

MINUTES OF THE SPECIAL MEETING OF THE MANASOTA LEAGUE OF CITIES, INC.,
HELD ON APRIL 30, 2015

MEMBERS PRESENT:

- | | | |
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| City of Bradenton | - | Councilman Patrick Roff, Secretary/Treasurer |
| City of Bradenton Beach | - | Mayor William "Bill" Shearon, Board Member
(Left meeting at 10:23am) |
| City of Holmes Beach | - | Commissioner Jean Peelen, Board Member |
| City of North Port | - | Commissioner Linda Yates, Board Member |
| City of Palmetto | - | Commissioner Brian Williams, Board Member |
| City of Sarasota | - | Mayor Willie Charles Shaw, Board Member
(Left meeting at 11:58am) |
| Sarasota County | - | Commissioner Carolyn Mason, Vice President |
| City of Venice | - | Councilman Kit McKeon, Board Member |
| Town of Longboat Key | - | Vice Mayor Jack Duncan, President (via telephone) |

ABSENT:

- | | | |
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| City of Anna Maria | - | Mayor Dan Murphy, Board Member |
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ALSO PRESENT:

- | | | |
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| Pamela M. Nadalini | - | Executive Director |
| Ex-Officio Member | - | Sandra Haas-Martens
(Left meeting at 10:23am) |

PRESIDING:

- | | |
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| - | Vice President Carolyn Mason |
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I. CALL TO ORDER

Vice President Mason called to order the April 30, 2015, Special Meeting of the ManaSota League of Cities (MSLC) at 9:30 a.m.

II. PLEDGE OF ALLEGIANCE

Vice President Mason led the Pledge of Allegiance.

III. APPROVAL OF MINUTES

None.

IV. SPECIAL PRESENTATIONS

None.

V. PUBLIC INPUT

Vice President Mason announced that President Duncan is participating via telephone, asked if there was anyone from the public who wishes to speak, and acknowledged Rae Dowling from Florida Power and Light along with Nicholas Azzara from Manatee County Government.

VI. REPORTS OR REMARKS OF ASSOCIATE MEMBERS AND EX-OFFICIO MEMBERS

None.

VII. REPORTS

1. President's Report

None

2. Vice President's Report

None

3. Treasurer's Report

None

4. Florida League of Cities' Board of Directors

None

5. Executive Director

None

6. Advocacy Report

None

VIII. UNFINISHED BUSINESS

1. Discussion Re: ManaSota League of Cities, Inc., Counties Membership and participation in the ManaSota League - Vice President Mason

Vice President Mason asked President Duncan to address the letter from the Sarasota County Board of County Commissioners concerning their membership and participation in the ManaSota League of Cities (MSLC).

In response to a question from President Duncan asking if Lynn Larson was in the audience, Vice President Mason stated she was not. President Duncan stated that he was elected by his Board to be the Mayor of Longboat Key; that he will continue to serve on the Board until the MSLC election; that Ms. Larson, who is currently his alternate, will serve as the Town of Longboat Key's representative for MSLC.

In response to a comment from Vice President Mason stating the current item on the table is concerning MSLC membership for both Manatee and Sarasota Counties, and asking whether there were any comments regarding that issue, President Duncan stated he did have several issues to go over and verified that everyone had a copy of the letter expressing the preference of the Sarasota County Board of County Commissioners to stay on as a Member with the MSLC; that the issue of membership for Manatee County will need to be discussed as there is a Charter member issue at the Florida League of Cities level; that Manatee County is currently a dues-paying Associate Member with no voting privileges; that today's decisions regarding changes to the By-Laws should be made with the thought that decisions will affect the long-term of the MSLC.

Vice President Mason stated the Board should begin discussion of the By-Laws.

Treasurer Roff stated that, according to the Florida State Guidelines, Charter Counties are the only ones allowed into the League of Cities and Sarasota is the only one out of 67 counties in the State of Florida with this designation; that there is a League of Counties that municipalities are not eligible to attend; that he believes a League of Cities is for cities.

