

KEEP VICTORIA BEAUTIFUL BYLAWS

ARTICLE I - NAME

The name of this committee will be Keep Victoria Beautiful, with its principal place of business at 109 Rio Vista, Victoria Texas 77904 (physical address) or PO Box 5685, Victoria, Texas 77903 (mailing address).

ARTICLE II - PURPOSE

The purpose of Keep Victoria Beautiful will be charitable and educational to promote the Keep Texas Beautiful program of litter prevention, beautification and community improvement and minimization of the impact of solid waste in the City and County of Victoria, Texas.

ARTICLE III - MEMBERSHIP

- Section 1. Membership: There will be three classes of membership in Keep Victoria Beautiful.
- Section 2. Dues: Dues for each membership class will be recommended by the board of directors at the annual meeting.
- Section 3. Meetings: Membership meetings will be held annually during the first week of February at a time and place designated by the Board.

ARTICLE IV - BOARD

- Section 1. The governing body of Keep Victoria Beautiful is vested in the Board of Directors. The number not to exceed fifteen (15) or less than nine (9) members. The Board will be responsible for the management of its affairs and the direction of its work and control. The Board will have full power and authority to promote the objectives for which the Keep Victoria Beautiful has been established.
- Section 2. Rules: The Board will enact such rules and regulations as may be deemed necessary to conduct the business of Keep Victoria Beautiful so long as they are consistent with these Bylaws.
- Section 3. Meetings: The Board will meet monthly. Special meetings of the Board may be called by the President, or on petition of at least four Board members. A simple majority of Board members will constitute a quorum.
- Section 4. Notice of Meetings: Notice of the monthly meetings of the Board or Executive Committee meetings will be communicated to the members at least five days prior to the meeting.
- Section 5. Committee Action: Except for the Executive Committee as set out below the Board will pass upon all actions of all committees.
- Section 6. Election: Board members will be nominated by the Nominating Committee at the December board meeting and elected by a majority vote at the annual membership meeting. The Board will have the power to fill all vacancies on the Board for an un-expired term of office at time that the vacancy occurs.
- Section 7. Term of Office: Elected Board Members will serve for a term of three (3) years. It is the sense of this section that one-third of the appointed members of the Board will retire at the annual membership meeting. Each board member may serve for two (2) full terms.
- Section 8. Suspension, Termination, and Appeal: The Board, by an affirmative vote of a three-fifths (3/5) majority of the directors in office, may suspend or terminate a member with or without cause at a meeting whose notice shall include such proposed suspension or termination. The board shall notify the member promptly of his or her suspension or termination. Any member may appeal his or her suspension or termination by filing a written appeal with the Secretary of the Board within thirty (30) days of the date the Board mailed the notice of suspension or termination. The Board shall consider the appeal at the next regularly scheduled meeting. The decision of the Board shall be final.
- Section 9. Resignation: Any member may resign by filing a written resignation with the Secretary of the Board.
- Section 10. Attendance: Three (3) consecutive absences, or five (5) absences within any twelve (12) month period, from the meetings of the board, after due notice has been served by telephone or mail of the time and place of such meeting, shall automatically terminate membership on the Board of Directors. Notification of termination shall be made in writing to the board member from the chair or his/her designate. There are no excused absences.

Section 11. Potential Conflicts of Interest: Keep Victoria Beautiful shall not make any loan to a Director, officer, Member, committee member or agent of the organization. A Director, officer, Member, committee member or agent of Keep Victoria Beautiful may lend money to and otherwise transact business with the Corporation except as otherwise provided by the Bylaws, Articles of Incorporation, and all applicable laws. Such a person transacting business with Keep Victoria Beautiful has the same rights and obligations relating to those matters as other persons transacting business with Keep Victoria Beautiful. Keep Victoria Beautiful shall not borrow money from or otherwise transact business with a Director, Member, officer, committee member or agent of the Corporation unless the transaction is described fully in a legally binding instrument and is in the best interests of the organization. Keep Victoria Beautiful shall not borrow money from or otherwise transact business with a Director, officer, Member, committee member, or agent of the Corporation without full disclosure of all relevant facts and without the approval of the Board, not including the vote of any person having a personal interest in the transaction.

ARTICLE V - OFFICERS

- Section 1. Term of Office: The five officers; President, President-Elect, Past President, Secretary, and Treasurer will be elected from the existing Board for a term of one year beginning at the annual membership meeting of each year and ending at the annual membership meeting the following year.
- Section 2. President: The President will preside at all meetings of the Board. The President will perform all duties incidental to the office and advise such action as may be deemed likely to increase the objectives of the Board.
- Section 3. President-Elect: The President-Elect will act in the absence of the President; and in the absence or disability of the five officers named; a member of the Board will be chosen to act temporarily.
- Section 4. Past-President: The Past-President will act in the absence of the President-Elect; and in the absence or disability of the five officers named; a member of the Board will be chosen to act temporarily.
- Section 5. Secretary: The Secretary will keep the records, the minutes of the meeting, a roll of the attendance; will notify officers, and committee chairpersons of meeting time and place, will send out proper notices of all call meetings, and of other meetings when necessary.
- Section 6. Treasurer: The Treasurer will authorize the paying of monies on such approvals and signatures as the Board may determine; will be responsible for the maintenance of adequate books of account; will present periodic financial statements of receipts and expenditures; for the year accompanied by a balance sheet and an income and expense statement audited by an independent public accountant.

ARTICLE VI - COMMITTEES

- Section 1. Executive Committee: The Executive Committee will have the power of the Board between meetings of the Board, except, that it may not modify any action taken by the Board. It will be composed of the officers and the standing sub-committee chairpersons of Keep Victoria Beautiful at the time of their election and/or appointment. The Executive Committee will meet between meetings of the Board at a time and place determined by the committee. A simple majority of all members of the Executive Committee will constitute a quorum. Other meetings may be called by the President or upon petition of one-third of the members of the Executive Committee.
- Section 2. Nominating Committee: The Nominating Committee will consist of no more than five and not less than three members appointed by the President. The Nominating Committee will be appointed at the October Board meeting and present a slate of officers at the December Board meeting for election.
- Section 3. Standing Committees: All actions by standing committees that commit the organization to an action must be approved by the Board of Directors. This approval may be granted by specific funding in the budget or by presentation and approval by the Board.
Keep Victoria Beautiful will include: Community Awareness Committee and Community Involvement Committee.
- Section 4. Other Committees: The Board may establish a temporary committee if needed.
- Section 5. Committee Chairs: Each committee will select a Chair and Vice-Chair. The names will be submitted to the Board for confirmation.

Section 6. Committee Members: Committee members will be recruited by the Board. Membership on committees is open to all interested. A list of committee members will be provided to the Board.

ARTICLE VII - AMENDMENTS

The Board may amend these bylaws either by mail ballot or at any meeting of the Board at which a quorum is present, provided that the proposed amendment is inserted in the notices of such meeting.

ARTICLE VIII— PARLIAMENTARY AUTHORITY

The latest edition of “Robert’s Rules of Order” will govern any rules of parliamentary procedure not covered by these Bylaws.

ARTICLE IX - DISSOLUTION

In the event of dissolution, the residual assets of Keep Victoria Beautiful will be turned over to one or more organizations which themselves are exempt as organizations in Section 501(c) (3) and 170(c) (2) of the Internal Revenue Code of 1954 or corresponding section of any prior or future law, or to the Federal, State, or local government for exclusive public purpose related to litter prevention, beautification and the community improvement or the minimization of solid waste.