointed directors shall be as follows: one director for a 1-year term; one director for a 2-year term; and five directors for 3-year terms. Thereafter, terms of office for appointed directors shall be staggered and will run for three (3) years, or until a successor

shall be selected and qualified.

Section 4. Duties of Directors. A director's duties, including duties performed as a member of any committee of the Board upon which a director may serve, shall be performed (i) in good faith, (ii) in a manner reasonably believed to be in the best interest of the District, and (iii) with such care as an ordinarily prudent person in a like position would use under similar circumstances. In performing directorial duties, a director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

(a) One or more members of the District's Advisory Council whom the director reasonably believes to be reliable and competent in the matters presented;

(b) Counsel, public accountants or other persons as to matters which the director reasonably believes to be within such person's professional or expert competence; or

(c) A committee of the Board upon which said director does not serve, duly designated in accordance with a provision of these Bylaws, as to matters within its designated authority, which committee the director reasonably believes to merit confidence.

Section 5. Selection of Directors. Directors shall be elected by a majority vote of the City Commission of the City of Fort Lauderdale ("City") in the manner as the Commission may from time to time prescribe. The City Commissioner for District 1 shall, at all times, serve as the Board's ex-officio non-voting member.

Section 6. Annual Meeting. The Annual Meeting of the Board shall be held in the month of January at such location in Broward County, Florida and at such time as may be specified by the Board.

Section 7. Regular Meetings. The Board shall hold regular meetings on the days and times established by the Board, but no less frequently than semi-annually in January and July of each fiscal year. The Board may, from time to time, by resolution change the time and place, within Broward County, for holding regular meetings of the Board as it deems advisable. Such regular meetings shall thereupon be held at the time and place so appointed. In case the day appointed for a regular meeting shall fall upon a Saturday, Sunday or legal holiday, such meeting shall be held on the next succeeding day not a Saturday, Sunday or legal holiday at the regularly appointed hour.

Section 8. Special Meetings. Special meetings of the Board

shall be held whenever called by the Chairman of the Board of Directors. The Chairman of the Board of Directors may call special meetings of the Board and upon doing so shall fix any place, within Broward County, as the place for holding any special meeting of the Board of Directors thereby called within thirty (30) days after a special meeting of the Board has been properly called for. The chairman shall be required to call a special meeting of the Board when requested by any three (3) members of the Board.

Section 9. Notice of Meeting. Notice to a director of any meeting may be given in writing stating the time, place and purpose for which such meeting is called by mailing the same to the residence or place of business of the director as shown on the books of the District not later than seven (7) days before the day on which the meeting is to be held, or may be given by (i) sending the same to such place by telegraph or cablegram, (ii) delivering the same personally, (iii) leaving the same at the director's place of business or residence, or (iv) giving the same by telephone not later than the day before such day of meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the director's residence or place of business with postage thereon prepaid. If notice is given by telegram or cablegram, such notice shall be deemed to be delivered when the telegram or cablegram is delivered to the telegraph company. In addition to the foregoing notice: (A) the agenda of each Board meeting shall be posted on the public bulletin board, City Hall, at least three (3) days in advance of any such Board Meeting and (B) notice of the time, date and place of the meeting shall be posted at a conspicuous place in the District. Except as otherwise provided by the Bylaws or as may be indicated in the notice thereof, any and all business may be transacted at any meeting.

Section 10. Waiver of Notice. A director may waive the requirement of notice of a meeting of the Board by signing a waiver of notice either before or after the meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the place or time of such meeting or in the manner in which it has been called or convened, except when the 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 11. Quorum and Action. A simple majority of the appointed directors shall constitute a quorum for the transaction of business at any meeting of the Board.

Directors shall be deemed present at a meeting of the Board if a conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each other, is used.

Except as otherwise required by statute, by city ordinance, or by these Bylaws, the affirmative vote of a majority of the

directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 12. Presumption of Assent. A director of the District who is present at a meeting of the Board at which action on any District matter is taken shall be presumed to have assented to the action taken unless he or she abstains or votes against such actions. Notwithstanding the foregoing, no director may abstain from voting with regard to any decision, ruling or act and each vote shall be recorded and counted for each director present, except when, with respect to any such director, there is, or appears to be, a possible conflict of interest under the provisions of Florida Statutes 112.311, 112.313 or 112.3143. In any such case, said director shall comply with the disclosure requirements of Florida Statutes 112.3143.

