



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

### **BYLAWS: ADDENDUM #1**

#### **Duties and Responsibilities of Officers, Members of the Board of Directors, and Standing Committees**

##### **All voting Board Members**

- Elected by the General Membership at its annual meeting for one-year renewable terms of office; (except for Youth Ambassador).
- Assume office at the first regular Board of Directors meeting following their election at the annual meeting of the General Membership.
- Responsible for submitting articles about specific city interests and events for publication on SCAS web and social media sites, the SCAS newsletter, and for general media distribution.
- Follow money handling procedures established by SCAS Treasurer.
- Attend Board meetings regularly.
- Voting Board members who are absent from three consecutive regular Board meetings without being excused by the President shall be considered inactive, and their position vacant and opened to nominations.
- Responsible for maintaining their copy of *Board Members Handbook* with appropriate updates, reports and records relative to their position.

##### **Officers of the Board**

(President, Immediate Past-President, Secretary, Treasurer)

- Serve as Officers of SCAS in accordance with State of Florida incorporation requirements for non-profit corporations.
- Serve as the Executive Committee of the Board of Directors.
- Attend Board meetings regularly.
- Report to the Board regularly in regard to their areas of responsibility.
- Preside as needed at meetings and at events.

##### **Vice Presidents**

- Report regularly to the Board in regard to their areas of responsibility including events or special projects under their supervision.
- Responsible for identifying and nurturing relationships between SCAS and community leaders, institutions, and organizations in sectors of the Sarasota community and promoting partnership opportunities, as appropriate to their office.
- Work within their specific areas of responsibility with City Directors (CDs)
  - as liaisons between City Directors and sectors of the Sarasota community
  - to identify opportunities and resources for projects, exchanges, and collaborations
  - to advise and assist in designing, implementing, and evaluating SCAS projects
- Responsible for assisting in SCAS Board-approved projects and special initiatives as appropriate to their office.
- Submit an annual report to the Board of Directors regarding their area of responsibility.

## OFFICERS OF THE BOARD

### President

- Serves as Chair of the Board of Directors.
- Responsible for the general supervision of the affairs of SCAS and its other Officers.
- Signatory of all official documents and communications of the Association.
- Responsible for submitting a report to SCAS of the business transacted during the past year at the annual general meeting (AGM) of the membership, together with a report of the general financial condition of SCAS.
- Entitled in an emergency to authorize expenditures not to exceed Five Hundred Dollars (\$500.00) on any single item without approval of the Board of Directors.
- Ensures that money handling procedures approved by the Board of Directors are followed,
- Duties include:
  1. Preparing and disseminating agendas for all meetings of the Board of Directors;
  2. Presiding at all meetings of the Board of Directors;
  3. If unable to preside due to absence or disability, ensuring that these duties are performed by a Vice President, the Secretary, or the Treasurer;
  4. Preparing and submitting annual Corporate reports required by the State of Florida (Department of State) and City of Sarasota;
  5. Providing leadership to the Board of Directors, who sets policy and to whom the President is accountable;
  6. Holding an annual strategic planning meeting;
  7. Appointing committees;
  8. Serving ex officio as a member of committees and attending their meetings when appropriate.

### Secretary

- Responsible for maintaining and storing the corporate records and papers of SCAS.
- Duties include:
  1. Attending and keeping the minutes of all Board meetings and general and special meetings;
  2. Ascertaining and announcing the presence of a quorum at the beginning of meetings;
  3. Distributing minutes, reports, and other appropriate business items to Board members on a timely basis;
  4. Devising and maintaining an indexing method to record all Resolutions of the Board for easy reference and retrieval;
  5. In an anticipated absence, appointing another member of the Board of Directors to record and submit minutes;
  6. Being sufficiently familiar with rules of order, by-laws and procedures to note their applicability during meetings.