Discussion ensued concerning membership eligibility of Manatee County, the difference in rules at the local level versus the Florida League of Cities level, whether both Sarasota and Manatee Counties should participate as Members with no ability to hold office, whether voting rights should be given to County Members, the benefit of exchange of information between the cities

and counties, Sarasota County's role in providing some municipal services, the advocating history of the MSLC and the lack of any discrepancies in position between cities and counties.

Member Williams read aloud an excerpt from Article I, Name and Purpose, Manasota League of Cities By-Laws, and stated that the organization's mission to promote the interests of the municipalities; that the counties are also here to promote the interests of municipalities; that the decision should be whether the counties should be members of MSLC, rather the issue is whether they should be allowed to be voting members and be permitted to hold office.

Vice President Mason expressed the concerns of the Sarasota County Board of County Commissioners and stated that great cities make great counties; that her Board respects the democratic process; that the decision regarding Sarasota County's membership is up to the MSLC.

Discussion ensued concerning the role of a non-voting member and the ability to attend meetings and speak during public comment, the inability of a non-voting member to make decisions, the function of the MSLC to serve as an advocacy group on issues of importance to municipalities, the importance of the changes to the MSLC By-Laws and how they will affect the organization for years to come, the idea that both counties should be treated the same.

Vice President Mason invited Nicholas Azzara, Manatee County Administrator's Office, to speak at the table and reminded the Board that the meeting was only scheduled and noticed for one hour.

Nicholas Azzara, Manatee County Administrator's Office, thanked the board for inviting him to the discussion and stated that the Manatee County Commissioners value the Manasota League; that Manatee County represents five and a half cities; that he personally likes the idea of the invite for the Counties to come to the voting table; that the Manatee County Commissioners value the municipalities; that if the Counties join, the cities will still have the super majority.

President Duncan suggested that the Board first vote on whether either county should be involved with the MSLC at all; second, whether they should be voting members; and third, whether they are able to hold office.

A motion was made by Member Shearon, and seconded by Member Peelen, to allow both Sarasota and Manatees Counties to be voting members, but not be eligible to hold office, which carried with a 7-2 vote, with Members Roff and Yates voting no.

Discussion ensued concerning the timeframe limitation on the noticed meeting, the Board's desire to review the By-Laws today, the consideration of an addition to the By-Laws to allow for electronic or telephone participation in the future which may be vetted through legal counsel.

2. Continued Discussion Re: Draft of By-Laws of the Manasota League of Cities, Inc. - Vice President Mason

In response to a question from Vice President Mason asking which members were interested in

completing the By-Laws today, consensus of the Board was noted.

A motion was made by Member Shaw, and seconded by Member Williams, to extend the meeting past 10:30 a.m., which carried unanimously.

Vice President Mason asked if there were any proposed changes to **Article I, Name and Purpose**, to which there were no changes noted.

In response to a question from Vice President Mason asking if there were any proposed changes to **Article II, Section 1: Membership**, Member Yates suggested clarity on the Board's status as either "Incorporated" or "Non-Incorporated" and to change title of Section 1: Membership to "Incorporated" or "Government" to have a distinction of the title of Membership; that clarity between a voting member and an associate member should be distinguished.

Vice President Mason asked for consensus to keep **Article II, Section 1: Membership** as-is, for which there was consensus to make no changes.

Member Shearon and Ex-Officio Member Haas-Martens left the meeting at 10:23 a.m.

Executive Director Nadalini reminded the Board that, in the future, the Board will adopt a Resolution and the various membership types can be listed in the Resolution.

President Duncan suggested that Section b., "Alternate Members," should state "appoint an elected official," removing "appoint an alternate member," to ensure that members are elected officials; that the language should read this way throughout the By-Laws, for which there was consensus of the Board.

