

BYLAWS OF
KEEP GRAPEVINE BEAUTIFUL, Inc.
(Updated 02/13/2023)

**ARTICLE ONE
NAME, PURPOSE AND OFFICES**

Section 1.1 Name

The name of this organization is KEEP GRAPEVINE BEAUTIFUL, Inc., hereafter referred to as the Organization or the acronym KGVB. No other names or acronyms shall be used in any publication originating from this organization.

Section 1.2 Purpose

KGVB will be operated exclusively to serve as an educational, advisory, and coordinating agency for the scientific, literary or educational purposes within the authority of Section 501(C)(3) of the Internal Revenue Code for and on behalf of the City of Grapevine, Texas, a home rule municipality (the "City"). The primary purposes are as follows:

- Preserve and enhance the natural environment by strengthening citizen's levels of commitment through educational programs and engaging volunteer-based projects;
- Implement and promote programs and projects consistent with Keep America Beautiful (KAB) and Keep Texas Beautiful (KTB) initiatives, with focus on litter prevention, beautification and waste reduction;
- Solicit and receive contributions of monies, services, products, property, and facilities from private and public sources and to disburse such contributions for fulfillment of the KGVB mission.

Section 1.3 Offices

The registered mailing address shall be P.O. Box 95104, Grapevine, Texas 76099, and the physical address shall be 200 South Main Street, Grapevine, Texas 76051. Other locations may be identified by the Board of Directors as needed.

**ARTICLE TWO
BOARD OF DIRECTORS**

Section 2.1 General Powers: Delegation

The activities, property and all business of the Organization shall be managed by its Board of Directors.

Section 2.2 Number and Tenure of Board of Directors

The Board of Directors shall consist of not less than seven (7) or more than twenty (20) members and shall include Officers, Board Members At-large, Ex-Officio Directors and City Liaisons. Board members shall serve a two-year term. Officers shall serve a maximum of four consecutive years in any one elected position. Terms of office shall begin October 1 of the fiscal year.

Individuals become board members by being elected to an officer position or being appointed as board member at-large or ex-officio director by the Board, or appointed as City Liaisons.

Section 2.3 Qualifications of Directors

Directors must reside or work in the City of Grapevine. Directors may not be a Board member of another organization with conflicting mission, beliefs, values or direction of KGVB. Appropriateness shall be determined by the current Board of Directors. KGVB is neither a political or religious organization and as such, political and religious advocacy and promotion are not to be practiced within the duties performed by Directors.

Section 2.4 Voting Qualifications

Each Board member shall have one vote except for the Executive Director and Ex-Officio Directors who are non-voting members. All voting shall be by voice vote, except when a request is made for a roll call vote or written ballot. Should time-sensitive action be required, Board members may submit their vote via email, as requested by the Board President. In the event that votes are submitted via email a written record of all votes must be kept on file for a period of no less than three years.

Section 2.5 Ex-Officio Directors and Board

The Board of Directors may appoint other persons to serve as Ex-Officio Directors. These Directors serve on the Board at the will of the Board and shall have no power to vote. Ex-Officio Directors must live or work in the City of Grapevine. Students and/or teachers must attend or work at a Grapevine-Colleyville Independent School District campus or other community education institution located within City limits.

Section 2.6. Vacancy, Resignation and Removal

Any vacancy occurring during the unexpired term of a Board member shall be filled by a majority vote of a quorum of the board. Completion of a board member's unexpired term shall not be considered a first term for an individual if he/she decides to run for a board position in the future. Any vacancy shall be filled as soon as an appropriate replacement is identified. Vacancies shall be elected or appointed, and/or approved. Any Board member elected shall only hold office for the remainder of the term.

Any member may resign at any time by giving written notice. Such resignation shall take effect on the date of receipt of such notice or at any later date specified therein.

Board members must attend a minimum of four (4) events in one (1) year and any Board member having two (2) unexcused absences from regularly called and scheduled board meetings in one (1) year may be considered for removal from the Board. Also, the Board may remove a member for lack of participation in project planning and implementation or whenever in its judgement the best interests of the organization would be served. Removal shall be determined by a majority vote of a quorum of the Board.