### Treasurer

- Establishes money handling procedures to be approved and followed by all board members.
- Works with the Vice President for Membership and Director of Events to maintain coordinated records of payments for dues and events.
- Duties include:
  1. Keeping regular books and accounts in accordance with accounting principles generally accepted in the U.S. (GAAP USA), together with vouchers, receipts, records and other papers normally incident to this office, and making these records available to the Board or their authorized representatives at reasonable times;

2. Ensuring that checks in an amount exceeding Five Hundred Dollars (\$500.00) have written approval of the President;
3. Providing timely reports on the financial status of SCAS to the Board of Directors;
4. With input from the Board, developing an annual budget for SCAS, and monitoring its status throughout the fiscal year;
5. Preparing documentation necessary for submitting annual Federal Income Tax forms, plus fulfilling reporting requirements for State of Florida Corporate, Sales Tax Exemption, Florida Department of Agriculture (CH form), etc.;
6. Working with the Financial Oversight Committee;
7. Submitting an annual report to the Board of Directors.

#### **Immediate Past President**

- Acts in an advisory capacity to the President and the Board.
- Assumes duties of the President in the President's absence.

### **VICE PRESIDENTS, CITY DIRECTORS, AND YOUTH AMBASSADOR**

#### **Vice President – Business & Economic Development**

- Responsible for identifying and nurturing relationships between SCAS and community leaders, institutions, and organizations in the various business and economic sectors of the Sarasota community and promoting partnership opportunities.
- Responsible for planning and implementing SCAS Board-approved projects and special initiatives in the areas of business and economic development.
- Duties include:
  1. Keeping informed about the business climate of the Sarasota community with special emphasis on identifying partnership opportunities for individual sister cities and for SCAS;
  2. Working with City Directors to Identify and develop opportunities for making business leaders aware of possibilities for value-added relationships with SCAS and its member sister cities;
  3. Working with City Directors to strengthen people-to-people relations between sister cities, through involvement of Sarasota area businesses and those in our sister cities;
  4. Submitting an annual report to the Board of Directors

#### **Vice President – Cities & Candidate Cities**

- Responsible for acting as liaison between the City Directors (CDs) and the remainder of the Board.
- Oversees the process of evaluating prospective candidate cities to ensure that Board-approved criteria for selection are adhered to.
- Assists prospective sister cities to appreciate the obligations of both candidate and full-status sister cities.
- Makes recommendations to the Executive committee and the Board with regard to the admissibility of applicant sister cities.
- Duties include:
  1. Chairing regular CD meetings. circulating summaries of the meetings to the CDs, and reporting relevant information and concerns at regular Board meetings;
  2. Coordinating activities among CDs;
  3. Helping CDs to identify resources within and outside of the organization;
  4. Facilitating communications between CDs and Vice Presidents responsible for various domains of sister city exchanges;

5. Advising CDs in developing and managing individual city committees;
6. Assuring that adequate and accessible records and histories of sister city exchanges are maintained and reported annually to the Board;
7. Assisting CDs in evaluating their participation in SCAS projects and events in regard to goals, resource expenditures, and benefits relative to Sister City relations and to the SCAS mission;
8. Submitting an annual budget projection to the Treasurer based on anticipated needs of CDs during the coming fiscal year;
9. Submitting an annual report to the Board of Directors.

#### **Vice President – Public Relations / Communications**

- Responsible for developing and implementing SCAS’s public relations and communications plan.
- Duties include:
  1. Ensuring that SCAS’s message to the community is clear, consistent, and effectively communicated;
  2. Working with Vice Presidents, City Directors, and other Board members to identify opportunities for public visibility for SCAS and its projects in print, electronic and social media;
  3. Working with Vice Presidents, City Directors and Board members to plan the design and content of a SCAS marketing and communication package;
  4. Acting in an advisory and oversight capacity for the SCAS newsletter, its design, writing, and production;
  5. Acting in an advisory and oversight capacity for the SCAS Web site, its development, content, and maintenance;
  6. Ensuring that an effective communications plan is in place in regard to regular and special events;
  7. Responsible for submitting of articles about specific city interests and events for publication on SCAS web and social media sites, in the SCAS newsletter, and for general media distribution;
  8. Submitting an annual report to the Board of Directors.

