

KEEP SAGINAW BEAUTIFUL BYLAWS

ARTICLE I – NAME, PURPOSE AND OFFICES

Section 1. Name: The name of this organization shall be KEEP SAGINAW BEAUTIFUL, hereafter referred to as the Organization or the acronym KSB. No other names or acronyms shall be used in any publication originating from this organization.

Section 2. Purpose: The purpose of the organization shall 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 Saginaw, Texas.

Section 3. Offices: The registered mailing address shall be P.O. Box 79070, Saginaw, Texas 76179, and the physical shall be 333 West McLeroy Blvd., Saginaw, Texas 76179. Other locations may be identified by the Board of Directors as needed.

ARTICLE II – BOARD OF DIRECTORS

Section 1. General Powers: The activities, property and all business of the Organization shall be managed by its Board of Directors. The Board of Directors shall be responsible for the management of its affairs and the direction of its work and control. The Board of Directors shall have power and authority to promote the objectives for which the Keep Saginaw Beautiful is organized.

Section 2. Number and Tenure of Board of Director Members: The Board of Directors shall consist of no more than fifteen (15) or less than five (5) members and shall include officers, committee chairpersons, and City liaisons. Elected Board of Director Members shall serve for a term of two (2) years. It is the sense of this section that one-half of the appointed members of the Board of Directors shall leave the board on May 31 of each year at the end of their term.

Section 3. Qualifications of Directors: The Board of Directors must reside or work in the City of Saginaw, Texas for a minimum of one (1) year. Directors may not be a Board of Director member of another organization with conflicting mission, beliefs, values or direction of KSB.

ARTICLE III – OFFICERS

Section 1. Elected Officers: The elected officers of the Board of Directors shall be a President, Vice President, Secretary, and Treasurer.

Section 2. Election and Term of Office: Prior to the annual meeting of the Board of Directors, the Board of Directors shall develop a list of nominations to fill any available officer positions. The offices of President and Secretary shall be elected one year and the offices of Vice President and

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Treasurer shall be elected the next year in order to assure continuity of the program. The four officers shall serve a two year term beginning June 1 of each year and ending on May 31 the following year. The Board of Directors shall have the power to fill all vacancies on the Board of Directors for an un-expired term of office at time that the vacancy occurs.

Section 3. President: The President shall preside at all meetings of the Board of Directors. The President shall perform all duties incidental to the office and advise such action as may be deemed likely to increase the objectives of the Board of Directors.

Section 4. Vice President: The Vice President shall act in the absence of the President; and in the absence or disability of the four officers named, a member of the Board of Directors shall be chosen to act temporarily.

Section 5. Secretary: The Secretary shall keep the records, the minutes of the meeting, a roll of the attendance; shall notify officers, and committee chairpersons of meeting time and place, shall send out proper notices of all call meetings, and of other meetings when necessary.

Section 6. Treasurer: The Treasurer shall authorize the paying of monies on such approvals and signatures as the Board of Directors may determine; shall be responsible for the maintenance of adequate books of account; shall 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 IV – MEETINGS

Section 1. Annual Meeting: An annual meeting of the Board of Directors shall be held in May (or as soon as possible thereafter) of each year. At the meeting, the Board of Directors shall elect officers, appoint directors, adopt an annual budget, approve an annual report, and transact other business as needed.

Section 2. Regular Meetings: Regular meetings of the Board of Directors shall meet monthly. Special meetings of the Board of Directors may be called by the President, or on petition of at least four Board of Directors members. Keep Saginaw Beautiful Board of Directors members shall constitute a quorum.

Section 3. Special “As Called” Meetings: Special meetings of the Board of Directors may be called by the President, the Executive Director, or on a written request of two (2) or more directors.

Section 4. Quorum: The presence of a simple majority of current Board of Directors shall constitute a quorum for the transaction of business.

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ARTICLE V – COMMITTEES

Section 1. Executive Committee: The Executive Committee shall have the power of the Board of Directors between meetings of the Board of Directors, except, that it may not modify any action taken by the Board of Directors. It shall be composed of the officers and the standing sub-committee chairpersons of Keep Saginaw Beautiful at the time of their election and/or appointment. The Executive Committee shall meet between meetings of the Board of Directors at a time and place to be determined by the committee. One-third of all members of the Executive Committee present in person shall 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 shall consist of three (3) members appointed by the President. The Nominating Committee shall be appointed by the Keep Saginaw Beautiful Board of Directors meeting and will present its slate of members at the Keep Saginaw Beautiful Board of Directors 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 of Directors.

Section 4. Other Committees: The Board of Directors may establish a temporary committee if needed.

Section 5. Committee Chairs: Each committee shall select a Chair and Vice-Chair. The names shall be submitted to the Board of Directors for confirmation.

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

ARTICLE VI – EXECUTIVE DIRECTOR

The Executive Director shall be designee of the Saginaw City Manager. The Executive Director shall oversee recruitment and training for the Board of Directors; ensure that strategic plans supporting the mission and furthering the development of the Organization are developed and implemented; and oversee administration of an annual budget, preparation of an annual report for the Organization, and completion of all reports required by Keep America Beautiful and Keep Texas Beautiful in order to maintain the Organization's "good standing" status.

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ARTICLE VII – AMENDMENTS TO BYLAWS

Amendments to these Bylaws require majority approval of a quorum of the Board of Directors. Proposed amendments must be submitted in writing to the Board of Directors at least seven (7) days in advance of each regularly scheduled monthly meeting. All bylaws changes shall be approved by the Saginaw City Council.

ARTICLE VIII – PARLIAMENTARY AUTHORITY

Any rules of parliamentary procedure not covered by these Bylaws shall be governed by the latest edition of "Robert's Rules of Order."


ARTICLE IX – CONFLICTS

In the event of any conflict between these Bylaws and City or state regulation, the City or state regulation shall take precedent.

ARTICLE X – DISSOLUTION

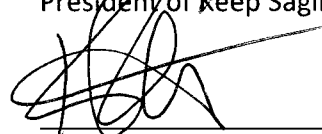
In the event of dissolution, the residual assets of Keep Saginaw Beautiful will be turned over to one or more organizations which themselves are exempt as organizations in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding section of any prior or future law, or to the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

Approved by the Keep Saginaw Beautiful Board of Directors.



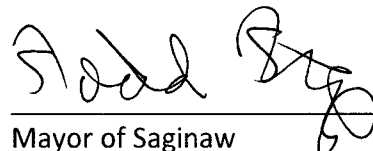
President of Keep Saginaw Beautiful

8-27-18
Date



Executive Director

8-21-18
Date



Mayor of Saginaw

8-18-18
Date