



# ***SISTER CITIES ASSOCIATION OF SARASOTA, INC.***

## **BYLAWS**

### **ARTICLE I: NAME**

The name of the corporation shall be Sister Cities Association of Sarasota, Inc., hereinafter referred to as SCAS.

### **ARTICLE II: MISSION**

The mission of Sister Cities Association of Sarasota, Inc. (SCAS) is to foster relationships between citizens of Sarasota and international cities by creating exchanges in areas of the arts, education, tourism, business, sports, civic activities, and government. SCAS's objective is to develop respect, understanding and cooperation through citizen diplomacy.

### **ARTICLE III: SISTER CITY AFFILIATION**

SCAS is a member of Sister Cities International and abides by the standards, goals and principles of Sister Cities International.

### **ARTICLE IV: GENERAL MEMBERSHIP**

Section 1: "Members" as used in this article refers to general members.

Section 2: All persons with an interest in the purposes of this Corporation are eligible for general membership in this Corporation. Membership shall be obtained by an eligible applicant executing a membership application form approved by the Board of Directors and by payment of annual dues which shall be determined, from time to time, by the Board of Directors. Failure to pay dues when due shall result in the termination of membership in SCAS.

Section 3: An annual meeting of the general members of SCAS shall be held prior to June 1 of each year. Written notice of such annual meeting will be by made electronically to general members at least seven (7) days prior to such meeting.

Section 4: At any meeting of the general membership, a member shall be entitled to one vote.

Section 5: Absentee ballots or written proxies shall not be allowed.

Section 6: A quorum for the transaction of business by the general membership shall be a minimum of twenty (20) members. The membership present at any meeting with less than a quorum may adjourn the meeting to a future date.

Section 7: A vote is required to transact business. When a quorum is present at any meeting, a majority of the general members present in person shall decide any question brought before the meeting.

Section 8: Minutes of all meetings of the members shall be kept in a business-like manner and available for inspection by members at all reasonable times and in accordance with legal requirements for SCAS records of non-profit corporations. Minutes of SCAS shall be retained for a period of not less than five (5) years.

#### **ARTICLE V: HONORARY AND ALLIANCE MEMBERS**

Section 1: In accordance with the contract between SCAS and the City of Sarasota the Mayor and members of the Sarasota City Commission shall be Honorary Members of SCAS, and may serve ex-officio.

Section 2: Honorary Members may be added by nomination of the Executive Committee and approved by a majority vote of the Board of Directors. Honorary Members appointed in this manner shall maintain said status at the discretion of the Board of Directors.

Section 3: No more than ten percent (10%) of the total membership of SCAS shall be Honorary Members.

Section 4: Alliance Members may be nominated by one or more members of the Board of Directors in accordance with current Policies and Procedures and approved by a majority vote of the SCAS Board of Directors. Alliance Members are individuals or organizations with whom SCAS is involved through joint projects or affiliations aimed at promoting the mission of SCAS and its goals and objectives. Alliance Members shall not be required to pay dues and shall serve at the discretion of the Board of Directors.

Section 5: Honorary Members and Alliance members shall not be required to pay dues.

#### **ARTICLE VI: BOARD OF DIRECTORS, ADMINISTRATION AND MANAGEMENT OF THE CORPORATION.**

Section 1: All members of the board shall be members in good standing of SCAS.

Section 2: The business of SCAS shall be conducted and managed by the Board of Directors.

Section 3: There shall be no more than twenty-five (25) Directors.

Section 4: The administration and management of SCAS shall be vested in the Board of Directors and its Officers. SCAS shall maintain such accounts and records as are necessary and prudent in accordance with good business standards. SCAS, through its Officers and Directors, shall have the same powers, authorities and responsibilities as are vested in the Officers and Directors of a non-profit corporation under the laws of the State of Florida and the U.S. Internal Revenue Code.

Section 5: An annual organizational meeting of the Board of Directors shall be held within 45 days following election by the general membership at its annual meeting.

Section 6: Special meetings of the Board of Directors shall be held at such times and places in Sarasota, Florida as determined by the Directors.

Section 7: Written notice of all annual, special or regular meetings of the Board of Directors shall be sent at least seven (7) days prior to such meeting.

