

**BYLAWS
OF
THE DOWNTOWN SARASOTA ALLIANCE, INC
(A Not For Profit Corporation)**

**ARTICLE ONE
CORPORATION**

- 1.01 Name. The name of the corporation is The Downtown Sarasota Alliance, Inc. (the “DSA” or “Corporation.”)
- 1.02 Vision Statement. The DSA is the unified voice and guiding force for a vital downtown making Sarasota the greatest place in America to live, play and do business.
- 1.03 Mission Statement. The DSA is to provide a unified voice of the merchants, residents, property owners and businesses to promote and enrich downtown Sarasota.

**ARTICLE TWO
MEMBERS**

- 2.01 Eligibility. Any reputable business entity, individual, estate association, corporation, or partnership having an interest in the above Mission and Vision shall be eligible to apply for membership.
- 2.02 Acceptance. Applications for membership in the DSA shall be submitted in writing and accompanied by a payment of the membership dues.
- 2.03 Dues. Membership dues shall be at such rate or rates prescribed by the Board of Directors. Membership rights shall not exist unless dues payments are current.
- 2.04 Voting Privileges. Every member of the DSA in good standing is entitled to one vote on any issue that is brought before the general membership.
- 2.05 Termination of Membership. Each member shall be responsible for payment of membership dues until such member’s written resignation has been received by the Secretary. If a member is delinquent in payment of membership dues for more than three months beyond renewal, said membership is automatically terminated.
- 2.06 Annual Meeting of Membership. The annual meeting of the membership shall be held in December at a location designated by the Board of Directors. All members of record shall be notified by the Secretary by written notice to the Member’s last known email or mailing address. Notice shall include an agenda, and state a time and place of the meeting.

2.07 Representation. Members of the organization will be represented by a Board of Directors.

ARTICLE THREE **BOARD OF DIRECTORS**

3.01 Purpose. The Board of Directors of the DSA (“Board of Directors”) is responsible for the operation of the Corporation consistent with the provisions of these Bylaws, including, without limitation, receiving and acting upon policy recommendations of the Advisory Council, and the various Committees consistent with the goals and objectives of the Vision and Mission statements of the Corporation. It is also responsible for adopting and approving an annual budget, approving expenditures and contracts and the hiring and termination of the Executive Director of the Corporation.

3.02 Number of Directors. The Board of Directors shall consist of no fewer than five (5) and no more than twenty-five (25) members to be elected by the current Board of Directors. Additional Members, Emeritus or others, may be elected at the discretion of a majority of the existing Board of Directors. The Board of Directors should, at a minimum, consist of the following members of the downtown Sarasota Community:

- a. 1 Arts Representative
- b. 1 Restaurant Owner Representative
- c. 2 Fulltime Owner Representatives
- d. 2 Landowner Representatives
- e. 2 Business Professional non-retail Representatives
- f. 3 Retail Business Owner Representatives
- g. 6 At Large Representatives
- h. A Representative of the Legal Profession

- i. 3 Ex-Officio, non-voting Board Members
 - i. City Manager/Designee
 - ii. Chief of Police
 - iii. Clergy

All Board of Directors members must be members in good standing of the DSA.

3.03 Terms of Directors. Members of the Board of Directors will be appointed for two (2) year terms, unless appointed to fill an unexpired term. A member of the Board of Directors may serve three (3) consecutive two (2) year terms.

- a. Nominees may be identified by Board Members, Advisory Council Members, or may simply be third parties voicing an interest.

- b. Board member candidates shall submit an application for review by the Chair of the Governance Committee who will subsequently schedule an interview with the candidate.

- c. Potential Board Members must, upon application, acknowledge receipt of By-Laws and the expectations of the potential Board Member, including by way of example, the frequency of attendance and participation on Committees as examples.
- d. The Chair of the Governance Committee will, at the appropriate time, submit qualified candidates for the consideration of the Board.

3.04 Resignation and Removal. Any Board Member may resign by delivering a written resignation to the Board of Directors. A Board Member may be removed for just cause at any time by an affirmative majority vote of the Board of Directors. Vacancies on the Board of Directors shall be filled as set forth in 3.03 above. A Board Member shall be removed automatically and without notice if that Board Member is absent from more than four (4) meetings of the Board of Directors in a twelve month period. A Board Member appointed to fill a Board vacancy shall be appointed to hold office for the unexpired term of his/her predecessor.

