

MINUTES OF THE REGULAR MEETING OF THE MANASOTA LEAGUE OF CITIES, INC.,  
HELD ON MAY 14, 2015

MEMBERS PRESENT:

- City of Anna Maria - Bob Patten, Chair of the City Park Committee
- City of Bradenton - Councilman Patrick Roff, Secretary/Treasurer
- City of Holmes Beach - Commissioner Jean Peelen, Board Member  
(Arrived at the meeting at 9:37 a.m.)
- Town of Longboat Key - Mayor Jack Duncan, President
- City of North Port - Commissioner Linda Yates, Board Member
- City of Palmetto - Commissioner Brian Williams, Alternate Board Member
- City of Sarasota - Mayor Willie Charles Shaw, Board Member  
(Left the meeting at 11:18 a.m.)
- Sarasota County - Chair Carolyn Mason, Vice President  
(Left the meeting at 11:18 a.m.)
- City of Venice - Councilman Jim Bennett, Alternate Board Member  
(Left the meeting at 10:57 a.m.)

ABSENT:

- City of Anna Maria - Mayor Dan Murphy, Board Member
- City of Bradenton Beach - Mayor William "Bill" Shearon, Board Member
- City of Venice - Councilman Kit McKeon, Board Member

ALSO PRESENT:

- Pamela M. Nadalini - Executive Director

PRESIDING:

- Town of Longboat Key - Mayor Jack Duncan, President

**I. CALL TO ORDER**

President Duncan called to order the May 14, 2015, Regular Meeting of the ManaSota League of Cities (MSLC) at 9:30 a.m.

**II. PLEDGE OF ALLEGIANCE**

President Duncan led the Pledge of Allegiance.

President Duncan recognized members of the audience: Cheryl Cook, North Port City Commissioner, and Lynn Larson, Longboat Key City Commissioner.

**III. APPROVAL OF MINUTES**

Member Shaw made a motion, seconded by Member Williams to approve the Minutes of the Special Meeting of March 5, 2015, which carried by an 8-0 vote.

Member Williams made a motion, seconded by Vice President Mason to approve the Minutes of the Regular Meeting of March 12, 2015, which carried by an 8-0 vote.

**IV. SPECIAL PRESENTATIONS**

None

**V. PUBLIC INPUT**

None

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

None

**VII. REPORTS**

**1. President's Report**

President Duncan stated there is no report from the President at this time; that advocacy will be discussed further during the meeting.

**2. Vice President's Report**

Vice President Mason stated she reviewed with the Sarasota County Board (Sarasota County) the proposal of their membership with the ManaSota League of Cities; that Sarasota County's response was to continue to have full rights and privileges including holding office; that Sarasota County would not be interested in renewing membership if its members were not able to hold office.

Discussion ensued concerning the rationale behind Sarasota County's response, Sarasota County is the only Charter County in the League, some Board Members' opinions that the League should remain a League of Cities only.

In response to a question from Member Shaw asking if Sarasota County has no representation at the League of Cities as a member, would MSLC lose that function for them to participate as part of the lobbying effort, Executive Director Nadalini responded to her knowledge no member will be prohibited at the Florida League;

that the Florida League of Cities does not involve themselves with the individual League's decisions concerning By-Laws.

Member Yates asked if the Board would include counties as members, based on Sarasota County and Manatee County being included with the same benefits as the cities in the League and suggested offering both counties Associate Membership.

In response to a question from President Duncan asking whether Sarasota County took consensus or a formal vote on the issue, Vice President Mason responded that it was a consensus; that a formal vote will be taken when she returns with the decision of the ManaSota League of Cities.

Discussion ensued regarding the history of Charter Counties' involvement in the League by suing rather than being voted in, a special membership with Sarasota County has been created locally which included voting rights.

Bob Patten, Chair of the City Park Committee, City of Anna Maria, came before the Board and commented that the unified strength will be weakened with the cities on any initiatives that the Board would like to bring to their counties.

Discussion ensued concerning the possibility of two county members sitting on the Board as officers, a suggestion to extend Ex-Officio Membership to the counties which should be added into the By-Laws, the need for the Board to plan out decisions carefully.