Section 8: For the transaction of business at any annual, special or regular meeting a majority of the Board of Directors shall be necessary to constitute a quorum. The act of a majority of the Directors present at any such meeting shall be the act of the Board of Directors. In the case of an email vote, a quorum of ballots must be returned. (See Addendum #3 *Organizational Management and Forms: "Procedures for Conducting Meetings and Voting by Email"*.)

Section 9: The Board of Directors shall elect the Officers of SCAS who shall serve without compensation. Such election may be held at the annual organizational meeting of the Board of Directors as prescribed in Section 4 of this article. An Officer may be removed at any time by a two-thirds vote of the Board of Directors.

Section 10: Vacancies in the Board of Directors shall be filled by vote of the remaining members of the Board at any regular or special meeting. At least seven (7) days prior to voting on any nominee to fill a vacancy, members of the Board of Directors shall receive an appropriate resume and background information for each nominee presented, in accordance with the nomination procedures prescribed in Article VIII.2.

Section 11: To each annual meeting of the general membership, the Directors or the President shall present a report of the business transacted during the preceding year together with a report of the general financial condition of SCAS .

Section 12: A Director elected for the first time shall serve an initial term of two years. Exemptions are those elected to fill a vacant position (Article VI Section 9) in which case the election shall be for the remainder of the unexpired term. Reelection of an existing or former Director shall be for a term of one year.

Section 13: In performance of their duties and responsibilities, Officers and Directors shall be guided by the current Addendum to these bylaws "Duties and Responsibilities of Officers, Members of the Board of Directors, and Standing Committees".

Section 14: SCAS funds shall be deposited in such bank or banks as the Board of Directors may from time to time direct, and the withdrawal of such funds shall be by such person or persons as the Board of Directors may direct.

Section 15: The Board of Directors may provide special insurance for any Officer or Director of SCAS as deemed appropriate and approved by the Board of Directors.

Section 16: The Board of Directors may engage agents or parties as it deems necessary to assist in the administration and management of SCAS.

Section 17: The fiscal year of SCAS shall be October 1st through September 30th.

## **ARTICLE VII: OFFICERS**

Section 1: President, Secretary and Treasurer shall serve as Officers of SCAS. They shall be nominated by the Board of Directors and shall hold their offices from year to year and may be elected or re-elected at the annual Membership meeting. Officers shall serve at the pleasure of the Board and shall serve without compensation.

Section 2: The President or another Officer of the Board shall preside at all meetings of the Board of Directors and SCAS events. The President shall have general supervision over the affairs of SCAS and over other Officers and Directors of the Board. In the President's absence these duties shall be performed by the Immediate Past President or another Officer of the Board in accordance with the Addendum to these bylaws "Duties and Responsibilities of Officers, Members of the Board of Directors, and Standing Committees".

Section 3: The Secretary shall attend and keep the minutes of all meetings in accordance with legal requirements governing non-profit organizations under the laws of the State of Florida. The Secretary shall have charge of the corporate records and papers and shall perform all other duties normally incident to such office. In the absence or disability of the Secretary, the duties may be performed as designated by the President.

Section 4: The Treasurer shall have the custody of the funds of SCAS and shall keep regular books and accounts, together with vouchers, receipts, records and other papers normally incident to such office and in accordance with the legal requirements and procedures recommended for non-profit organizations. In the case of the absence or disability of the Treasurer, the duties may be performed as designated by the President. A background check shall be conducted prior to the election of the Treasurer and shall be made available to the Board of Directors prior to their vote for or against election.

Section 5: All unbudgeted expenses in an amount exceeding Five Hundred Dollars (\$500.00) shall be pre-approved by the Board.

Section 6: Each of the Officers above described shall, in addition to the powers and duties conferred upon them herein, have all the powers, authorities and responsibilities as are designated to Officers of a corporation not-for-profit under the laws of the State of Florida.

## **ARTICLE VIII: COMMITTEES**

There shall be standing committees and may be other committees appointed, as necessary. The President shall create all standing and ad hoc committees. The President shall serve as an ex-officio member of each committee.

Section 1: Executive Committee. An Executive Committee may carry out the policies of the Board of Directors between meetings. All action taken shall be reported to the Board of Directors in a timely fashion. The Committee shall consist of all current Officers and the Immediate Past President. One-half of the members of the Executive Committee shall constitute a quorum.

