

AMENDED BYLAWS OF PARKS & POLICE 4 KIDS, INC.

PREAMBLE

These Bylaws are subject to, and governed by, the City of Doral, City Council. In the event of a direct conflict between the provisions of these Bylaws, the Doral City Council will be controlling. In the event of a direct conflict between the provisions of these Bylaws and the Articles of Incorporation of Parks & Police 4 Kids, Inc., these Bylaws will be controlling.

ARTICLE I - NAME, PURPOSES AND MISSION

SECTION 1. NAME

The name of the corporation is Parks & Police 4 Kids, Inc. (the "Corporation").

SECTION 2. PURPOSE

The mission of the Parks and Police 4 Kids, Inc. is to assist the City of Doral in its mission to provide exceptional municipal services to its residents, business owners, and guests, consistent with the Articles of Incorporation of the Corporation, and to engage in any other activities incidental to the foregoing purposes, which may include but not be limited the programming of events, procurement of services, and the creation of grant opportunities, for which a corporation may be organized under the Florida Not-For-Profit Corporation Act; provided, however, that the Corporation shall be organized and operated exclusively for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. The Corporation does not function as a policymaking or policy advisory board for the City of Doral.

SECTION 3. DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors after paying or making adequate provision for the payment of all of the liabilities of the Corporation shall distribute any remaining assets to the City of Doral, a Florida Municipal Corporation (the "City"). However, if the City is not then in existence or no longer a qualified distributee, or unwilling to or unable to accept the distribution, then the assets of the Corporation shall be distributed to a fund, foundation, or

corporation organized and operated exclusively for the purposes specified in section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future federal tax code).

ARTICLE II - MEMBERS

The Corporation shall have no members.

ARTICLE III - BOARD OF DIRECTORS

SECTION I. GENERAL POWERS

Except as set forth herein, the affairs of the Corporation shall be managed by or under the direction of its Board of Directors (hereinafter, the "Board").

SECTION 2. NUMBER, TENURE AND QUALIFICATIONS AND DUTIES

The Board shall consist of five (5) members that shall include the Mayor, the Police Chief, the Parks and Recreation Director, and a resident or business owner or community leader. The appointed resident, business owner or community leader must reside in the City of Doral during their term in office. The appointed resident, business owner or community leader shall be appointed by the Mayor and ratified by the City Council. Failure of the appointed resident, business owner or community leader to reside in the City of Doral shall be deemed an automatic forfeiture of office, subject to replacement by the Mayor and ratified by the City Council.

SECTION 3. RESIGNATION

A Director may resign at any time by providing notice to the Secretary in writing. The Secretary will then provide the letter of resignation to the City Clerk's office, which will then officially notify the Doral City Council.

SECTION 4. REMOVAL

The Mayor at their discretion may remove and replace the Councilperson, member of City Staff or resident, business owner, or community leader from serving, subject to ratification by the City Council. Any Director who misses three (3) consecutive meetings, without being excused by the Chair, shall be deemed to have resigned.

SECTION 5. VACANCIES

The Mayor shall fill vacancies on the Board, subject to ratification by the City Council.

SECTION 6. ACT OF DIRECTORS

Any action required or permitted to be taken by the Board of Directors pursuant to these Bylaws shall be taken if approved by a simple majority vote of the Directors in a quorum as present at a meeting, and any action requiring the approval of the Board of Directors pursuant to these Bylaws shall be considered approved if approved by a majority vote of the Directors in a quorum as present.

SECTION 8. DIRECTORS COMPENSATION

The Directors shall not receive compensation for their services as Directors. However, Directors shall be entitled to reimbursement for all expenses reasonably incurred in performing any duties pursuant to these Bylaws.

SECTION 9. DIRECTORS CONFLICTS OF INTEREST

Directors shall disclose any actual or potential conflicts of interest and shall comply with all provisions of Article X of these Bylaws regarding Conflicts of Interest.

ARTICLE IV - MEETINGS

SECTION 1. REGULAR MEETINGS

The Board shall strive to meet monthly, unless a lack of new or pending business obviates the need for a regular meeting. An annual meeting, for purposes of officer elections, will take place each January.

SECTION 2. SPECIAL MEETINGS

Special meetings of the Board may be called by the City Clerk's office at the request of any of the Directors, with 3/5 or more Directors agreeing to attend.

SECTION 3. NOTICE

Notice of the annual meeting and any regular meeting of the Board and any committee thereof, shall be given at least five (5) days previous thereto by written notice delivered to each Director at his or her physical or email address as shown on the records of the Corporation. Special meetings may be called upon at least twenty-four (24) hours' notice delivered by telephone, text message, confirmed email, hand delivery or overnight delivery by an overnight courier service with a reputable delivery tracking system.

