

**FIRST AMENDMENT  
TO THE  
MANASOTA LEAGUE OF CITIES, INC.  
BY-LAWS**

**ARTICLE I  
NAME AND PURPOSE**

The name of this corporation shall be the “ManaSota League of Cities, Inc.” (MSLC). The principal place of business shall be Manatee and Sarasota Counties, State of Florida. The purpose of this corporation shall be to promote the interests of municipalities in Manatee and Sarasota Counties; to communicate with the Florida Legislature and the United States Congress on issues of interest to all local governments; to provide to its members a forum for discussion, problem solutions and effective communications; to represent the MSLC area to the Florida League of Cities, the Office of the Governor and Cabinet and other State of Florida agencies.

**ARTICLE II  
MEMBERSHIP**

**SECTION 1: Board Member.** Every incorporated municipality within Manatee and Sarasota Counties may be a member of the MSLC by adopting a formal Resolution stating such intent and transmitting the Resolution to the President of the MSLC.

**SECTION 2: Board of Directors.** The members of the Board of Directors of the ManaSota League of Cities shall herein be referred to as “Board Member.”

- a. **Board Member.** Each member municipality shall appoint (1) elected official to sit as a Board Member of the MSLC. Each Board Member shall have one (1) vote to be cast by the duly authorized elected official of said municipality or the designated Alternate Member.
- b. **Alternate Member.** The governing body of each member municipality shall also appoint an elected official as an Alternate Board Member to attend meetings and functions in the

absence of the Board Member. The Alternate Board Member shall vote only in the absence of the Board Member.

**SECTION 3. Associate Members.** Shall be composed of individuals, organizations and business entities which support or serve the cities, towns or county governments in the MSLC. Such applicants for Associate Membership must submit a membership application and tender payment of annual dues (as may be subject to change by the MSLC) and receive approval of the membership application at a meeting of the MSLC. Associate Members shall have no voting rights; however, Associate Members may periodically be asked to sit on a committee. Associate Members will be notified of any meetings and may attend all meetings.

**SECTION 4. Ex-Officio Members.** The MSLC may designate former Board Members to the MSLC as Ex-Officio Members. Ex-Officio members shall have no voting rights, but may from time to time be asked to sit on a committee. The Ex-Officio member will be notified of any meetings and may attend all meetings.

**SECTION 5. Dues.** Annual dues shall be set by the Board of Directors of the MSLC.

- a. The fiscal year shall be from October 1 of each year through September 30 of the following year.
- b. Prior to the beginning of each new fiscal year, the MSLC shall establish dues which shall be levied against each municipality Member and Associate Members. The dues for membership shall be an amount sufficient to provide the MSLC with adequate funds for all known and anticipated expenses of the current fiscal year. Dues shall be subject to review and change by the MSLC.
- c. Dues will be billed in August each year and paid no later than October 31. A Board Member is considered delinquent if dues are not paid by December 1; then voting rights of the member municipality will be suspended until dues are paid in full.

### ARTICLE III

#### FUNDS

**SECTION 1. Funds.** All funds of the MSLC shall be deposited from time to time to the credit of the MSLC in such banks, trust companies, or other depositories in Manatee or Sarasota Counties as designed by a majority vote of the Board of Directors. Funds may be withdrawn upon such signatures as may be authorized by a Resolution adopted by the MSLC.

### ARTICLE IV

#### BOARD OF DIRECTORS

**SECTION 1. Board of Directors.** There shall be a Board of Directors of the MSLC. The Board of Directors shall consist of elected officials representing each member municipality within Manatee and Sarasota Counties. No municipality shall have more than one Board Member.

**SECTION 2. Duties.** The Board of Directors shall be the policy-making body of the MSLC. Minutes of each Board meeting shall be prepared and distributed to all Directors.

### ARTICLE V

#### OFFICERS

**SECTION 1. Generally.** The Officers of the MSLC Board are the President, Vice-President, and Treasurer. All Officers shall have voting rights at Board meetings.

**SECTION 2. Officers.** Officers shall be elected annually by a majority vote of the MSLC voting Board Members in the month of January of each year. Only elected officials of a member municipality shall be eligible to be an Officer. Nominations may be made by any voting Board Member. Each Officer shall hold office until a qualified successor shall have been elected. A majority of votes will prevail. Officers shall hold office for a term of one year or until their successors take office. Officers may be re-elected for successive terms.

