



***Keep Chandler Beautiful Board***

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**THE KEEP CHANDLER BEAUTIFUL BOARD WILL MEET FOR A REGULAR SCHEDULED MEETING **MONDAY, SEPTEMBER 28, 2015** AT CHANDLER COMMUNITY CENTER, CHANDLER, TEXAS AT **6:00 P.M.****

**AGENDA**

- A. CALL TO ORDER AND ANNOUNCE IF QUORUM IS PRESENT**
- B. OLD BUSINESS**
  - 1. Treasurer's Report**
  - 2. Discuss and act on By-laws**
  - 3. Nominations and appointments of new Board Members**
  - 4. Draw for Board Member terms**
- C. NEW BUSINESS**
  - 5. Discuss and act on adoption of logo**
  - 6. Discuss and act on support for 2015 Solid Waste Grant Application**
  - 7. Discuss and act on KCB representation at Pow Wow**
  - 8. Nominations of Committee Chairpersons and appointment by President**
  - 9. Discuss and act on Committee's 2015-16 Goals**
- D. NEXT MEETING**
  - 10. Next Meeting**
- E. ADJOURNMENT**

**KEEP CHANDLER BEAUTIFUL, INC.**  
**BY-LAWS (Adopted 9/28/15)**

**ARTICLE I. ORGANIZATION STRUCTURE AND PURPOSE**

- a. The name of this organization is Keep Chandler Beautiful, Incorporated (KCB).
- b. KCB is a Texas not-for-profit corporation, charter number 800145405
- c. The principal place of business of KCB is Chandler, Texas.
- d. The purpose of KCB is to implement a Keep America Beautiful program for the City of Chandler, Texas. This is a charitable and educational purpose within the meaning of the Internal Revenue Code, Sections 501 (c)(3), and includes educating the public to reduce waste, improve the appearance of the community, and organize volunteers for such purpose.
- e. KCB and its programming and operations are governed by a Board of Directors (Board), such Board having the fiduciary and operational responsibility of KCB.
- f. General Membership in KCB and dues, if any, will be determined by action of the Board.
- g. General Membership is open to all and is unlimited.
- h. The fiscal year of KCB is October 1 through September 30.

**ARTICLE II. BOARD OF DIRECTORS**

- a. The Board of KCB shall consist of a minimum of ten (10) members and a maximum of twenty (20) and shall include one to two City Council members.
- b. The Board has the full authority and responsibility for the management of KCB in the exercise of the purpose of the organization, including the establishment of KCB policies.
- c. The election of members to the Executive Board shall occur at a scheduled meeting.
- d. Board members serve limited terms, which are two consecutive three year terms. Board members will serve staggered terms and will draw for either two or three year initial terms.
- e. The Board has the sole authority to conduct the business of KCB. Decisions made and funds expended outside Board meetings shall be done in accordance with the annual adopted budget and adopted calendar of activities. Such budget and calendar may only be altered by a vote of the Board at a regular or called meeting.
- f. Business may be conducted at any regular or called meeting, at which a quorum of a minimum of fifty percent (50%) of the Board members are present.
- g. Adoption of any item shall be by majority of those present and voting at any regular or called meeting, except for amendments to the by-laws, which must be adopted pursuant to the policy adopted in Article VIII of the current by-laws.
- h. Board meetings shall be held at a minimum quarterly. The annual meeting, which are open to all General Membership, shall be the last month of the fiscal year. An annual calendar of Board meetings shall be set by the Board. Special meetings may be called by the president or by five (5) members of the board.
- i. Voting on an issue, except amendments to the By-laws, may occur electronically between Board meetings with the Board having agreed to such procedure at a previous regular or called meeting.
- j. Members are expected to attend Board meetings as often as possible. If a Board member misses three (3) consecutive meetings without notification of the secretary or staff coordinator, the Board has the authority to replace that member.
- k. Vacancies will be filled by the Board at the earliest regular Board meeting.

