

BY-LAWS OF  
KEEP SARALAND BEAUTIFUL, INC.


ARTICLE I-NAME

Section 1. The name of this organization shall be Keep Saraland Beautiful, Incorporated, with its principal place of business in Saraland, Alabama.

ARTICLE II-PURPOSE

Section 1. The purpose of this organization shall be charitable and educational for the purpose of educating the citizenry in ways of improving the community's appearance. To achieve this purpose, the Board shall:

- a. Establish and maintain a continuing litter prevention program utilizing the Keep America Beautiful System, A behavioral approach to changing attitudes and habits about proper solid waste handling.
- b. Investigate, study, develop and propose plans to bring about community appearance improvements for the beautification of Saraland, Alabama.
- c. Promote the public interest in the maintenance of a clean and beautiful environment.



### ARTICLE III

- Section 1. Membership: There shall be one class of membership in the Keep Saraland Beautiful, Inc. Any person, association, corporation, partnership, or estate having an interest in the purpose of the organization shall be eligible to apply for membership.
- Section 2. Election: Application for membership shall be in writing, on forms provided for that purpose, and signed by the applicant. Any applicant shall become a member upon payment of the regularly scheduled fees.
- Section 3. \* Dues: Membership fees shall be in the minimum sum of Five Dollars (~~\$5.00~~) each per year. Membership fees shall be at such rate or rates, schedules or formula as may from time to time be prescribed by the Board of Directors.
- Section 4. Voting: Each member shall be entitled to cast one vote.
- Section 5. \* Annual Meeting: the annual meeting of Keep Saraland Beautiful, Inc. membership shall be in September at a time and place to be designated by the Board of Directors and notice thereof mailed to each member at least seven (7) days before said meeting.

### ARTICLE IV-BOARD

- Section 1. The governing body of Keep Saraland Beautiful, Inc. shall be vested in the Board of Directors. The number not to exceed twenty-five (25) or less than ten (10) members. The Board shall be responsible for the management of its affairs and the direction of its work and control. The Board shall have full power and authority to promote the objectives for which Keep Saraland Beautiful, Inc. is organized.

Section 2. Rules: The Keep Saraland Beautiful, Inc. Board shall enact such rules and regulations as may be deemed necessary to conduct the business of Keep Saraland Beautiful, Inc. not inconsistent with the terms of these By-Laws. They shall submit in writing an annual report of the work and the finances of the organization.

Section 3. Meetings: The Board of Directors shall meet monthly at such time and place as will be determined by them. A majority of the Board of Directors shall constitute a quorum at any meeting.

Special Meetings: Special meetings of the Board of Directors may be called by the President, or on written petition of four (4) Board members. Notice, including the purpose of the Special meeting, shall be given to each Director at least two (2) days prior to said meeting.

Section 4. Committee Action: The Board of Directors shall pass upon all actions of all committees, except the Executive Committee.

Section 5. Election: The Board members shall be nominated by the Nominating Committee.

Additional names of candidates for Directors may be nominated by petition bearing the genuine signatures of the candidate and at least five (5) members in good standing of Keep Saraland Beautiful, Inc. Such petition shall be filed with the Nominating Committee within five (5) days of the Annual Membership Meeting.

A ballot shall be prepared listing the candidates nominees by the Nominating Committee and qualified petition for use at the Annual Membership Meeting. Election shall be by a majority vote of membership.

Section 6. Seating of Directors: All newly elected Board of Directors shall commence official duty as of September 1 and serve a term of two (2) years. It is the sense of this section that one half of the first Board of Directors be elected for one year only, and henceforth elections would be for two-year terms.



*3 consecutive meeting*

Section 7. Vacancies: A member of the Board of Directors who shall be absent from two (2) regular meetings of the Board shall automatically be dropped from membership on the Board, unless confined by illness, on official Keep Saraland Beautiful, Inc. business or otherwise decreed by a majority vote of those in attendance at a regular Board meeting.

Vacancies on the Board of Directors shall be filled, as soon as practical, after the vacancy has occurred, by majority vote of the Board of Directors.

#### ARTICLE V-OFFICERS

Section 1. Officers: A special meeting of the newly-elected Board of Directors shall be held as soon as practical after the election of the Directors at which meeting the officers for the coming year shall be elected by majority vote. Terms of office shall be for one (1) year beginning September 1 of each year and ending August 31 of the following year.