- a. **President.** The President shall preside at all meetings of the MSLC and shall have general supervision over all the business and affairs of the MSLC and shall perform all duties incident to the office of President and other such duties as may be prescribed.
- b. **Vice President.** The Vice President shall perform the duties of the President during his/her absence or inability to act and shall perform such other duties as may be assigned by the President or the Board of Directors. In the event that the office of the Presidency shall be vacated, at the next publically noticed meeting a President shall be elected for the unexpired term of the President and until the next election cycle.
- c. **Treasurer.** The Treasurer shall be considered the third ranking officer of the MSLC and shall fulfill the duties and responsibilities of the President in the absence of the President and Vice President. The Treasurer shall handle and disburse all monies of the MSLC, supervise its financial records, keep an accurate account of all financial transactions and perform all duties incident to this office. The Treasurer is to present a financial report to membership at each regular meeting of the MSLC and the President may request a financial report at any time. The MSLC may direct that an audit of the financial records of the MSLC be performed at any time. In the event that the office of the Treasurer shall be vacated, at the next publically noticed meeting a Treasurer shall be elected for the unexpired term of the Treasurer and until the next election cycle.

## ARTICLE VI

### ADMINISTRATION

**Section 1.** The MSLC Board of Directors may retain, by the action of a majority vote of the membership present at any regular or special meeting, support services as it deems necessary to carry out the policies and day-to-day duties of the League.

**Section 2.** General Counsel. The Board of Directors may appoint a General Counsel to the MSLC who shall be a member of the Florida Bar. The General Counsel shall serve at the pleasure of the Board and shall perform such duties as assigned by the MSLC Board of Directors.

**Section 3.** Vacancies. If the office of President, Vice President or Treasurer is vacated by death, resignation, disqualification or for any other reason, the vacated position will be filled by a sitting member of the Board of Directors by a majority vote of the Board of Directors at the next publically scheduled Board of Directors meeting.

## ARTICLE VII

### MEETINGS

**SECTION 1. Regular Meetings.** The MSLC will hold regular meetings a minimum of six (6) times per year. Reasonable notice of such meetings shall be provided to Board Members of the MSLC not less than three (3) business days.

- a. **Special Meetings.** May be called by either the President or by two (2) voting Board Members of the MSLC. Reasonable notice of such meetings shall be provided to each Board Member of the MSLC not less than three (3) business days.
- b. **Quorum.** A majority of the regular voting Board Members of the MSLC shall constitute a quorum for the transaction of business at any meeting of the MSLC. All meetings shall be presided over by the President, or in the President's absence, the next ranking officer.
- c. **Voting.** Generally, for all MSLC business, those Board members with voting rights must be present at a meeting to vote. The outcome of all votes shall be determined by a voting majority.
- d. **Rules of Procedure.** Roberts Rules of Order shall be used as a guide to govern the proceedings of all meetings of the MSLC, except where otherwise provided in the Charter or By-Laws of the MSLC.
- e. All meetings of the MSLC shall be open to the public, except as authorized by the Board of Directors.


ARTICLE VIII  
LEGISLATIVE MATTERS

It shall be the policy of the MSLC only to endorse or sponsor legislation pertaining to the welfare of members of the municipalities in the MSLC, and to refrain from endorsing or sponsoring legislation not pertaining to the affairs of members of the municipalities. Any committee or delegate of the MSLC officially charged with representing the view of the MSLC before any person, the Florida League of Cities, the Legislature of Florida, the Congress of the United States or any other organization on measures favored by the MSLC or considered to be detrimental to members of the municipalities, shall confine their representation to subject legislation affecting members of the municipalities.

ARTICLE IX  
AMENDMENT TO BY-LAWS

By-Laws shall be adopted, amended, or rescinded by a super majority vote of the Board of Directors with previous notice at any regular or special meeting. A two-thirds (2/3) vote of the MSLC Board Members is required to suspend or waive any of these rules of the By-Laws. The By-Laws shall be reviewed by the MSLC Board of Directors at each annual meeting in January.

We, the Board of Directors, of the ManaSota League of Cities, Inc., hereby acknowledge that these By-Laws were approved at a meeting of said Corporation on the 11<sup>th</sup> day of June 2015.

  
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Jack Duncan, President  
Mayor, Town of Longboat Key