Discussion ensued concerning use of the terms "Board Members" and "Board of Directors" which are interchangeable, the need for clarity of terminology throughout the document.

Vice President Mason asked if there were any proposed changes to **Article II, Section 2: Associate Member**, and no changes were noted.

In response to a question from Vice President Mason asking whether there were any proposed changes to **Article II, Section 3: Ex-Officio Member**, President Duncan suggested "Past Presidents" be removed in the first line and replaced with "Former Board Members."

Discussion ensued concerning the need for Ex-Officio Members, the experience level and institutional knowledge the Ex-Officio Members bring to the MSLC, Ex-Officio members are encouraged to attend meetings more frequently.

In response to a question from Member Yates asking if an Ex-Officio Member could be on the Board of Directors, Vice President Mason stated no, and Member Shaw added that they may sit on a Committee and do not pay dues.

Executive Director Nadalini stated Sandy Haas-Martens is a perfect example of an Ex-Officio

Member, who is very knowledgeable and active and who attends local meetings and Florida League of Cities Conferences on her own accord.

In response to a comment from Member Peelen stating she was under the impression that you had to be an elected official in order to attend Florida League of Cities Conferences, Vice President Mason stated no.

Vice President Mason stated that President Duncan's changes were noted and accepted regarding **Article II, Section 3: Ex-Officio Member.**

Vice President Mason asked if there were any proposed changes to **Article II, Section 4: Dues.**

In response to a comment from Member Yates suggesting "Annual dues shall be set by the MSLC," should be changed to "the Board of Directors," Vice President Mason stated that at the beginning of the document it should read that the "MSLC" is "the Board of Directors."

Discussion ensued concerning whether there is a need to establish a budget to set dues amounts, sub-section c. currently states dues will be billed in September, billing dates should be changed to August to allow time for the dues to be paid during the fiscal year for each city, dues should be considered delinquent if not paid by November 1 rather than December 1, members who pay timely will be considered to be in good standing.

In response to a suggestion from President Duncan suggesting members with dues not paid by December 1 be considered not in good standing and not have voting rights, Executive Director Nadalini commented that the ManaSota League is a smaller league in comparison to others; that she does not recommend penalizing members due to a municipality's bill processing time which is not necessarily the fault of the member; that strict practices may de incentivize members from participating in the future.

Vice President Mason stated that the billing month will be changed from September to August, and President Duncan's suggestion to restructure the sentence will be included.

Vice President Mason asked if there were any proposed changes to **Article III. Funds. Section 1: Funds.**

Member Yates commented that the language "other depositories in Manatee or Sarasota Counties as a majority vote of a meeting of the members may select," should be rewritten with more clarity, to which Vice President Mason agreed, and Treasurer Roff noted that his understanding of the statement is that all monies are to be kept in either Manatee or Sarasota County.

In response to a clarifying question from Member Williams asking whether the last sentence in the section referred to a Resolution being required to authorize the signatures or for funds being withdrawn, Executive Nadalini stated it refers to the signatures; that the Resolution to be adopted will specify who is authorized to sign on behalf of the ManaSota League of Cities.

Vice President Mason asked if there were any proposed changes to **Article IV. Board of**

Directors. Section 1: Board of Directors.

In response to a suggestion by Member Peelen to change the word “may” to “will” in the second sentence, Vice President Mason and President Duncan suggested “shall,” and President Duncan further suggested changing the phrase “consist of representatives of the cities, towns and counties, etc.” to “consist of Elected Officials representing each of the cities, towns and counties, etc.”

Vice President Mason noted that the changes will also include changing to word “will” to “shall” in the last sentence which begins “No city, town or county.”

Vice President Mason asked if there were any proposed changes to **Section 2. Duties.**

President Duncan suggested changing “The Board of Directors shall be the policy-making body of the MSLC” to “The Board of Directors shall be the policy-decision and policy-making body,” for which there was consensus to leave the sentence as it is currently written.