#### **Vice President – Arts and Culture**

- Responsible for identifying and nurturing relationships between SCAS and community leaders, institutions, and organizations in the various arts/cultural sectors of the community (museums, galleries, art schools, theatre, film, the Arts Council, and others as appropriate), and promoting partnership opportunities.
- Responsible for planning and implementing SCAS Board-approved projects and special initiatives in the areas of arts and culture.
- Duties include:
  1. Analyzing and recommending possible collaborative projects to the CITY DIRECTORS for their consideration, including the budgetary implications of such projects;
  2. Conveying to community leaders in the various art s/cultural areas both the expressed individual and collective interests of City Directors in regard to possible collaborative projects;
  3. Facilitating negotiations and approvals for proposals / agreements for collaborative projects;
  4. Assisting in evaluating approved projects in conformance with the criteria of the community partner and any involved granting or funding agencies;
  5. Acting in an advisory and oversight capacity for the City Directors and event chairs where relevant and appropriate;
  6. Working with the Vice Presidents for Communication and Membership in creating and implementing marketing and communications plans;
  7. Submitting an annual report to the Board of Directors.

### **Vice President - Education**

- Responsible for maintaining regular contacts with community educational institutions and resources in order to identify opportunities for collaboration with one or more of our sister cities.
- Responsible for planning and implementing SCAS Board-approved projects and special initiatives in the area of education.
- May appoint Committee chairs for K-12 and Higher Education with Presidential approval.
- Oversees planning, monitoring, and implementation of SCAS educational projects to ensure that:
  1. Project objectives have been clearly defined;
  2. A sound budget has been developed and sources of financing identified;
  3. Assists the Vice Presidents for Communications and Membership in creating and implementing event marketing and communications plans. .
- In relation to the Community Youth Department (CYD)
  1. Acts in an advisory capacity to CYD and to its Youth Ambassador Board member;
  2. Arranges for SCAS representation at CYD training and special events with Youth Ambassador.
- Duties include:
  1. Analyzing and recommending possible collaborative projects to the City Directors for their consideration, including the budgetary implications of such projects;
  2. Conveying to community leaders in the various educational arenas both the expressed individual and collective interests of City Directors in regard to possible collaborative projects;
  3. Assisting in evaluating approved projects in conformance with the criteria of the community partner and any involved granting or funding agencies;
  4. Facilitating negotiation, approval, and funding for proposals / agreements for collaborative projects;
  5. Acting in an advisory, resource, and oversight capacity for City Directors and event chairs where relevant and appropriate;
  6. Submitting an annual report to the Board of Directors including evaluation and recommendations regarding the Youth Ambassador.

### **Vice President – Fund Raising**

- Responsible for developing an active program to obtain donations and grants to assist SCAS in meeting established goals and unfunded initiatives.
- Acts as a resource and advisor to identify possible sources for donation or grant support for City Directors who plan unfunded events and have established defensible budget requirements.
- Acts as an advisor for the annual One-World fundraising event.
- With Presidential approval, appoints and works with Grant Writer as needed.
- Coordinates with the Treasurer to maintain an SCAS file of documents required for grant submissions.
- Works with the Vice Presidents for Communication and Membership in creating and implementing marketing and communications plans.
- Submits an annual report to the Board of Directors.

### **Vice President – Membership**

- Responsible for working with the Treasurer and Director of Events to maintaining current databases for SCAS membership and Alliance membership, including electronic and non-electronic contact information and records of current membership status.