3.05 Annual Meeting. The Board of Directors shall hold an annual meeting in December of each year at a place and time as may be determined by the Board of Directors, and provided in the notice of the meeting. At such an Annual Meeting, the Board of Directors shall approve the Corporation's annual budget, elect officers, and transact such other business as may properly come before this meeting.

3.06 Special Meeting of the Board of Directors. Special meetings of the Board of Directors may be held at any time upon the call of the Chairperson of the Board of Directors or by one-third (1/3) of the Board Members for any specific purpose. The purpose of such meeting shall be included in the notice of meeting. Such meetings require seven (7) days notice. Emergency meetings may be called upon twenty-four (24) hours notice to the Board of Directors by the Executive Committee.

3.07 Regular Meetings of the Board of Directors. The Board of Directors shall hold monthly meetings to manage and oversee the operations of the Corporation. All meetings shall be held at a place designated by the Chairperson of the Board of Directors, which shall be provided in the notice of the meeting. Board meetings will be open to the general public, except for meetings or portions thereof, specially designated by the Chairperson as executive sessions which shall be closed to all persons except Directors and persons authorized by the Board of Directors. All other meetings should follow the provisions of Section 3.06 for calling meetings.

3.08 Notice of Board of Directors Meetings. Notice of all meetings of the Board of Directors shall be mailed, emailed or delivered personally to each Board Member consistent with the above provisions in 3.05, 3.06 and 3.07. Notice of any meeting may be waived by an instrument in writing signed by all Board Members. The following are recommendations regarding the conduct of Board of Director meetings:

- a. A Quorum consists of more than fifty percent (50%) of the Members of the Board of Directors for Voting Purposes.
- b. The DSA is guided by Robert's Rules.

- c. An affirmative Vote by two-thirds (2/3) members of the Board of Directors is required for a change to the By-Laws of the DSA.
- d. Recommended Open Meeting Structure:
 - i. Call to Order
 - ii. Acceptance of Minutes
 - iii. Votes on Consent Agenda Items
 - 1. Actionable Issues
 - 2. Reportable Issues
 - 3. Committee Reports
 - 4. Old Business
 - 5. New Business
 - 6. Public Comment

3.09 Quorum. At all meetings of the Board of Directors, a majority of the Board of Directors members present, on the telephone or by proxy shall constitute a quorum. Less than a quorum shall have the power to adjourn from time to time until a quorum is present. The act of a majority of the Board of Directors members present at a meeting at which a quorum is present will be the act of the Board of Directors unless a greater number is required under the provisions of the Articles of incorporation of the DSA or any provision of these By-Laws.

3.10 Voting. Each Board Member shall be entitled to only one vote on any motion for an issue or matter of business brought before the Board of Directors.

3.11 Proxies. At any meeting of the Board of Directors, whether regular or special, a Board Member is entitled to vote by a proxy in writing given to any Board Member and filed with the Secretary in advance. The Proxy is revocable at the pleasure of the Board Member executing it. The proxy shall be valid for the duration of the period specified in the written proxy. No proxy shall be valid for more than three (3) consecutive meetings.

3.12 Compensation of Board of Directors. Board of Directors members shall not receive compensation for their services, but may be reimbursed for expenses incurred in the performance of their duties, if such expenses have been previously approved by the Chairperson.

ARTICLE FOUR OFFICERS

4.01 Roster of Officers. The officers of the DSA will consist of the following positions, all of which must be Board Members: Chairperson, Vice Chair, Treasurer, Secretary, and such other officers as the Board of Directors may from time to time determine.

4.02 Election of Officers. Each of the officers of the Corporation will be elected at the Annual Meeting of the Board of Directors for a term of one (1) year. Nominations can only be made by Board Members.

- a. Nominee must be a Board Member
- b. Nominee must be voted in by a majority of an attending quorum of Board Members.
- c. Officers serve a one (1) year term.

4.03 Removal of Officers. The Board of Directors, by a vote of not less than two thirds (2/3) of the Board of Directors, may remove an officer at any time with or without cause.

4.04 Vacancies. In the event of a vacancy in any office, except that of the Chairperson, the Board of Directors shall appoint another Board of Directors member to complete the unexpired term. In the event of a vacancy in the office of Chairperson, the Vice Chair shall succeed to that office for the duration of the unexpired term.