SECTION 4. QUORUM

3/5 of the Directors must be present in person in order to constitute a quorum for the transaction of business at any meeting of the Board. If less than a quorum is present the meeting may adjourn without further notice.

SECTION 5. ELECTRONIC PARTICIPATION

The Board, or any committee thereof, may participate in and act at any meeting through the use of a conference telephone or other communications equipment, including computers, by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance at the meeting but shall not be counted as part of the quorum.

SECTION 6. VOTING

Each member of the Board shall be entitled to one (1) vote on each matter submitted to a vote. A member must be present in person to vote.

SECTION 7. MANNER OF ACTING

The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by statute or these Bylaws. No Director may act by proxy on any matter.

SECTION 8. MEETING MINUTES

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

ARTICLE V - OFFICERS

SECTION 1. OFFICERS

The Mayor shall be the Chair of the Board, the Police Chief will serve as the Vice Chair of the Board, and the Board shall vote for a Secretary and Treasurer. The Board may also elect such other officers as it deems necessary.

SECTION 2. CHAIR

The Chair shall report to the Corporation Board and be responsible for implementing the directives established by the Board. The Chair shall also serve as an ex-officio member of each standing committee that may be created. The Chair shall preside at all regular and special meetings of the Board. The Chair shall perform such other duties as are required by the Board. The Chair, through ratification by the Board, may hire and appoint an Executive Director who will be in charge of the day-to-day operations of the Board and shall report directly to the Chair.

SECTION 3. VICE-CHAIR

In the absence of the Chair, the Vice-Chair of the Board shall preside at all regular and special meetings of the Board. The Vice-Chair shall perform such other duties as are required by the Board.

SECTION 4. SECRETARY

The Secretary shall record the minutes of the meetings of the Board; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records; and perform all duties incident to the office of the

secretary.

SECTION 5. TREASURER

The Treasurer shall be responsible for monitoring the financial reports of the Corporation and making sure that corporate limits are maintained. The Treasurer shall report at every regular meeting of the Board on the Corporation's financial status.

ARTICLE VI - CONTRACTS, AND GIFTS/GRANTS

SECTION 1. CONTRACTS

The Board may authorize, through a majority vote, the Chair to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. All contracts must be aligned to the Corporation's mission and disciplines set by the Doral City Council.

SECTION 2. GIFTS/GRANTS

The Board may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE VII - INDEMNIFICATION

The Corporation hereby indemnifies any and all of its Directors and Officers, and former Directors and Officers, against expenses actually and necessarily incurred by them or any one or group of them in connection with the defense of any action, suit or proceeding in which they or any of them are made parties, or a party, by reason of being or having been Directors, Trustee or Officers of the Corporation except in relation to matters as to which such Director or Officer, or former Director or Officer shall be adjudged in such action, suit or proceeding to be liable for gross negligence, willful misconduct or breach of his or her fiduciary duty to the Corporation or its members in the performance of his/her or their responsibilities, and to such matters as shall be settled by agreement predicated on the existence of such liability. The Corporation shall provide Directors and Officers liability insurance to the Board of Directors and Officers of the

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

ARTICLE VIII - LIMITATION ON EXPENDITURES

In no event shall the Directors or Officers of the Corporation make any expenditures or engage in any activity inconsistent with the corporation's status as a corporation exempt from federal income taxation under 501(c)(3) of the Internal Revenue Code of 1986, as amended, or as a corporation, contributions to which are deductible under the Internal Revenue Code of 1986.

ARTICLE IX - CODE OF ETHICS

SECTION 1. CODE OF ETHICS

It is imperative to the success of the Corporation to be fully informed and have responsive and reasonable officers and members of the Board of Directors. To accomplish this, the officers and members of the Board shall conduct themselves at all times in the best interest of the Corporation. In this regard, each officer and Board member shall abide by the following "Code of Ethics."

SECTION 2. PROCEDURES

- Officers and Board members shall put forth their best effort to attend all meetings and constructively participate in the same.
- Officers and Board members shall exercise good judgment in the control and use of confidential information that may from time to time come into their possession.
- No officer or director shall use confidential information gained by reason of being an officer or member of the Board of Directors for personal gain to the detriment of the Corporation.
- Each officer and Board member shall serve as a public relations agent for the Corporation and shall work diligently and properly to promote its goals and objectives while keeping abreast with its overall progress, plans and programs.

- The Corporation will make no loans to any of its officers or Board members.
- Members of the immediate family of an officer or Board member shall not serve as a paid employee of the Corporation.

ARTICLE X - CONFLICTS OF INTEREST

The purpose of the Conflicts of Interest policy is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

SECTION I. DEFINITIONS

- a. Interested person - any director, officer or member of a committee with governing Board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
- b. Financial interest - a person has a financial interest if the person has, directly or indirectly, through business, investment or family:
 - i. An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement;
 - ii. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction arrangement; or
 - iii. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under definitions, a

person who has a financial interest may have a conflict of interest only if the Board of directors or committee decides that a conflict of interest exists.