Section 13. Parliamentary Questions. All questions regarding parliamentary procedures shall be governed by these Bylaws. In the event that a parliamentary question shall arise which is not resolved by these Bylaws, the presiding officer shall be guided by "Robert's Rules of Order." Parliamentary rules shall be applied in such a way as to expedite the District's business and to provide a fair opportunity for all to be heard; provided, however, that the misapplication of those parliamentary rules set forth in "Robert's Rules of Order" shall not invalidate the proceeding or business which was the subject matter of the parliamentary ruling. Any parliamentary ruling by the presiding officer may be challenged, and the challenge resolved in accordance with "Robert's Rules of Order." Upon a two-thirds (2/3) vote of the members of the Board of Directors present, where a quorum is in attendance, the rules provided herein for the conduct of the business of the District may be waived.

Section 14. Director Conflicts of Interest. No contract or other transaction between the District and one or more of its directors or any other corporation, firm, association or entity in which one or more of its directors are directors or officers or are financially interested shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the Board or a committee thereof which authorizes, approves or ratifies such contract or transaction or because such director's or directors' votes are counted for such purpose, if:

(a) The fact of such relationship or interest is disclosed or known to the Board or committee which authorizes, approves or ratifies the contract or transactions by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; and/or

(b) The contract or transaction is fair and reasonable to the District at the time it is

authorized by the Board or a committee thereof.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board or a committee thereof which authorizes, approves or ratifies such contract or transaction.

Section 15. Compensation of Directors. Directors of the District are expected to serve on a voluntary basis, without remuneration. The Board may pay to each director rendering services to the District not ordinarily rendered by directors such special compensation as shall be appropriate to the value of such services, as determined by the Board from time to time. None of these payments shall preclude any director from serving the District in any other capacity and receiving compensation therefor.

Section 16. Resignations. Any director of the district may resign at any time either by oral tender of resignation at any meeting of the Board or by giving written notice thereof to the Chairman or the Secretary. Such resignation shall take effect at the time specified therefor, and unless specified with respect thereto, the acceptance of such resignation shall not be necessary to make it effective.

Section 17. Removal. Any or all of the directors of the District may be removed, with or without cause, by the affirmative vote of a majority of the City Commission of the City at any regularly scheduled meeting of the City Commission, provided notice is given to all affected members of the Board prior to such meeting.

Section 18. Vacancy. Any vacancy occurring on the Board shall be filled in the same manner as initial appointments are made. A director elected to fill a vacancy shall hold office for the unexpired portion of the term.

Section 19. Florida Sunshine Law. All meetings of the Board will be open to the public as required by the Florida Sunshine Law, Chapter 286, Florida Statutes.

### ARTICLE III

#### ADVISORY COUNCIL AND COMMITTEES

Section 1. Advisory Council. The Advisory Council (hereinafter sometimes referred to as the "Advisory Council") shall be composed of seven (7) members who shall be owners of real property in or residents of the District. The members of the Advisory Council shall be appointed by the Board and serve at the pleasure of the Board. Each member of the Advisory Council is expected to serve on a voluntary basis, without remuneration. The District may pay members of the Advisory Council rendering services to the District not ordinarily rendered by members of the Advisory

Counsel such special consideration as shall be appropriate to the value of such services as determined by the Board from time to time. None of these payments shall preclude any member of the Advisory Council from serving the District in any other capacity and receiving compensation therefor.

Each member of the Advisory Council shall hold such position until the next annual meeting of the Board or until a successor shall have been duly elected and qualified or until such member of the Advisory Council's earlier resignation, removal from office or death. Any member of the Advisory Council may be removed by the Board with or without cause by a majority vote of the Directors. A vacancy in any office because of resignation, removal, death or otherwise may be filled by the Board for the unexpired portion of the term by majority vote of the Board.