4.05 Powers and Duties of Officers.

- a. Chairperson. The Chairperson shall have the duty to preside overall meetings of the Board of Directors and to call such meetings as are herein provided to be called. The Chairperson has general charge of the operations of the organization in coordination with the Executive Committee. The Chairperson, or a person specifically designated by the Chairperson, shall be the spokesperson for the DSA in all communications with the press and public at large. The Chairperson shall see that the Bylaws and rules and regulations adopted by the Board of Directors are enforced, and shall appoint all Committee Chairs. The Chairperson shall also have the power to remove a Committee Chair. The Chairperson has the duty to sign all written contracts entered into by the Corporation approved by the Board of Directors, unless some other person be designated or authorized by the Board of Directors or as defined herein.
- b. Vice Chairperson. The Vice Chairperson shall perform the duties and exercise the powers and functions of the Chair during any vacancy, absence or inability of the Chairperson to perform the duties of that office. The Vice Chairperson shall have such other powers and perform such other duties as may be assigned to him/her by the Board of Directors or the Chairperson.
- c. Treasurer. The Treasurer shall have the care and custody of all of the funds of the Corporation, and shall deposit said funds in the name of the Corporation in such bank accounts as the Board of Directors may designate from time to time. The Treasurer shall also make reports on the financial status of the Corporation to the Executive Director and to the Board of Directors at all meetings of the Board of Directors.
- d. Secretary. The Secretary shall be responsible for the oversight of the recording of the minutes and shall discharge any other duties delegated by the Board of Directors or these Bylaws. In the absence of the Secretary, an Assistant

Secretary or Secretary Pro Tempore designated by the person presiding at the meeting shall perform the duties of the Secretary.

- e. Executive Director. At such time that the Board of Directors hires an Executive Director, the Executive Director shall be the Chief Executive Officer (CEO) of the Corporation, and shall have the responsibility for the general management of the affairs of the Corporation as defined by the Board of Directors, and shall carry out the policies and resolutions of the Board of Directors.

4.06 Executive Committee. The Executive Committee shall be comprised of the four elected officers, the immediate past Board Chair and DSA legal counsel. Any member of the Executive Committee may call a meeting of the Committee. A quorum of three is required to conduct such a meeting. Minutes of such meetings shall be taken and provided to the Board of Directors and Advisory Council. The Executive Committee has the managerial oversight of the day to day operations of the Corporations until such time as an Executive is hired.

ARTICLE FIVE **ADVISORY COUNCIL**

5.01 Purpose. The Advisory Council of the Corporation (the "Advisory Council") is responsible for recommending to the Board of Directors any matters of policy affecting the Corporation, for participating in the activities of the standing committees of the DSA and for assisting the officers of the DSA in promoting the interests of the DSA within the community. The Council members work at the pleasure of the Board and are not authorized to act without Board approval. The Advisory Council provides strategic counseling and presents issues to be considered by the Board of Directors and provides counsel to the Chairman of the Board and the Chairman of the Board may refer issues to the Advisory Council for input. Former Board of Directors Members are encouraged to join the Advisory Council for input. Former Board of Directors Members are encouraged to join the Advisory Council and continue active participation in Committees. All Advisory Council members shall be members of the DSA.

- i. Composition:
 - i. Chair is appointed by the Chairperson of the Board and can also be removed by the Chairperson of the Board
 - ii. Chair serves a one year term
 - iii. A minimum of 5 members
 - iv. Members are to reflect diversity of backgrounds, knowledge, and expertise of the DSA membership
- ii. Operation:
 - i. All verbal presentations to the Board by the Advisory Council shall be made by Chair or Vice Chair of the Advisory Council.
 - ii. The DSA office manager will be notified of all Advisory Council meetings.

5.02 Resignation and Removal. Any Advisory Council Member may resign by delivering a written resignation to the Board of Directors. An Advisory Council Member, other than the Chair, may be removed with or without cause at any time by an affirmative majority vote of the Board of Directors. Vacancies, except for the Chair, on the Advisory Council shall be filled by the Board of Directors.

5.03 Special Meetings of the Advisory Council. Special meetings of the Advisory Council may be held at any time upon the call of the Chairperson or the Executive Director or by one-third (1/3) of members of the Advisory Council for any specific purpose. The purpose of such meeting shall be included in the notice of the meeting.