SECTION 2. PROCEDURES

- a. Duty to Disclose: In connection with any actual or possible Conflicts of Interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of the committees with governing Board delegated powers considering the proposed transaction or arrangement.
- b. Determining whether a conflict of interest exists: After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board or committee meeting while the determination of a conflict is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.

SECTION 3. PROCEDURES FOR ADDRESSING THE CONFLICTS OF INTEREST

- a. An interested person may make a presentation at the Board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of and the vote on the transaction or arrangement involving the possible conflict of interest.
- b. The Board Chair or committee chair shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the Board of the Corporation or the committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board or committee shall determine by a majority of vote of the disinterested directors whether the transaction or arrangement is in

the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

SECTION 4. VIOLATIONS OF THE CONFLICTS OF INTEREST POLICY

- a. If the Board of Directors or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board of directors or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

SECTION 5. RECORDS OF PROCEEDINGS

- a. The minutes of the Board and all committees with Board delegated powers shall contain:
 - i. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present and the Board's or committee's decision as to whether a conflict of interest in fact existed.
 - ii. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings. These minutes will be kept with the minutes of the meetings held in that fiscal year for a period of three (3) years. All Board members and officers shall sign that they have read and understand the Code

of Ethics and the Conflicts of Interest statement at the Corporation's annual meeting.
They shall receive copies of both for personal files at the Board's annual meeting.

ARTICLE XI – BOOKS, RECORDS, AND REPORTS

11.1 Books and Records. In compliance with Section 617.1601 of Florida Statutes, as amended, or any Successor thereto, the Corporation shall keep as permanent records correct and complete books and records of accounts and shall keep minutes of the proceedings of the Board of Directors and committees possessing the authority of the Board of Directors. All books and records of the Corporation shall be kept in written form or in another form capable of conversion into written form or in another capable conversion into written for within a reasonable amount of time.

11.2 Annual Reports. The Corporation shall file its Federal Internal Revenue Service Return of Organization Exempt from Income Tax form (Form 990), its annual audited financial statements and all other required forms with the appropriate governmental agency in a timely manner.

11.3 Financial Audit. The Corporation shall provide for an annual financial audit, which shall include at a minimum an independent audit of financial statements, conducted by an independent certified public accountant in accordance with Florida law. The audit report, including management letter, shall be submitted to the City of Doral's Mayor and Council for review and certification of compliance.

11.4 Use of City Resources. The Corporation shall annually report to the City of Doral's Mayor and City Council its anticipated and actual use of City resources, including personnel, facilities, and services.

ARTICLE XII - NONDISCRIMINATION POLICY

The Corporation follows an equal opportunity policy and selects Board Members without regard to race, creed, color, ethnicity, national origin, religion, sex, sexual orientation, age, physical ability, veteran status, military obligations and marital status. This policy applies to Board Members, Corporation employees, outside vendors, members, sponsors, consultants and dealings with citizens of City of Doral.

ARTICLE XIII - MISCELLANEOUS

SECTION 1. FISCAL YEAR

The fiscal year of the Corporation shall be October 1st to September 30th.

SECTION 2. CONFLICT BETWEEN BYLAWS AND ARTICLES OF INCORPORATION

In the event of conflict between the terms of these Bylaws and the Articles of Incorporation, the Bylaws shall prevail.

SECTION 3. INTERPRETATION OF BYLAWS

The Board of Directors shall have the corporate power to generally do everything permitted by not-for-profit corporations by law, statute, its Articles of Incorporation and these Bylaws, and to determine the interpretation or construction of these Bylaws, or any parts thereof, which may be in conflict or of doubtful meaning and their decision, shall be final and conclusive.

SECTION 4. ATTORNEY'S FEES

In the event of any litigation or other form of dispute resolution between the Corporation and any of its members, the prevailing party shall be entitled to recover all of its costs and expenses, including reasonable attorneys' fees and costs in all courts, from the non-prevailing party.

SECTION 5. REGISTERED AGENT

The Registered Agent of the initial corporation for purposes of service of legal process is the City of Doral City Attorney.

ARTICLE XIV - AMENDMENTS TO BYLAWS

If the board wishes to propose amendments to these Bylaws, it must be approved by the Doral City Council and passed by a 3/5 vote.

CERTIFICATE OF ADOPTION OF AMENDED BYLAWS

I do hereby certify that the above stated Amended Bylaws of PARKS & POLICE 4 KIDS, INC. were approved by the PARKS & POLICE 4 KIDS, INC. board of directors on this 18 day of February, 2026 and were subsequently approved by the Doral City Council on this _____ day of _____, 20____.

MAYOR CHRISTI FRAGA

CHAIR

CONNIE DIAZ, CITY CLERK

SECRETARY