Vice President Mason asked if there were any proposed changes to **Article V. Officers.**

Member McKeon suggested “Secretary” be removed from Section 1.

Member Williams suggested the fourth sentence in **Section 2: Officers** be changed from “Each officer shall hold office until a successor shall have been elected and qualified” to “Each officer shall hold office until a qualified successor shall have been elected.”

Member McKeon suggested changing the second sentence from “Only elected officials of city, town and county members shall be eligible to be an officer” to “Only Elected Officials of cities and town members shall be eligible to be an officer.”

Vice President Mason asked if there were any proposed changes to sub-section **a. President.**

Member Williams suggested deleting “or counties” in the first sentence; that the second sentence should read “supervision over all the business and administrative affairs of the MSLC,” to include the word “administrative;” to which Vice President Mason suggested that beginning with the second sentence, the change should read as follows: “The President shall preside at all meetings of the MSLC and shall perform all duties incident to the office of President and other such duties as may be prescribed.”

President Duncan agreed with the changes suggested by Vice President Mason and further stated that the first sentence should be removed completely, for which consensus was noted to make the referenced changes.

Vice President Mason asked if there were any proposed changes to sub-section **b. Vice President.**

President Duncan suggested the last sentence “In the event that the office of the Presidency shall

be vacated, the Vice President shall become President for the unexpired term of the President” should read “In the event that the office of the Presidency is vacated a new President shall be elected by a majority of the Board at the next publicly scheduled Board meeting;” that a decision was previously made to determine a new officer through an election process at the next scheduled Board Meeting.

Discussion ensued concerning clarifying that the Vice President does not automatically become the President in the event of a vacancy, the newly elected individual will serve out the unexpired term of the President, duties may be assigned to the Vice President by the Board as well as the President.

Vice President Mason asked if there was a consensus with the stated changes, to which Board Members agreed.

Vice President Mason asked if there were any proposed changes to sub-section **c. Secretary.**, and noted that this section has been removed with the Board’s consensus.

Vice President Mason asked if there were any proposed changes to sub-section **d. Treasurer.**, to which Member Peelen suggested changing “fourth ranking officer” in the first sentence to “third ranking officer,” and Member McKeon suggested deleting “Secretary” at the end of the first sentence.

President Duncan stated that he would like to add a section under **Section 2: Officers**, “**e. Administrative Director;**” that the new sub-section would read, “The Board of Directors may retain an Administrative Director who shall serve at the pleasure of the Board of Directors, carry out the policies of the day-to-day duties of the MSLC. The Administrative Director shall have no voting rights and shall administrate Board policy only. In addition, the Administrative Director shall oversee the administrative operations of the business, represent the MSLC to the Florida League of Cities, the Board of County Commissioners, the Florida Legislature and shall generally serve as the MSLC Administrative Liaison. The Administrative Director shall sign contracts on behalf of the MSLC pursuant to approval of the MSLC Board of Directors. The Administrative Director shall perform such other duties as assigned and stated in the By-Laws and the Articles of Incorporation.”

In response to the comments from President Duncan, Vice President Mason stated that a more appropriate section to list the Administrative Director description is in Article VI. Administration. Section 1., to which President Duncan agreed.

Discussion ensued concerning a need to further review President Duncan’s suggested language in writing before the next meeting.

Vice President Mason asked if there were any proposed changes to **Section 3. Vacancies.**

Discussion ensued concerning the redundancy of the information in Section 3, the possibility of removing Section 3, including a sentence under **d. Treasurer.** concerning how a vacancy would be filled similar to the other officers.

Vice President Mason noted consensus to remove Section 3 and add the vacancy process for the Treasurer under **d. Treasurer.**

Vice President Mason asked if there were any proposed changes to **Article VI. Administration. Section 1.**

Discussion ensued concerning the potential addition of President Duncan's earlier comments for inclusion under this Article, the desire for President Duncan to email his proposed changes to the members, language concerning general counsel may also appear under this Article, the intent of the proposed Administrative Director is to replace the Executive Director, support services are currently provided to the MSLC, the current Executive Director is an employee of the City of Sarasota and not an employee of MSLC, the title "Executive Director" is consistent with other leagues, the desire to not have the duties of "Executive Director" conflict with those of "City Auditor and Clerk" for the current Executive Director.