### **ARTICLE III. OFFICERS OF THE BOARD**

- a. The Executive Board will consist of the officers of the Board and shall be president, vice president, secretary, and treasurer.
- b. Officers shall be elected at a regular scheduled meeting or at the annual meeting.
- c. Officers serve for a two year term for a maximum of two consecutive terms in the same office, except for the secretary which is an unlimited term. The terms of the Officers will be staggered and will draw for either two or three year initial terms.
- d. To fill a vacancy in any office shall require a majority vote of the Board at a regular Board meeting.
- e. The President of the Board shall serve as the chief officer of the Board. The President shall perform all customary duties of a board president. The Board President shall represent KCB externally, and shall preside at all Board meetings. The President is responsible for monitoring any City of Chandler contract, the Keep America Beautiful, and the Keep Texas Beautiful affiliations, and other contracts that may exist, and shall make regular reports to the Board concerning the status of such contracts. The President shall be a signatory for all financial instruments. The President shall sign all agreements on behalf of KCB. The President shall be an ex officio member of all committees.
- f. The Vice President shall act in the absence of the president in all matters, as necessary. The Vice President shall be primarily responsible for internal matters, which shall include monitoring standing and ad hoc committees and their assignments.
- g. The Secretary shall perform the duties as identified in Article VI.
- h. The Treasurer shall keep a record of all financial activity of KCB. The Treasurer shall keep the financial records of KCB in order and available upon reasonably scheduled request for review by the Board, any Board member, the City of Chandler, or other authorized party. The Treasurer shall distinguish in the records between KCB's organizational funds, and those available pursuant to any KCB/City of Chandler contract. The Treasurer shall be primarily responsible for distributing funds and shall, with the President, be a signatory on all checks. The Treasurer shall prepare a financial report for each regular Board meeting.

### **ARTICLE IV. COMMITTEES**

- a. All Board members will serve on a minimum of two Standing Committees.
- b. KCB shall have Standing Committees for the ongoing responsibilities of the organization. The Board shall set the number and function of such committees. Those committees shall consist of, in minimum, Special Events, Schools and Youth, Environmental Sustainability, Development and Outreach and Public Relations.
- c. Standing Committees Chairs shall be recommended by the committee members and appointed by the President. All standing Committee Chairs must be members of the Board. Standing Committee Chairs may utilize non-Board Members as committee members.
- d. Ad hoc Committees may be ordered to be formed by the President or the Board for particular projects that may be temporary in nature. Ad hoc Committee Chairs shall be Board members and will be appointed by the President.
- f. The Special Events Committee shall be responsible for the production of any special event approved by the Board. The Chair of Special Events is authorized to form subcommittees for each event as desired, and to oversee those subcommittees.
- g. The Schools and Youth Committee shall be responsible for all projects and activities related to children and youth, including the partnering with educational institutions.
- h. The Environmental Sustainability Committee shall oversee all projects related to litter reduction, recycling, clean and green projects, partnerships with other groups, and related projects or programs that may be adopted.

- i. The Development Committee shall be responsible for locating, recommending, and pursuing funding sources for KCB and general membership.
- j. The Outreach and Public Relations Committee shall be responsible for preparing promotional literature or other forms of promotion and shall also be responsible for outreach programs into the community of Chandler.
- k. All committees of whatever sort shall provide a report at each regular board meeting. That report may be verbal, or in writing.
- l. Committees may take action as designated by the adopted budget and calendar of activities. Committees may not expend funds unless authorized by the budget or by the Board.

## **ARTICLE V. INTERNAL STRUCTURE**

- a. Meetings of the KCB Board shall occur on the scheduled date and at the location determined by the Board.
- b. Meetings of the Board shall be governed by Robert's Rules of Order, latest revision, when not in conflict with these By-Laws.
- c. The Board shall adopt an annual budget as scheduled elsewhere in these By-Laws, and shall adopt an annual calendar of activities.
- d. The funds of KCB, excluding any funds provided by the City of Chandler, shall be deposited in an accredited financial institution as selected by the Board. Checks or other forms of payment issued on behalf of KCB for purchases exceeding \$500.00 must be signed by no fewer than two of the following authorized signatories: President, Vice President, Treasurer, and Secretary.

### Definitions :

- "Component purchases" means purchases of the component parts of an item that in normal purchasing practices would be purchased in one purchase.
- "Separate purchases" means purchases, made separately, of items that in normal practices would be purchased in one purchase.
- "Sequential purchases" means purchases, made over a period of time, of items that in normal purchasing practices would be purchased in one purchase.

A person who is an officer, employee, or agent otherwise authorized as a signatory on checks or authorized to use other forms of payment on behalf of KEEP CHANDLER BEAUTIFUL, Inc.(KCB) violates the bylaws and procedures of KCB and is subject to removal from their appointed position with KCB, and prosecution of any applicable statutory criminal violation, if the person makes or authorizes separate, sequential, or component purchases by authorizing through signature, order or act of issuing a check or other form of payment exceeding \$500 in value or multiple checks or other forms of payment of a lesser value that cumulatively exceed \$500 for the purpose of making a separate, sequential or component purchase. Checks or other forms of payment issued on behalf of KCB for purchases exceeding \$500 must be signed by no fewer than two authorized signatories. The KCB may prosecute and seek any remedy in law or equity against a person who violates this provision.