5.04 Compensation of Council Members. Council Members of the Advisory Council shall not receive compensation for their services, but may be reimbursed for expenses incurred in the performance of their duties, if such expenses have been previously approved by the Chairperson of the Board of Directors.

ARTICLE SIX **STANDING COMMITTEES**

6.01 Purpose. The Committees shall be responsible for the vetting, developing, suggesting, and recommending courses of action to the Board of Directors for their consideration.

6.02 Committees. The Board of Directors shall create the following standing committees: Finance, Governance, Merchants/Business, Nominating, Public Relations/Communication, Events, Civic Issues, Membership, Residential, and such other committees as it may deem advisable with such powers and duties as conferred by the Board of Directors. The Chairperson of the Board of Directors will appoint the Chairperson(s) of each Committee. The Chairperson of each Committee will determine how many members are needed and will seek volunteers from a diverse group reflecting the make-up of the Board of Directors. The Chairperson will convene meetings and is responsible to provide written reports of the activities of the Committee at each Board of Directors meeting and either seek confirmation of direction, or seek endorsement of policy proposals. Minutes of committee meetings will be kept and may be in abbreviated form.

6.03 Committee Rules. Committee members may be appointed for a one (1) year term and may be reappointed for successive years. The members of each committee may or may not be members of either the Board of Directors or the Advisory Council. The qualifications for non-Board committee members shall be determined by the Chairperson of the Committee.

6.04 Committee Chairs. The Chairperson of the Board of Directors shall appoint the committee chairs within thirty (30) days after the Annual Meeting for a one year term.

a. Each Committee should have both a Chair and a Vice Chair

- i. Board members may only serve on two Committees as Chair or Vice Chair.
 - ii. Vice Chairs are selected by the Chair of the Committee.
 - iii. The Chair of the Committee will determine the operating procedures of the Committee.
- b. The committee chair will notify the DSA office staff of all committee meetings.
- c. Committees are requested to file a written report of activity every month with a notation of who attended the meetings.
- d. Committees with specific issues requiring Board review, input, or vote, are requested to summarize the issues and submit them for inclusion with the Board agenda.
- e. Sub-Committees may be formed within Committees to deal with specific events or issues. Sub-Committee Chair(s) are appointed by the Committee Chair.
- f. Finance Committee.
 - i. Duties: Keep Financial Books of Organization and report on the financial status of the Organization.
 - ii. Structure
 - 1. Chair is the Treasurer of DSA
 - 2. Vice Chair is appointed by the Treasurer
 - iii. Responsibilities
 - 1. Recommend CPA firm for Board approval and coordinate with that firm.
 - 2. Maintain up to date financial records
 - 3. Provide all legally required financial filings and reports
 - 4. Track Costs/Income and report to Board at each meeting of the Board of Directors.
 - 5. Establishment and maintenance of the annual DSA budget and financial plan.
- g. Governance Committee:
 - i. Duties: Develop, Study, and Recommend processes, procedures, policies and potential, amendments to the By-Laws
- h. Nominating Committee:
 - i. The Nominating Committee shall be comprised of the Chair of the Governance Committee, the appointed Chair of the Nominating Committee, and one member of the Executive Committee.
 - ii. Board Member Nominating Process
 - 1. Develop Qualification Criteria
 - 2. Develop and maintain the Nomination/Application Process
 - 3. Develop an Application Forms
 - 4. Interview and Recommend Candidates for Board Membership
- i. Public Relations/Communication Committee
 - i. Duties: Provide Means and Recommendations to Express the Public Position of the DSA Consistent with Board Actions and Strategic Objectives and to Recommend and Provide Marketing Strategies Consistent with Board Approval and Strategic Objectives of the DSA.
 - ii. Communications:

1. Newsletters
2. Web Site
3. Press Releases
4. E-blasts
5. Communication with Media, Newspapers, and periodicals
- iii. Public Relations:
 1. Identify Brochures and Hand Outs
 2. Identify and recommend contracts with advertisers
 3. Identify and Recommend Ad Campaigns.
- j. Events Committee
 - i. Duties: Recommend and Coordinate Events/Programs to Raise Funds for the DSA Consistent with the Strategic Objectives of the Board.
 - ii. Coordinate activities including, but not limited to:
 - i. First Fridays
 - ii. New Years
 - iii. Festivals
 - iv. Scavenger Hunts
 - v. Silent Auctions
 - vi. Other Activities
 - iii. Budget for events Coordinate with Public Relations/Communications Committee and Finance Committee
- k. Membership Committee
 - iv. Duties: To Grow DSA Membership Rolls
 1. Coordinate Membership Drives
 2. Coordinate Membership Events
 3. Coordinate with the Public Relations/Communications Committee on newsletters and E Blasts
- l. Civic Issues Committee
 - i. Duties: Investigate, Debate, Recommend, and otherwise Pursue Public Policy Issues
 - ii. Meet with Commissioners and City Staff Members
 - iii. Recommend to the Board issues to be presented to the full Board for action
 - iv. Coordinate presentations to the Board regarding civic issues
 - v. Develop a "call to Action" upon Board approval coordinating with the Public Relations/Communications Committee.
- m. Residents Committee
 - i. Duties: To assist the DSA Board of Directors to develop and implement effective strategies to communicate the concerns and ideas of the downtown resident community to the BOD, other Committees and the general membership. The Members of the Residents Committee will attend, participate and represent the Association at meetings of private and public organizations; however, the Residents Committee will not take a formal position on any issue without approval of the Board.

- n. Merchants/Business Committee
 - i. Duties: Provide input to the Board regarding issues, ideas and activities of importance to downtown merchants.

ARTICLE SEVEN OPERATIONS

7.01 Fiscal Year. The fiscal year of the Corporation shall be fixed and operate from January through December.

7.02 Executive of Documents. The Chairperson and the Executive Director are the authorized signatories to all contracts and agreements. No Director, Advisory Council member, employee or member of the Corporation may commit the organization to any contract, financial or otherwise, without the approval of the Board of Directors. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed as follows:

- a. Signatures
 - i. Five persons are authorized to sign checks.
 1. Chair
 2. Vice Chair
 3. Treasurer
 4. Administrative Manager
 5. Executive Director
- b. Disbursement Criteria: No payments of amounts above \$500 (five hundred dollars) may be made without Board of Directors approval. Any contract of greater than \$500 (five hundred dollars) must be put out for competitive bidding.
 - i. Under \$500, one signature required with proper documentation
 - ii. Over \$500, requires two signatures with proper documentation
 - iii. No checks may be written to any of the signatories without a second signature and proper documentation.
- c. The penalty for the violation of the above procedures may be the recommendation for removal from the Corporation.

7.03 Books and Records. This Corporation will keep correct and complete books and records of account and will also keep minutes of the proceedings of its Board of Directors, Advisory Council and the standing committees. The Corporation will keep, at its principal place of business, a register giving the names and addresses of Board of Directors members and Advisory Council members, and the original or a copy of its Bylaws including amendments to date certified by the Secretary of the Corporation.

7.04 Fiscal and Contractual Obligations. No employee, Board of Directors member, Advisory Council member or officer or employee shall enter into financial or contractual obligations on behalf of this Corporation without the prior approval of the Board of Directors, and no expenditure may be made nor obligation incurred by any employee, Board of Directors member, Advisory Board member or officer or employee on behalf of

this Corporation unless approved within the existing budget for the fiscal year or approved by the Board of Directors.

7.05 Insurance. The Board of Directors shall authorize, by a vote of the majority of the directors then in office, the Corporation to purchase and maintain insurance on behalf of itself and any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article.

7.06 Annual Audit. An audit or financial statement of the DSA's books shall be conducted and submitted to the Board for review. The review shall be conducted by a person or persons designated by the Board. The reviewer shall be a person other than a member of the Board of Directors or the Advisory Council.

7.07 Dissolution of the DSA. In the event of dissolution of the DSA, any assets will revert to an organization having a 501 (C)(3) status; the choice of the organization shall be approved by the Board of Directors.

ARTICLE EIGHT
AMENDMENTS

The Bylaws and Articles of Incorporation of the Corporation may be modified or amended by a two thirds (2/3) majority vote of the Board of Directors, except that any provision hereof which requires a vote in a percentage greater than a majority can only be amended by the vote of such greater percentage of the Board of Directors.

Dated: Nov 6, 2014

Attest: Francine DiFilippo
Secretary