Vice President Mason asked if there were any proposed changes to **Article VII. Meetings.,** to which Member Yates reminded the members that a decision was made in a previous By-Law discussion to not specify "Thursday" and the months calendar to accommodate unforeseen circumstances in scheduling, and Member Peelen suggested adding "." after year and retaining the last sentence.

Vice President Mason asked if there were any proposed changes to **a. Special Meetings,** to which Member Yates stated there should be a statement added regarding a Notice of Special Meeting, stating a notice shall be provided.

Vice President Mason asked if there were any proposed changes to **b. Quorum,** to which Member Williams stated the last part of the last sentence should read or in the President's absence "the next ranking officer," instead of "the Vice President."

Vice President Mason asked if there were any proposed changes to **c. Voting,** to which Member Shaw suggested removing "county" from the second sentence, and President Duncan suggested that the alternate must be an elected official.

In response to a question from President Duncan asking in the event the member and the alternate are unavailable during a meeting that voting will take place, does it mean that municipality will not be able to vote, Member Peelen stated that is correct and would apply to all meetings.

President Duncan disagreed with Member Peelen's comment and suggested that the municipality should not lose their opportunity to vote on a subject; that a third alternate should be able to attend and vote; that Executive Director Nadalini previously suggested that random representatives that may create a problem in the development of policies for the MSLC to maintain consistency; that it is not up to the League to choose the alternates, but up to the Municipality to choose the alternate.

In response to President Duncan's comments, Member Yates stated the City is a member of the League and should not lose voting rights.

In response to a comment by Member Peelen stating there are two members from each City and one should be able to attend in person or via telephone, President Duncan stated the municipality should choose someone who is an official elected person to attend and be a voting member if the two members are unavailable, and Member Yates stated that each municipality should be able to send any elected official in their absence to the meeting with the ability to vote.

Member Williams suggest that the second sentence is removed from c. Voting.

Executive Director Nadalini reminded the board that "proxy" was removed; that the only voting members will be the primary member and a designated alternate member; that those members would be knowledgeable concerning any deliberations for which a vote would be taken.

Member Peelen made a motion to remove the second sentence from c. Voting, seconded by Member Williams, which carried by a 7-1 vote, with President Duncan voting no.

Vice President Mason asked if there were any proposed changes to **d. Rules of Procedure.**

President Duncan suggested that Robert's Rules of Order should read "Robert's Rules of Order shall be used as a guide to the proceedings," for which a consensus was reached.

Vice President Mason asked if there were any proposed changes to **e. All meetings.**

Discussion ensued concerning the purpose of having the meetings open to the public, the Manasota League's choice as to whether meetings should be open to the public as the MSLC is a nonprofit organization.

Executive Director Nadalini suggested that the Board leave some flexibility in holding the meetings privately and publicly; that the Board is functioning as a governing body which conducts meetings publicly with notice and minutes being taken; that if an Executive Director or Support Staff is hired in the future, the Board may be able to function in a capacity outside of those parameters; that as an employee of the City of Sarasota, Executive Director Nadalini cannot do so; that the league may choose to conduct private meetings, as some similar leagues do.

Member Yates suggested the last sentence should read "as authorized by the Board of Directors," instead of "as authorized to the contrary by law," for which a consensus of the members was reached.

Vice President Mason asked if there were any proposed changes to **Article VIII. Legislative Matters.**

Member Williams suggested the second sentence, starting with "view of the MSLC before any person, the Legislature of Florida," should read "view of the MSLC before any person, the

Florida League of Cities, the Legislature of Florida,” for which a consensus of the members was reached.