### **3. Treasurer's Report**

Treasurer Roff discussed and reviewed recent expenses and stated that the March/April 2015 balance was \$27,772.57, which he declares healthy.

In response to a question from Vice President Mason asking about page 2 of the Bank Statement missing, Treasurer Roff commented that it was all legal jargon on page 2, so he did not copy it for distribution.

### **4. Florida League of Cities' Board of Directors**

Treasurer Roff commented that he was at the Board of Directors Meeting in Session; that the Board should be ready to act swiftly if anything comes up, such as the Telecommunication Tax; that, if necessary, that would be the time to speak with Legislators.

### **5. Executive Director**

Executive Director Nadalini stated there is no report at this time.

### **6. Advocacy Report**

President Duncan commented that he has not been updated with any information at this time and advised the Board to email any information concerning the Legislative decisions to him or Executive Director Nadalini.

In response to a question from President Duncan asking if anyone was in attendance at the Pancakes and Politics Breakfast, Alternate Member Bennett stated he attended and that the Representatives in attendance stated there was no new information to share and update; that he spoke with Representative Pilon and Steube who had no new information to share.

Member Shaw commented he spoke with Representative Pilon, who stated he will forward a link of the last hour of their session.

Member Yates added the House, on the federal level, just recently passed a bill in support of stopping the administrative rule on the "Waters of the U.S."

### **VIII. UNFINISHED BUSINESS**

1. Approval Re: Request for Travel Reimbursements for Member Shaw to attend the Legislative Action Days from March 17, 2015 to March 19, 2015 in Tallahassee - President Duncan

President Duncan began discussion concerning Member Shaw's Travel Reimbursement Request for his Legislative Days lobbying.

Discussion ensued concerning Legislative Days and the decision of the Board to not include reimbursement for Legislative days due to the lobbying time frame during that time of year, any travel with expenses must have prior approval from the Board, the appropriate number of people who should participate in these meetings at the expense of ManaSota League, a suggestion to set a policy to approve the number of people attending, the historical information concerning travel, the past bank balance of ManaSota League of Cities being quite high, a more active board is now in place and the decision to reimburse expenses to attend the Annual Conference will be placed on that Member's city due to the Legislative Conference being the least effective time to lobby.

Member Shaw stated his lobbying visit was very beneficial to the ManaSota League of Cities and the City of Sarasota in meeting with Senator Detert; that the efforts of his lobbying resulted in bringing back \$243,000 plus for one project of the City of Sarasota.

Discussion ensued concerning the need to reduce spending, the need to have all travel approved by the Board prior to a Member's travel date.

Vice President Mason made a motion, seconded by Member Williams, to approve payment of Member Shaw's Travel Reimbursement, which carried unanimously.

2. Continued Discussion Re: First Amendment to the Manasota League of Cities, Inc. By-Laws - President Duncan

President Duncan led a discussion concerning the First Amendment to the ManaSota League of Cities, Inc. By-Laws and asked to defer any comments or changes pertaining to Sarasota County at this time.

Alternate Member Bennett pointed out a scrivener's error.

Member Yates discussed Article II., Section I. Membership, stating this section refers to the Board Members, Associate Members and Ex-Officio Members; that Membership should be changed to Board Member.

Discussion ensued concerning how the Board Members should be listed, clarity on having one Alternate Member per city, each municipality's responsibility to appoint an alternate to represent their city, alternates will have voting privileges, and consensus was reached to change the wording to appoint an alternate.

Discussion ensued concerning Section IV, Ex-Officio, whether Ex-Officio Members are needed, the right of the League to decide who will be an Ex-Officio Member, the history and institutional memory Ex-Officio Members bring to the league, and consensus was reached for language to remain the same for the section.

Discussion ensued concerning Section 5, Dues, c. Board Members, clarification as to which Members, Board Members or Associate Members, are affected if dues are delinquent, and consensus was reached concerning adding suspension of voting rights if dues are not paid by December 1<sup>st</sup>.

President Duncan asked if there were any comments on Page 3, and noted that there were none.