Section 2. Duties of Advisory Council. The Advisory Council shall serve as the Advisory Board to the Board. The Advisory Council shall submit, within the time period specified by the Board, a report on the District's proposed activities and a proposed budget to accomplish the District's objectives recognizing that such submittal shall be based upon meetings of the Advisory Council and the Board, working in conjunction with each other, to prepare such proposed activities and proposed budget. In formulating a plan for services or improvements, the Advisory Council shall consult in public session with the appropriate staff and consultants of the City of Fort Lauderdale. In addition, the Advisory Council shall perform such other duties as may be required by law and as the Board may from time to time prescribe.

Section 3. General Provisions. Except as otherwise required by Florida Statute, by the Enabling Ordinance or by these Bylaws, the affirmative vote of a majority of the members present at a meeting at which a quorum is present shall be the act of the Advisory Council. A majority of the total number of Advisory Council members shall constitute a quorum.

Section 4. Special Committees. The Board may create such special committees or task forces as may be necessary from time to time to study and make recommendations to the Board of the Advisory Council on any matter.

#### ARTICLE IV

##### OFFICERS

Section 1. Officers. The elected officers of the District shall consist of a Chairman of the Board (hereinafter sometimes referred to as the "Chairman" or as "President"), a Secretary, and a Treasurer. The Board shall elect these officers as well as such other officers, as may be deemed necessary by the Board from time to time.

Section 2. Election and Term of Office. The officers of the

District shall be elected at the Annual Meeting of the Board. If the election of officers is not held at such meeting, the election shall be held as soon thereafter as is convenient, but, in any event, shall be held in January of each year. Each officer shall hold office until the next Annual Meeting of the Board or until a successor shall have been duly elected and qualified or until the officer's earlier resignation, removal from office or death.

Section 3. Removal. Any officer or agent may be removed by the Board by a majority vote, whenever, in its judgment, the best interests of the District will be served thereby.

Section 4. Vacancies. A vacancy in any office because of resignation, removal, death or otherwise may be filled by the Board for the unexpired portion of the term by majority vote of the Board.

Section 5. Chairman of the Board. The Chairman of the Board shall preside at all Board of Directors meetings and shall have general responsibility for the management and direction of the District's affairs. The Chairman shall have general executive powers, as well as specific powers, conferred by these Bylaws or by the Board.

Section 6. Secretary. The secretary shall (i) keep the minutes of the proceedings of the Board in one or more books provided for that purpose; (ii) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (iii) be custodian of the District records and of the seal of the District and ensure that the seal of the District is affixed to all documents, the execution of which on behalf of the District under seal is duly authorized; (iv) keep a list of post office addresses of all directors and offices, which shall be furnished to the directors; and (v) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the Board. In the absence of the Chairman, the Secretary shall perform the duties of the Chairman, and when so acting shall have all the powers of and be subject to all the restrictions upon the Chairman.

Section 7. Treasurer. The Treasurer shall be the chief fiscal officer of the District and be responsible for the supervision and control of the District's financial affairs and accounts. The Treasurer shall ensure that proper accounting controls are installed and maintained and shall coordinate with the City Finance Department of the City for the maintenance of the District's funds.

## ARTICLE V

### FISCAL MANAGEMENT AND BUDGET PREPARATION

Section 1. District Funds. All funds of the District should be received, held and secured by the City Finance Department of the

City, which funds shall be maintained under a separate account and be used only for purposes authorized by law and shall be disbursed pursuant to a requisition to the City Finance Department signed by the Treasurer and any other Board member. The District shall have the right to set up an operating account which shall be utilized to pay day to day expenses of the District and all funds deposited from such operating account shall be pursuant to checks signed by the Treasurer and at least one (1) other Board member. The treasurer and any other Board member may certify to the City Finance Department, an amount which such persons reasonably believe to be the reasonably necessary day to day operating expenses of the District for the next operating quarter of the District and at such other time as there is less than one (1) month's operating expenses in the operating account of the District.

Section 2. Annual Budget and Reports. The Board, in conjunction with the Advisory Council, shall prepare, within the time period specified by the Board, a report on District activities and tentative annual budgets for each ensuing fiscal year. The District shall establish its budget pursuant to the provisions of Chapter 200, Florida Statutes. In a timely manner, the Board shall prepare a tentative annual budget for each ensuing fiscal year. The tentative budget shall be submitted to the City Commission of the City of Fort Lauderdale for approval or modification. After such approval or modification, the annual budget shall be adopted as approved or modified.