Vice President Mason asked if there were any proposed changes to **Article IX. Amendment to By-Laws.**

President Duncan suggested the section read “By-Laws shall be adopted, amended, or rescinded by a super majority vote of the entire membership with previous notice” and to remove the rest of this sentence.

Executive Director Nadalini clarified that if there are ten members, then a super majority would require 8 members.

Member Shaw left the meeting at 11:58 a.m.

Member Yates suggested Executive Nadalini review the information discussed and reword that section; that the County will vote on the By-Laws, but will not hold office.

Vice President Mason commented that is correct and thanked the Board for their discussion on the By-Laws.

President Duncan also thanked the Board for their efforts towards the completion of the By-Laws.

IX. NEW BUSINESS

1. Approval Re: Travel Reimbursements for Treasurer Roff to attend the Legislative Action Days from March 16, 2015 to March 18, 2015 in Tallahassee - Executive Director Nadalini

Vice President Mason reviewed Travel Reimbursements for Treasurer Roff to attend the Legislative Action Days from March 16, 2015 to March 18, 2015 in Tallahassee.

Member McKeon made a motion to approve the request for travel reimbursement for Treasurer Roff, seconded by Member Yates.

Treasurer Roff stated the annual conference will not be covered by MSLC and that cities will be responsible for payment of their representatives; that lobbying travel will be paid by the MSLC for the Washington FLYIN with prior approval at a ManaSota League of Cities Meeting; that he was stuck at the airport for five hours, gave a \$15 tip to bus driver, \$5 on the way back; that he shorted himself \$44 and would like it noted he would like to be reimbursed for the difference, which is a revised total of \$860.31.

Member McKeon made a motion to amend the original motion for a revised travel reimbursement amount of \$860.31, seconded by Member Yates, which passed unanimously.

Vice President Mason called for a vote on the original motion to approve the original request of

travel reimbursement for Treasurer Roff, which carried unanimously, with consensus to place "Travel Reimbursement" on next the agenda.

In response to a question from Executive Director Nadalini asking whether travel reimbursements would be submitted to her or Treasurer Roff, Treasurer Roff stated Executive Director Nadalini would keep and review the records and then forward the request and records to Treasurer Roff, who will then cut a check.

In response to a follow-up question from Executive Director Nadalini asking which events will members be permitted to attend, other than the Florida Annual League of Cities Conference, Treasurer Roff stated whenever there is need for action; that Legislative Action Days is not the best time to lobby and members will be far better off making an appointment to visit Tallahassee.

Executive Director Nadalini clarified that she is not responsible for determining which events are attended for reimbursement purposes, and Vice President Mason stated that issue will be placed on the next meeting.

2. Approval Re: Request to change date of the Regular ManaSota League of Cities from May 14, 2015 to May 21, 2015 - Executive Director Nadalini

Vice President Mason reviewed the request to change the date of the Regular ManaSota League of Cities Meeting from May 14, 2015 to May 21, 2015.

Executive Director Nadalini explained that, due to the City of Sarasota upcoming election, she will not be able to attend a meeting on May 14, 2015.

Member McKeon stated he will also not be in attendance, but will send an alternate.

In response to a question from President Duncan asking if the By-Laws would be finalized at the next meeting, Vice President Mason stated yes; that the next ManaSota League of Cities Regular Meeting will remain on May 14, 2015.

In response to a question from Vice President Mason asking if there was anything else to come before the Board at this time, Member Peelen stated she received a letter from the Florida League of Cities concerning any interest to apply for any of the League's Boards and wanted to know if she had to express her desire to be on a committee with the ManaSota League of Cities Board, to which Vice President Mason stated no.

X. OTHER MATTERS

XI. FUTURE MEETINGS

Regular Meeting – May 14, 2015 at 9:30 a.m.

XII. ADJOURNMENT

The meeting was adjourned at 12:15 p.m.

7/9/15

For in Rth

President Jack Duncan