- Responsible for working with the Treasurer to maintain a payment system for member dues and renewals.
- Responsible for developing and implementing SCAS membership promotion program.
- Responsible for reviewing and evaluating written Alliance membership nominations.
- Works with the Vice President for Communications to assure accuracy, consistency, and timeliness in messages to the Sarasota community.
- Duties include:
  1. Creating welcome letter and handbook to be provided electronically or by mail to new members. Solicits interests of new members as a follow-up;
  2. Notifying board members, including City Directors, of names, interests, and self-identified foreign language skills of all new members;
  3. Notifying members of renewal dates and payment procedures;
  4. Acting in an advisory capacity for special events and membership promotion;
  5. Submitting an annual report to the Board of Directors.

### **Vice President - Sports**

- Responsible for identifying and exploring opportunities for collaborative and/or exchange sports projects with one or more of our sister cities.
- Responsible for planning and implementing SCAS Board-approved projects and special initiatives in area of sports events and exchanges.
- Duties include:
  1. Identifying and recommending to the City Directors opportunities for individual and team sport projects and exchanges between Sarasota and our sister cities;
  2. Working with the City Directors to develop logistics, budgets, timeframes, resources, etc., for proposals and projects;
  3. Assisting in evaluating approved projects in conformance with the criteria of the community partner and any involved granting or funding agencies;
  4. Serving as a resource for City Directors regarding opportunities for sports exchanges;
  5. Attending meetings as a member of Sports Association of Sarasota (SAS);
  6. Works with the Vice Presidents for Communication and Membership in creating and implementing marketing and communications plans;
  7. Submits an annual report to the Board of Directors.

### **City Directors**

- Report to the Vice President, Cities & Candidate Cities.
- Are voting members of the Board of Directors.
- Responsible for managing and enhancing the relationship between SCAS and the individual sister city.
- Portfolio of other responsibilities includes:
  1. Maintaining verbal, electronic, and written communications with the individual sister city;
  2. Chairing a sister city committee consisting of members of SCAS and Alliance; organizations;
  3. Identifying opportunities for collaboration, projects, and exchanges between SCAS and the sister city, and/or among a group of sister cities;
  4. Bringing forward recommendations for projects suggested by the sister city;
  5. Facilitating periodic exchanges between the sister city and Sarasota;
  6. Developing and submitting to the Board for its prior approval complete proposals for projects, events, and exchanges supported by statements of goals, anticipated schedules, distribution of responsibilities, detailed budget estimates, and plans for funding;

7. Developing and submitting an annual budget plan to the Vice President for Cities and Candidate Cities;
8. Building awareness on the part of the Board and general membership regarding the special characteristics of the individual sister city through web presence, presentations, articles for publication, and use of our social media sites;
9. Submitting to the Board an annual report and evaluation of the individual sister city relationship. (See Addendum #2B, Internal Policies and Procedures)

#### **Youth Ambassador**

- Reports to the Vice President – Education.
- Appointed annually to be a member of the Executive Board by the County Youth Development organization.
- Responsible for representing the views and interest of youth on the Board of Directors.
- Responsible for submitting articles about youth interests and events for publication on SCAS web and social media sites, in the SCAS newsletter, and for general media distribution.
- Portfolio of responsibilities includes:
  1. Becoming knowledgeable about how not-for-profit Boards function;
  2. Bringing forward opportunities for SCAS involvement in youth initiatives;
  3. Carrying through on projects assigned by the Board, with the view to increasing awareness and expertise in aspects of not-for-profit management;
  4. Acting as project manager for use of SCAS social media outreach (e.g., Facebook & Twitter) to youth in the Sarasota area and our sister cities, in coordination with the Vice Presidents for Communications, Education, and Membership.

### **STANDING COMMITTEES OF THE BOARD**

#### **Executive Committee** (Bylaws Article VIII Section 1)

- Consists of all current Officers (President, Immediate Past President, Secretary, and Treasurer).
- Responsible for carrying out the policies of the Board of Directors between meetings.