Section 2: Nominating Committee. A Nominating Committee shall consist of a minimum of three members, including at least one City Director. A Nominating Committee shall recommend a slate of

Officers and Directors for election at each annual meeting of the general membership and shall receive nominations and recommend persons to fill vacancies on the Board of Directors in accordance with the Addendum to these bylaws “Duties and Responsibilities of Officers, Members of the Board of Directors, and Standing Committees”

Section 3: Financial Oversight Committee. A Financial Oversight Committee (FOC) shall consist of a minimum of three SCAS members, one of whom shall be a member of the Board of Directors. The FOC shall assure that the Treasurer prepares monthly financial reports in accordance with accounting principles generally accepted in the U.S. (USA GAAP), and shall maintain internal controls necessary for preparing and presenting financial statements free from material misstatement, in accordance with the Addendum to these bylaws “Duties and Responsibilities of Officers, Members of the Board of Directors, and Standing Committees.

Section 4: Bylaws and Policy Review Committee. A Bylaws and Policy Review Committee shall consist of a minimum of three members of the Board of Directors, including at least one Officer, one City Director, and one Vice President. The Committee shall meet at least once annually to review the bylaws and policies and recommend to the Board needed corrections, revisions, amendments, or additions, in accordance with the Addendum to these bylaws “Duties and Responsibilities of Officers, Members of the Board of Directors, and Standing Committees”.

#### **ARTICLE IX: ACCOUNTING AND AVAILABILITY OF RECORDS TO MEMBERS**

The Corporation shall maintain accounting records according to good accounting practices which shall be open to inspection by all Board members at reasonable times, and shall be maintained in accordance with all legal regulations governing the operation of non-profit corporations in the State of Florida.

#### **ARTICLE X: REQUIREMENTS FOR OFFICERS AND DIRECTORS**

All Officers and Directors of SCAS must be general members of SCAS (See Article IV)

#### **ARTICLE XI: IMMUNITY FROM CIVIL LIABILITY**

Section 1: The provisions of Florida Statutes §617.0834 and any amendments thereto providing for immunity of Officers and Directors of SCAS from civil liability under certain circumstances shall apply to SCAS.

Section 2: An Officer or Director shall not be liable for any action as such Officer or Director or for failure to take any action so long as he or she performs the duties of the office in compliance with these Bylaws and the charter of SCAS.

#### **ARTICLE XII: AMENDMENT OF BYLAWS**

The Bylaws of SCAS may be amended at any Board meeting by the approval of two-thirds majority vote of the full Board of Directors. Written notice of any proposed amendment(s) shall be given to all members of the Board at least seven (7) days prior to presentation for adoption.

**ARTICLE XIII: TAX EXEMPT CORPORATION**

Section 1: The purposes for which SCAS is organized are within the meaning of IRC 501(c)(3).

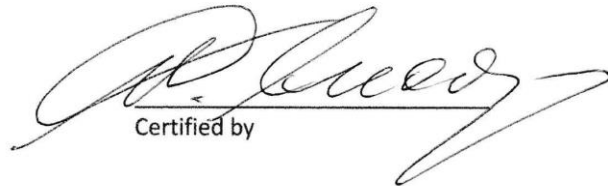
Section 2: Notwithstanding any other provision of these articles, this corporation shall not engage in any activity other than those authorized under IRC 501 (c) (3).

Section 3: In the event of dissolution, the residual assets of SCAS will be turned over to one or more corporations which themselves are exempt as corporations described in Sections 501(c)(3) and 170(c)(2) of the Code or corresponding sections of any prior or future Internal Revenue Code, or to the federal, state or local government for exclusive public purpose.

Section 4: It is the intention of this Corporation to maintain its tax exempt status. No part of SCASs earnings or property shall inure to any general member or Director. Any provisions of the Bylaws that would cause SCAS to fail to qualify for such tax exempt status shall be null and void and shall yield to the overriding intention as herein expressed.

The above Bylaws of Sister Cities Association of Sarasota, Inc., as amended, were approved by the Board of Directors on January 25,2017.

02/22/2017  
Date

  
Certified by