
**BYLAWS
OF
SARASOTA DESIGN DISTRICT
(A Not For Profit Corporation)**

**ARTICLE ONE
CORPORATION**

1.01 Name. The name of the corporation is the Sarasota Design District, Inc. (the “SDD” or “Corporation.”)

1.02 Mission Statement. The SDD is to promote and support art, architecture, interior design, and related industry within the Sarasota Design District for the greater good of Sarasota.

**ARTICLE TWO
MEMBERS**

2.01 Eligibility. Any reputable business entity, individual, estate association, corporation, or partnership having an interest in the above Mission shall be eligible to apply for membership.

2.02 Acceptance. Applications for membership in the SDD 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 SDD 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, or if a such 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 the second week of 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 SDD ("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 Mission statements of the Corporation. It is also responsible for adopting and approving an annual budget and approving expenditures and contracts.

3.02 Number of Directors. The Board of Directors shall consist of no fewer less than five (5) and no more than seven (7) 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 Design profession representative
- b. 1 Construction profession representative
- c. 1 Property owner representative
- d. 1 Fulltime retail business representative
- e. 1 Fulltime non-retail business representative

- f. 2 Ex-Officio, non-voting Board Members
 - i. City Manager/Designee
 - ii. Chief of Police

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

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 or may simply be third parties voicing an interest.
- b. The Board President will have responsibility to follow up with the delivery of an application and a meeting with the potential Board

Member. A minimum of two Board members and/or the recommending person must be in attendance.

- b. Board member candidates shall submit an application for review by the Board Secretary 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 in SDD events as examples.
- d. The President will then, 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. By a vote of the majority of the remaining Board Members, 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 calendar year. 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 President of the Board of Directors or by majority 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 Board 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 President 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 President 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. not less than three (3) days before the date of the meeting, except that 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 SDD 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 SDD.
- d. Recommended Open Meeting Structure:
 - i. Call to Order
 - i.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. The Board of Directors shall have the power to adjourn the scheduled meeting should a quorum be absent. 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 SDD 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 President.

ARTICLE FOUR **OFFICERS**

4.01 Roster of Officers. The officers of the SDD will consist of the following positions, all of which must be Board Members: President, Vice President, Treasurer, Secretary, one to three “at large” Directors, 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 Director for a term of one (1) year. In the event an officer ceases to be a Board Member during his term in office, such officers will continue to act as an officer until replaced by the Board of Directors or the expiration of the term of office, whichever is first. 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 President, 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 President, the Vice President shall succeed to that office for the duration of the unexpired term.

4.05 Powers and Duties of Officers.

- a. President. The President 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 President has general charge of the operations of the organization in coordination with the Executive Committee. The President shall see that the Bylaws and rules and regulations adopted by the Board of Directors are enforced, and shall appoint all Committee Chairs. The President shall also have the power to remove a Committee Chair. The President 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 President. The Vice President at the request of the President in his/her absence or during his/her inability to act shall perform the duties and exercise the powers and the functions of the Chair during any vacancy, absence or inability of the President to perform the duties of that office, and when so acting, shall have the powers of the President. The Vice President shall have such other powers and perform such other duties as may be assigned to him/her by the Board of Directors or the President.
- 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 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.

4.06 Executive Committee. The Executive Committee shall be comprised of the four elected officers, and the immediate past Board Chair. 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.

ARTICLE FIVE STANDING COMMITTEES

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

5.02 Committees. The Board of Directors shall create committees from time to time as necessary to facilitate the business of the SDD and the Board. Possible

committees include: Finance, Governance, Merchants/Business, Nominating, Public Relations/Communication, Events, Civic Issues, and Membership. The President of the Board of Directors will appoint the Chair(s) of each Committee. The Chair of the 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 President 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.

5.03 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 the Board of Directors. The qualifications for non-Board committee members shall be determined by the President of the Committee.

5.04 Committee Chairs. The President 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 President
 - i. Board members may only serve on two Committees as Chair or Vice President.
 - ii. Vice Presidents 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 SDD 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 SDD
 2. Vice President is appointed by the Treasurer
 - iii. Responsibilities
 1. Recommend CPA firm for Board approval and coordinate with that firm.

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- 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 SDD 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 Applications Forms
- 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 SDD Consistent with Board Actions and Strategic Objectives and To Recommend and Provide Marketing Strategies Consistent with Board Approval and Strategic Objectives of the SDD.
 - 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: To Recommend and Coordinate Events/Programs to Raise Funds for the SDD Consistent with the Strategic Objectives of the Board.
 - ii. Coordinate activities such as including, but not limited to:
 - i. First Fridays
 - ii. New Years
 - iii. Festivals

- iv. Scavenger Hunts
 - v. Silent Auctions
 - vi. Other Activities Creative Ideas
 - iii. Budget for events Coordinate with Public Relations/Communications Committee and Finance Committee
- k. Membership Committee
 - iv. Duties: To Grow SDD 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. Merchants/Business Committee
 - i. Duties: Provide input to the Board regarding of issues, ideas and activities of importance to downtown merchants. upper most on the minds of the Merchants downtown.

ARTICLE SIX
OPERATIONS

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

6.02 Executive of Documents. The President 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. Four persons are authorized to sign checks.
 - 1. Chair
 - 2. Vice President

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3. Treasurer
 4. Administrative Manager
- 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.

6.03 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.

6.04 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.

6.05 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.

6.06 Annual Audit. An audit or financial statement of the SDD'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.

6.07 Dissolution of the SDD. In the event of dissolution of the SDD, 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: _____, 2015

Attest:

Secretary