#### **Nominating Committee** (Bylaws Article VIII. Section 2)

- Consists of a minimum of three members appointed by the President and including a member of the Executive Committee and at least one City Director.
- Recommends candidates to fill interim vacancies for elected members of the Board of Directors:
  1. Solicits and accepts nominations from Board members and the general membership;
  2. Meets with prospective candidates, provides them with copies of the organizational chart, Bylaws, Duties and Responsibilities, and Policies and Procedures;
  3. Invites the recommended candidate to attend a regular Board Meeting and/or a meeting of the City Directors as a guest;
  4. Distributes resume and relevant background information about the recommended candidate to voting members of the Board of Directors at least 7 days in advance of the meeting at which the nomination will be voted upon.
- Recommends a slate of candidates for election at the annual membership meeting for the Board of Directors, including City Directors.

#### **Financial Oversight Committee (Bylaws Article VIII. Section 3)**

- Consists of a minimum of three SCAS members appointed by the President, one of whom is also a voting Board Member.
- Assures that the Treasurer prepares monthly financial reports in accordance with generally accepted accounting principles (GAAP USA), including the design, implementation, and maintenance of internal controls relevant to preparing and presenting financial statements free from material misstatements, whether due to fraud or error.
- Ensures appropriate background investigations of candidates for Treasurer prior to their nomination for election.
- Responsible for recommending such adjustments, modifications, corrections, and changes to SCAS policies and procedures as are in the best fiscal and legal interests of the organization.

#### **By-Laws and Policy Review Committee (Bylaws Article VIII. Section 4)**

- Consists of a minimum of three members appointed by the President: at least two Officers and one City Director;
- Meets when needed but at least once per year;
- Reviews bylaws and policy documents annually to assure that they remain current, appropriate and consistent with SCAS practice, and in accordance with State of Florida requirements;
- Recommends to the Board needed corrections, revisions, amendments, or additions.
- Arranges for legal consultations when appropriate.
- Submits an annual review and revisions of the Bylaws to Board of Directors for approval.

### **NON-VOTING MEMBERS OF THE BOARD**

Non-voting appointments to the Board require Presidential approval. Non-voting Board positions have no fixed term and members serve at the pleasure of the President and the Board member(s) to whom they report.

#### **Assistant City Directors**

- Nominated by an individual City Director and approved by the President.
- Report to their City Directors.
- Responsible for assisting in managing the relationship between SCAS and the individual sister city.
- Duties include:
  1. Helping to maintain verbal, electronic, and written communications with the individual sister city;
  2. Assisting in chairing the sister city committee of volunteer members of SCAS and Alliance organizations;
  3. Helping to identify opportunities for collaboration between SCAS and the sister city;
  4. Assisting in facilitating periodic projects, events, and exchanges between the sister city and Sarasota;
  5. Helping to promote the sister city through presentations, articles in the newsletter, and other forms of communication;
  6. Assisting in the management of specific projects as assigned by the City Director.

#### **K – 12 Education Committee Chair**

- Nominated by the Vice President for Education and approved by the President.
- Reports to the Vice President for Education.



- Responsible for developing and nurturing contacts with leaders in the public elementary and secondary education sector, and with select private schools.
- Duties include:
  1. Meeting with leaders at the various levels of the K – 12 educational sector to identify opportunities for collaboration with one or more of our sister cities;
  2. Analyzing and recommending collaborative projects for consideration, including the budgetary implications of such projects;
  3. Facilitating and evaluating approved projects;
  4. Acting as an educational sector resource person to the City Directors.

#### **Higher-Education Committee Chair**

- Nominated by the Vice President for Education and approved by the President.
- Reports to the Vice President for Education.
- Responsible for developing and nurturing contacts with leaders and resources in the university and college sector.
- Duties include:
  1. Meeting with leaders of local colleges and universities to identify opportunities for collaboration with one or more of our sister cities;
  2. Analyzing and recommending collaborative projects for consideration, including the budgetary implications of such projects;
  3. Facilitating and evaluating approved projects;
  4. Acting as a higher education sector resource person to the City Directors.