## **ARTICLE VI. CITY OF CHANDLER STAFF SUPPORT**

- a. Two staff members will be provided to KCB for support and operations of the Board. One staff member of the City of Chandler shall serve as the Coordinator of the KCB program and another city staff member will serve as Secretary.

- b. The staff members will be responsible to the regulations of the City of Chandler's Employee Manual and his or her designated City of Chandler supervisors. The staff member's total compensation shall be the responsibility of the City of Chandler.
- c. The Coordinator shall not be a voting Board member. Instead the Coordinator will act as support staff to the Board and be responsible for those day to day duties required to operate the KCB program. The Coordinator will work in conjunction with the KCB Board and the President of the Board on behalf of KCB, to meet the scheduled activities of KCB.
- d. The Secretary, who shall be a Board Officer, shall keep the records of KCB. The Secretary shall keep a record of all corporate minutes, financial reports, budgets, calendars, contracts, affiliate certificates, and other permanent records. The Secretary shall coordinate with the President and Coordinator for meeting agenda preparation.

**ARTICLE VII. ADVISORY BOARD**

- a. The KCB Board may organize and maintain an advisory board for the purposes of promoting awareness of KCB, and involvement in its activities, developing program resources, and advising the KCB Board.
- b. The advisory board shall serve in a non-governing position.
- c. The advisory board members shall be individuals who have an interest in and commitment to KCB, but are not required to have served on the KCB Board.

**ARTICLE VIII. AMENDMENTS TO BY-LAWS**

- a. KCB By-Laws may be amended or modified by the board with a majority vote at a regular meeting, provided the proposed amendments or modifications have been presented in writing to the Board members at least thirty (30) days prior to the vote.

**ARTICLE IX. DISSOLUTION**

- a. In the event of dissolution, KCB's assets, if any, will be given to one or more organizations which themselves are exempt organizations as described in Section 501 (c)(3) of the Internal Revenue Code, or any corresponding section of any prior or future law, or to the state or local government of KCB, for exclusively public purpose. Dissolution and distribution shall be by a majority vote of the KCB Board.

Adopted this \_\_\_\_ day of \_\_\_\_\_, 2015.

Secretary, Keep Chandler Beautiful, Inc.

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## **KEEP CHANDLER BEAUTIFUL COMMITTEES (8/24/15)**

**Special Events Committee** - shall be responsible for the production of any special event approved by the Board. The Chair of Special Events is authorized to form sub-committees for each event as desired, and to oversee those sub-committees.

1. Shirley Parmer
2. Mike Wilson
3. Sharon Moffeit
4. Mark Hall
5. Joy Neal
6. Rick Ford
7. Sheila Waters

**Schools and Youth Committee** - shall be responsible for all projects and activities related to children and youth, including the partnering with educational institutions.

1. Nancy Bertholf
2. Bill Bass
3. Kari Bersano
4. CJ Hughes
5. Julie Henry

**Environmental Sustainability Committee** - shall oversee all projects related to litter reduction, recycling, clean and green projects, partnerships with other groups, and related projects or programs that may be adopted.

1. Mike Wilson
2. Sharon Moffeit
3. Libby Fulgham
4. Kari Bersano
5. Mark Hall
6. CJ Hughes
7. Joy Neil
8. Sheila Waters

**Development Committee** - shall be responsible for locating, recommending, and pursuing funding sources for KCB and general membership.

1. Nancy Bertholf
2. Libby Fulgham
3. John Camper
4. Julie Henry
5. Rick Ford

**Outreach and Public Relations Committee** - shall be responsible for preparing promotional literature or other forms of promotion and shall also be responsible for outreach programs into the community of Chandler.

1. Shirley Parmer
2. Bill Bass
3. Libby Fulgham
4. John Camper
5. Joy Neal
6. Sheila Waters

**KOB**



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**KEEP CHANDLER**

**T E X A S**

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*Beautiful*

KEEP CHANDLER BEAUTIFUL BOARD ATTENDANCE										
NAME	7/28/15	8/24/15	9/28/15	10/26/15	11/23/15					
Libby Fulgham	X	X								
Kari Bersano	--	X								
Julie Henry	--	X								
Mike Wilson	--	X								
CJ Hughes	X	X								
Mark Hall	X	X								
Bill Bass	X	X								
Rick Ford	X	--								
Sean Little	--	--								
John Camper	X	X								
Nancy Bertholf	X	X								
Sharron Moffeit	X	X								
Terry Brown	--	--								
Joy Neal	X	X								
Staff Support										
John Taylor	X	X								
Shirley Parmer	X	X								
Shelia Waters	--	X								

X = ATTENDED