Section 2. Bonding: The officers of the organization shall be President, Vice President, Secretary and Treasurer. Any vacancies in the above officers shall be filled as soon as practical after the vacancy occurs by majority vote of the Board of Directors.

Bonding: The officers and staff of the organization as the Board may designate shall be bonded by a sufficient fidelity bond in an amount set by the Board.

Section 3. President: The President shall be the chief officer of the organization and shall preside at all meetings of the membership, the Board and the Executive Committee. The President shall perform all such duties as necessary to increase the purpose of the organization, including appointment of committees and chairman.

Section 4. Vice President: The Vice President shall act in the absence of the President and exercise all such powers and authority as necessary to continue the work of the organization.

Section 5. Secretary: The Secretary shall keep the records of the organization, including minutes and attendance of the Annual Membership meeting and the meetings of the Board. The Secretary shall be responsible for proper notification to members of all meetings as necessary.

Section 6.

Treasurer: The Treasurer shall be responsible for the safeguarding of all monies received by Keep Saraland Beautiful, Inc. and for their proper disbursement on such approvals and co-signatures as the Board may determine.

The Treasurer shall be responsible for the maintenance of adequate books of account; shall present written quarterly financial statements of receipts and expenditures at the regular meetings of the Board of Directors; and shall prepare a yearly financial statement of receipts and expenditures for inclusion in the Annual Report.

The financial records of the organization shall be audited annually by an independent public accountant. Said balance sheet and statement shall be presented to the membership at the Annual Membership meeting in September.

#### ARTICLE VI-COMMITTEES

Section 1.

Appointment and Authority: The President by and with the approval of the Board of Directors, shall appoint all standing committees and committee chairman, the President may appoint such as hoc committees and their chairman as he deems necessary to carry out the programs of the organization. Committee appointments shall be at the will and pleasure of the President and in no event shall exceed the term of the President.

It shall be th function of the committees to make investigations, conduct studies and to make recommendations to the Board of Directors and to carry on such activities as may be delegated to them by the Board, in order to further the purpose of this organization.

A majority of members of a committee shall constitute a quorum for meetings.

Section 2. Limitation of Authority: No action, including the incurrance of financial obligations of any type outside the approved budget allocations, by any member, committee, employee, director or officer, shall be binding upon, or constitute an expression of the policy of the Keep Saraland Beautiful, Inc., until it shall have been approved or ratified by the Board of Directors.

Section 3. Executive Committee: The Executive Committee shall have the power of the Board of Directors between meetings of the Board, except, that it may not modify any action taken by the Board. It shall be composed of the officers and the chairman of the six (6) standing Sub-Committees. The President shall serve as chairman. A quorum of five (5) shall be necessary to conduct business.

Section 4. Nominating Committee: The Nominating Committee shall consist of five (5) members. The chairman and members shall be appointed by the president, with not more than three (3) being from the Board. The Nominating Committee shall prepare a list of nominees to serve on the Board of Directors. Each candidate must be an active member in good standing and must have agreed to accept the responsibilities of Directorship.

In the first year of the organization, the Nominating Committee shall prepare a slate of nominees for the Board with one half elected for one (1) year terms and one half elected for two (2) year terms. Thereafter, all nominee terms will be for two (2) years.

The Nominating Committee shall send notice of the candidates to the Membership Meeting in September. The Nominating Committee shall accept petitions of additional candidates up to five (5) days prior to the Annual Membership Meeting; shall verify qualified petitions; and prepare a ballot of all candidates for use at the Annual Membership Meeting.

The Nominating Committee shall prepare a slate of officers from the newly-elected Board of Directors. This slate shall be presented to the Board of Directors with election by majority vote.