#### **Director of Events**

- Appointed by the President and works collaboratively with Board member in charge of event, with the Treasurer, and with Vice Presidents for Membership and Communications.
- Responsible for overseeing the coordination of regular members' functions (e.g., luncheons, meet 'n' greets) and special events in collaboration with the Board member(s) in charge of the event programs.
- Makes recommendations to the Board regarding process and procedures as deemed necessary and appropriate.
- Oversight responsibilities include:
  1. Booking venues;
  2. Determining menus, in consultation with the Board member in charge of the event;
  3. Collecting money for and recording reservations in collaboration with the Treasurer;
  4. Creating name tags and place cards, as appropriate for each event;
  5. Coordinating volunteers to greet guests and check reservations.

#### **Publicity Director**

- Appointed by the President and works collaboratively with the Director of Events, the Vice Presidents for Membership and Communications, City Directors, and other Board members as needed.
- Reports to the Vice President for Communications.
- Responsible for proposing a general publicity plan and procedure, and maintaining a current directory of contacts for local media and their preferred formats and deadlines.
- Duties include:
  1. Preparing news releases and alerts for local newspapers and media affiliates about Sister Cities and its activities;

2. Inviting reporters and photographers to Sister Cities events and supplying contextual information;
3. Submitting news releases and alerts for inclusion in notifications originating from the City Manager's Office;
4. Working with CDs to prepare articles on Sister City related activities for SCAS Newsletters and Alliance Members' publications.

#### **Newsletter Editor**

- Nominated by the Vice President for Communication and approved by the President.
- Reports to the Vice President for Communications.
- Responsible for editing and overseeing the periodic production of the SCAS newsletter.
- Duties include:
  1. Creating a newsletter deadline schedule;
  2. Planning each newsletter and soliciting articles;
  3. Editing all copy and designing newsletter layout;
  4. Obtaining final approval from SCAS President or Vice President for Communication prior to publication;
  5. Overseeing the newsletter production and distribution process.

#### **Grant Writer**

- Nominated by the Vice President for Fund Raising and approved by the President.
- Reports to the Vice President for Fund Raising.
- Responsible for identifying funding opportunities for SCAS projects, writing proposals to obtain funds, and providing follow-up with funders.
- Duties include:
  1. Assisting City Directors in developing strategies for seeking grant-supported funding;
  2. Identifying appropriate funding sources for specific projects;
  3. Maintaining an SCAS file of documents required for grant submissions required by Guide Star, Florida Department of Agriculture (CH Forms) and Community Foundations;
  4. Ensuring that required documentation is submitted with grant proposals, including project budgets;
  5. Ensuring that all fiduciary, reporting, and recognition requirements are adhered to;
  6. Maintaining contact with relevant funding sources and promoting SCAS interests, per direction of the Vice President for Fund Raising.

#### **Parliamentarian**

- Appointed by the President.
- Serves in a non-voting advisory capacity; may be a member of the Board of Directors.
- Duties include:
  1. Familiarity with Robert's Rules of Order and their appropriate application to the conduct of SCAS meetings;
  2. Monitoring meetings and when appropriate advising on proper procedures for transacting business;
  3. Advisor to Bylaws and Policy Review Committee.

#### **Protocol Advisor**

- Reports to, and is appointed by the President.

- Responsible for ensuring that Board Members and others associated with SCAS are aware of practices for planned visitations and foreign delegations.
- Duties include:
  1. Familiarity with the Florida League of Cities International Relations Protocol book and other recognized protocol guidelines;
  2. Developing a list of appropriate official gifts for foreign dignitaries;
  3. Recommending appropriate gifts that reflect the seniority of the recipient vis á vis his or her subordinates for specific visitations and in-coming delegations;
  4. Developing and maintaining a gift log, to avoid duplications and inappropriate gifts.