President Duncan asked if there were any comments on Page 4, to which Member Yates stated language was added for each the Vice President and Treasurer concerning vacancies, but not the President. Discussion ensued regarding including additional verbiage for the President, and consensus was reached to add language.

President Duncan began reviewing his suggested description for the Administrative Director position under Article VI., Section 1. Administrative Director.

Discussion ensued regarding services provided by the position of an Administrative Director who does not work for the League, but is being compensated for services performed within the confines of a municipality, the extent to which the Board of Directors can direct the Administrative Director within the By-Laws, the By-Laws should not be changed to be able to provide services performed under other such duties.

Alternate Member Bennett clarified that in a normal legal review it would only refer to the Board making decisions and "other duties assigned by the Board" is just that; that the MSLC would be governed by what the Board can do.

Discussion ensued concerning whether the By-Laws should change to add these additional duties, duties can be added at the discretion of the Board, the rewording of section e. to read "perform such other duties assigned by the Board of Directors" is suggested.

In response to a question from Member Shaw asking if Article VI. eliminates the Executive Director position that Mrs. Nadalini currently holds, President Duncan responded no; that the article just redefines and renames the Executive Director position.

Executive Director Nadalini responded that in her position as the City Auditor and Clerk of the City of Sarasota, she would not be able to serve in this capacity if the proposed set of By-Laws were adopted.

Discussion ensued concerning the proposed job duties outlined for the Administrative Director, the potential inability of the Office of the City Auditor and Clerk to serve in a support function, the Board's ability to retain anyone to serve the MSLC, the current Executive Director's role of not making decisions of behalf of the Board but bringing matters to the Board for the Board to make decisions, the MSLC's status as a private corporation, the inability of the current Executive Director to sign contacts on behalf of the MSLC as she is employed by the City of Sarasota.

In response to a suggestion by Member Williams concerning using the term "Support Services" and having Executive Director Nadalini fall under the terms of Support Services which would provide that she is not an employee, Executive Director Nadalini stated that the ManaSota League of Cities does provide a stipend to the City of Sarasota in the amount of \$3,000 annually; that changes are taking place within the City of Sarasota that have impacted the operations of the Office of the City Auditor and Clerk.

In response to a comment by Member Williams stating that Executive Director Nadalini has to have a title similar to that used by other Florida League of Cities Boards, Executive Director Nadalini stated no; that she will continue to be active and attend the Florida League of Cities Conferences representing the City of Sarasota should she no longer represent the ManaSota League of Cities; that the title of Executive Director was just consistent with what the other Leagues have; that she should not lobby or advocate for the League, nor should she develop the League's financial statements.

In response to a question from Member Peelen asking whether Executive Director Nadalini currently assists Treasurer Roff with the financial statements, signs contracts, or represents ManaSota League of Cities to the Florida League of Cities on an Administrative level, Executive Director Nadalini responded no to all.

Member Peelen stated she is not interested in the League adding to Executive Director Nadalini's duties,

especially if she is unable to fulfill additional duties.

In response to a comment from Member Yates that, under the Support Services title, the Board can still use the same services that have been provided under the Executive Director title, Executive Director Nadalini stated that her office has provided support services to the League as best as possible with the available resources at her discretion as a City of Sarasota employee; that the Executive Director position has never been included as part of the By-Laws because it was a service that the Office of the City Auditor and Clerk assisted with over the years.

Alternate Member Bennett commented that Member McKeon's concern was that Executive Director Nadalini could not be considered an employee of the ManaSota League of Cities; that a suggestion was to add to Article VI, language to clarify that an Administrative Director shall not be deemed an employee and can allow the Board to obtain an Independent Contractor and allow Executive Director Nadalini to continue with the services her office provides.

Alternate Member Bennett left the meeting at 10:57 a.m.

Discussion ensued concerning the Administrative Director position, determining whether the Administrative Director would be an employee, a suggestion to retain Section 1. and change Section 2. based on President Duncan's suggested proposal, a suggestion for verbiage to read Administrative Support and not Administrative Director, adding verbiage that the MSLC may retain Support Services as it deems necessary.