Section 3. External Audit. The Board shall have an external audit performed at least annually by an independent certified public accountant selected by the Board who has no personal interests, direct or indirect, in the fiscal affairs of the District. A copy of the external audit shall be filed with the City Clerk or Clerk of the Court, whichever is appropriate, within ninety (90) days after the end of each fiscal year of the District.

Section 4. Fiscal Year. The fiscal year of the District shall be October 1 through the following September 30 or such other fiscal year as the Board may designate from time to time.

## ARTICLE VI

### BOOKS, RECORDS AND REPORTS

Section 1. Books and Record. The District shall keep and maintain, books and records and shall keep minutes of the proceedings of its Board, Advisory Council, and such other committees as may be created from time to time. All requests for information shall be submitted to the District, c/o P.O. Box 4780, Fort Lauderdale, Fl. 33338 or such other address as the District may designate from time to time.

Section 2. Principal Office. The principal office of the District shall be located at the City Clerk's Office, City Hall,



100 North Andrews Avenue, Fort Lauderdale, Florida.

## ARTICLE VII

### INDEMNIFICATION

Each person (including here and hereinafter the heirs, executors, administrators or estate of such person): (i) who is or was a Director, member of the Advisory Council or an officer of the District; (ii) who is or was an agent or employee of the District other than an officer and as to whom the District has agreed to grant such indemnity; or (iii) who is or was serving at the request of the District as its representative in the position of a director, officer, agent or employee of another corporation, partnership, joint venture, trust or other enterprise and as to whom the District has agreed to grant such indemnity; shall be indemnified by the District as of right to the fullest extent permitted or authorized by current or future legislation or by current or future judicial or administration decision, against any fine, liability, cost or expense, including attorneys' fees, asserted against him or incurred by him in his capacity as such director, member of the Advisory Council, officer, agent, employee or representative, or arising out of his status as such director, officer, agent, employee or representative. The foregoing right of indemnification shall not be exclusive of other rights to which those seeking an indemnification may be entitled. The District may maintain insurance, at its expense, to protect itself and any such person against any such fine, liability, cost or expense, whether or not the District would have the legal power to directly indemnify him against such liability.

## ARTICLE VIII

### APPLICABLE LAW

These Bylaws shall be construed and enforced in accordance with the laws of the State of Florida. If any provision or provisions of these Bylaws should be held to be invalid or unenforceable by any court of competent jurisdiction, such ruling shall not effect the validity or enforceability of the remainder of these Bylaws but these Bylaws (as so modified by judicial interpretation shall remain in full force and effect.

## ARTICLE IX

### ADOPTION OF BYLAWS AND AMENDMENTS

These Bylaws shall be adopted upon approval of the Board. These Bylaws or any provisions thereof may be amended, altered or repealed, and new Bylaws or provisions not inconsistent with law may be adopted by the Board at any meeting thereof at which a quorum is present by the affirmative vote of a two-third (2/3) of those directors eligible to vote, provided that any notice or waiver of notice of such meeting shall fairly summarize or set

forth the proposed action with regard to the Bylaws. Such amendments or revisions to these Bylaws shall be effective when approved by the Board.

ARTICLE X

GENDER

All pronouns and any variations thereof shall be deemed to refer to the masculine, feminine, neuter, singular or plural, as the identity of the party or parties may require.

ARTICLE XI

ALL OTHER MATTERS

Any matter not covered by these Bylaws shall be governed by the Safe Neighborhoods Act, as such Act shall now or hereafter exist, and the District's Enabling Ordinance, as same may now or hereafter exist. Notwithstanding anything contained herein to the contrary, in the event of any conflict between the terms and provisions of these Bylaws and the terms and provisions of applicable law, then the terms and provisions of applicable law shall control and supersede to the extend of any inconsistency.

ADOPTIONS OF BYLAWS

The foregoing were adopted as the Bylaws of the District on 18<sup>th</sup> day of January, 1993.

  
SECRETARY