Section 5. Standing Sub-Committees: The following standing sub-committee chairpersons shall serve on the Executive Committee:

- A. Public Relations-This committee shall be responsible for internal and external communications; shall inform the public of the purpose and work of the organization; and shall develop programs for recognition.
- B. Business and Industry-This committee shall be responsible for educating the business sector on litter abatement and appearance improvement to further the purpose of the organization.
- C. Government-This committee shall be responsible for educating the government sector on litter abatement and appearance improvement; shall review such appropriate ordinances, update and recommend ordinance changes; shall develop enforcement of ordinances; and shall recommend improvements in technology.
- D. Community Organizations-This committee shall be responsible for educating community organizations and the volunteer sector on litter abatement and appearance improvement; and shall develop special projects for such groups which further the purpose of this organization.
- E. Schools-This committee shall be responsible for educating the education sector, including students, faculty, staff and related associations, on litter abatement and appearance improvement; and shall develop special projects for such groups which further the purpose of this organization.
- F. Finance-This committee shall be responsible for securing financial resources for this organization to function in a responsible and efficient manner.

#### ARTICLE VII-FINANCES

Section 1. The fiscal year of Keep Saraland Beautiful, Inc., shall begin September 1 and end August 31 of the following year.

Section 2. Funds: All money paid to Keep Saraland Beautiful, Inc., shall be placed in a general operating fund at a financial institution approved by the Board of Directors.

- Section 3. Disbursements: Upon approval of the general operating budget, the Treasurer is authorized to make disbursements on accounts and expenses provided for in the budget without further approval of the Board of Directors. Disbursements shall be by check with co-signatures as the Board may determine.
- Section 4. Budget: The Executive Committee shall prepare in detail, with assistance from the Executive Coordinator, the budget. Said budget shall be approved by the Board of Directors.
- Section 5. Audit: The financial records of the organization shall be audited by an independent certified public accountant. The audit shall be at all times available to the membership in the offices of Keep Saraland Beautiful, Inc.

#### ARTICLE VIII-EXECUTIVE COORDINATOR

- Section 1. The Executive Coordinator shall serve at the pleasure of and be responsible to the Board of Directors; shall serve as the chief administrative officer of the organization; shall be responsible for the administration of implementation of policies, procedures and programs as determined by the Board; shall serve as a resource and advisor on program planning to the President, the Board, and committees; shall maintain records and reports as necessary for certification in the Keep America Beautiful System; and shall serve as the representative of the organization in the community.
- Section 2. The Executive Coordinator will have sole responsibility for the supervision over all paid employees and shall perform such duties as necessary to manage the office of the organization.
- Section 3. The Executive Coordinator shall be a non-voting member of the Board of Directors, the executive committee and all committees.



## ARTICLE IX-PROCEDURES

- Section 1. Keep Saraland Beautiful, Inc., shall use its funds only to accomplish the purpose and objectives specified in these by-laws and no part of said funds shall be distributed to the members of the organization.
- Section 2. Meetings: The Executive Committee shall meet monthly at a time and place to be determined by the committee members. Five (5) members of the committee shall constitute a quorum.
- Special meetings of the Executive Committee may be called by the President, or on written petition of three (3) members of the Executive Committee. Notice, including the purpose of the Special Executive Committee, shall be given to each member of the Executive Committee at least two (2) days prior to said meeting.
- Section 3. Notice of Meetings: Notice of regular meetings of the Board and Executive Committee shall be mailed to members at least seven (7) days prior to the meeting.
- Section 4. Parliamentary Authority. The current edition of Roberts Rules of Order shall be the final source of authority in all questions of parliamentary procedure, when such rules are not inconsistent with the charter and by-laws of Keep Saraland Beautiful, Inc.

## ARTICLE X-AMENDMENTS

- Section 1. Amendments: These by-laws may be amended or altered by the Board of Directors or the membership with a two-third (2/3) vote at any regular or special meeting with a quorum present, provided the proposed amendment has been submitted in writing to the members at least seven (7) days prior to said meeting.

## ARTICLE XI-DISSOLUTION

### Section 1.

Dissolution: In the event of dissolution of Keep Saraland Beautiful, Inc., any residual assets or remaining funds will be turned over to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organization, which themselves are exempt as organizations described in Section 501 (c)(3) and 170 (c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law. Dissolution and distribution of assets will be by majority vote of the Board of Directors.

DATED: 14 October 1998

Addie St. Laurent  
ADDIE ST. LAURENT

Janice M. McAuthor  
JANICE MCAUTHOR

Monica Garsed  
MONICA GARSED

Linda Cox  
LINDA COX

Ron Mitchell  
RON MITCHELL