In response to a question from Member Yates asking whether there was a contract with the City of Sarasota for the \$3,000.00 stipend and for which services the League is paying, Member Peelen stated the Board can see how the stipend is being utilized through the work handed out to the Board in the packets and the minutes.

In response to a question from Treasurer Roff asking about Alternate Member Bennett's earlier suggestion concerning the addition that would add protection for the City of Sarasota by stating Executive Director Nadalini will not be considered an employee, Executive Director Nadalini commented that there is a need to have an agreement drawn up between the City of Sarasota and the ManaSota League of Cities; that consultation with the City Attorney to draft the proper language is necessary.

A motion was made by Member Peelen, seconded by Member Shaw, to move Article VI. Administration, paragraph, to remove the phrase "an Executive Director," which carried by a unanimous vote.

President Duncan asked if there were any comments on his proposed Section 2. under Article VI, aside from the known grammatical error and also, if there were any comments on Section 3, for which no changes were noted for either.

Discussion ensued concerning Article IX and a super majority vote of the Board of Directors with regards to By-Laws, and the Board decided to remove "without previous notice" and add "with notice."

Discussion ensued concerning Sarasota County membership, the clarification that the issue for Sarasota County is about holding office, MSLC's response is based on the vote of the By-Laws, the responsibility of MSLC to vote on the decision concerning Sarasota and Manatee Counties, the expectation that an official letter regarding membership will be sent to President Duncan from Sarasota County, the decision to not have County members as officers was made at the previous meeting, the unofficial state of the proposed By-Laws as they are not yet adopted.

In response to comments from Member Yates stating that there are ten members seated and, if two become officers, Sarasota and Manatee County, it would result from the vote of the Board; that Sarasota County is the only Charter Municipal County in the League and Manatee County is not; that she would put a motion on the floor that Sarasota County should be eligible to hold office, Member Williams responded that, according to the Florida State Statutes, counties are not considered municipalities, only cities are.

A motion was made by Member Williams, seconded by Member Peelen, to replace in the By-Laws the phrase "city, town and county" with "municipality," which carried by a 6-2 vote, with President Duncan and Vice President Mason voting no.

Member Shaw and Vice President Mason left the meeting at 11:18 a.m.

Discussion ensued concerning the election of new officers and a change in the position of President, the option to hold elections now or at a future meeting, the suggestion that elections should not happen today due to the absence of several members.

President Duncan stated that he has been appointed as the representative for the ManaSota League of Cities to sit on the Florida League of Cities Nominating Committee which is scheduled to meet in May; that he can continue to represent the ManaSota League and will be happy to do so; that if he cannot continue to carry this responsibility, the ManaSota League will have no representation at the Florida League Level.

Treasurer Roff made a motion, seconded by Member Peelen to have President Duncan remain as the representative to the Florida League of Cities Nominating Committee, which carried unanimously.

In response to a question from Member Yates asking whether the Board voted on the By-Laws, President Duncan stated 2/3 of the Board must be present to vote and change the By-Laws.

Member Yates stated that the counties should be included as Associate Members the counties; that an open door should remain for them to be included.

President Duncan suggested a Special Meeting should be held in June to finalize the By-Laws prior to the Regular Meeting of July 9 due to the Legislative process moving back to January; that the MSLC would need to get started on Legislative Priorities.

In response to a comment from Member Williams stating the Board did not review the telephonic portion of the By-Laws and some municipalities have policies that do not allow officials to vote over the phone, President Duncan stated it will be discussed at a future meeting.

President Duncan stated there is a Regular ManaSota League of Cities Meeting on July 9, 2015; that the Special Meeting will be coordinated with Executive Director Nadalini; that the finalization of the By-Laws and election of officers will be on the Special Meeting Agenda.

#### **IX. NEW BUSINESS**

None

#### **X. OTHER MATTERS**

None

#### **XI. FUTURE MEETINGS**

Special Meeting to be determined during June 2015 and the next Regular Meeting to be held on July 9, 2015.

#### **XII. ADJOURNMENT**

The meeting was adjourned at 11:29 a.m.

2/9/15

*Jack Duncan*

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President Jack Duncan