ARTICLE THREE OFFICERS

Section 3.1 Elected Officers

The elected officers of the Board shall be a President, a Vice-President, a Secretary, and a Treasurer. The President shall arrange for and coordinate all meetings of the Board, and shall

preside over all Board meetings. The President's determination of all procedural issues shall govern. However, any member of the Board can move that the decision of the President be overturned. Upon receiving a second, a majority vote of the members present shall govern. The Vice-President shall perform the duties of the President in the absence of the President. The Secretary shall record attendance at all meetings; take the minutes of all meetings; keep a list of the membership together with their addresses; and conduct the correspondence of the Organization. The Treasurer will keep and maintain the financial records of the Organization. Further duties of the elected officers shall be prescribed in the Standing Rules.

Section 3.2 Election and Term of Office

Prior to the annual meeting of the Board of Directors, the Board shall develop a list of nominations to fill any available officer positions. The candidates for each office receiving the most votes at the annual Board of Directors meeting shall be declared elected and shall assume their offices at the beginning of the fiscal year. The officers shall serve a two (2) year term with a maximum of four (4) consecutive years in any one elected office. Exceptions to this limitation must be documented and approved by a majority vote.

Section 3.3 Removal of or Vacancy in an Officer Position

Any officer elected by the Board may be removed by the Board whenever, in its judgement, the best interests of the organization would be served. A majority vote of a quorum of the Board is required.

Any vacancies shall be filled by the Board for the unexpired portion of the term by election. Completion of an officer's unexpired term shall not be considered a first term for an individual if he/she decides to run for a Board position.

ARTICLE FOUR MEETINGS

Section 4.1 Annual Meeting

An annual meeting of the Board of Directors shall be held in September (or as soon as possible thereafter) of each year. At the meeting, the Board shall elect officers, appoint board members, adopt an annual budget, and transact other business as needed.

Section 4.2 Regular Meetings

Regular meetings of the Board of Directors shall be held at times and places set by formal action of the Board of Directors and communicated to all Board members and Ex-Officio Directors of the Board as provided in accordance with the Texas Public Records Act and the Texas Open Meetings Act. A minimum of six (6) meetings shall be held each year.

Section 4.3 Special Meetings

Special meetings of the Board of Directors may be called by the President, the Executive Director, or on the written request of two (2) or more directors. A notice of at least 72 hours shall be given excluding weekends and shall identify time, place, and purpose of the meeting.

Section 4.4 Quorum and Voting

The presence of a simple majority of current Board of Directors shall constitute a quorum for the transaction of business. If a quorum is present, the action of a majority of the voting

Directors shall be the act of the Board of Directors unless the act of a greater number is required by statute. Should time-sensitive action be required, Board members may submit their vote via email, as requested by the Board President. A written record of any email votes must be kept on file for at least three years. Email votes are not allowed for election of officers.

ARTICLE FIVE COMMITTEES

Section 5.1 Executive Committee

The Executive Committee of the Board of Directors shall consist of the President, the Vice-President, the Secretary, the Treasurer and the Executive Director.

Unless restricted by the Board of Directors, the Executive Committee shall, between meetings of the Board, have all of the power and authority of the Board of Directors, except with respect to modifying any action previously taken by the Board or taking any action that would materially affect ownership or financial status of organization property or assets. Any actions of the Executive Committee shall be presented to the Board for ratification at the next meeting.

Meetings of the Executive Committee may be called by the President, the Executive Director, or by the request of two (2) or more executive committee members. A notice of at least 72 hours shall be given excluding weekends and shall identify time, place, and purpose of the meeting.

Section 5.2 Ad Hoc Committees

The President and Executive Director shall have the authority to create ad hoc committees to serve for a designated period of time when it is in the interest of the Organization, subject to approval of the Board.

Any committee shall have only the power of recommending action to the Board of Directors and of carrying out any instructions or activities approved, authorized and adopted by the Board of Directors. Committees are expected to coordinate work outside of regular Board meetings in order to make progress toward accomplishing goals and completing assigned activities.

Section 5.3 Removal from Committee

Ad hoc committee members missing two (2) consecutive meetings shall be contacted by the President or Executive Director inquiring about the nature of circumstances keeping that person from attending meetings. Should none be found, the committee member may be removed from their position.

ARTICLE SIX EXECUTIVE DIRECTOR

Section 6.1 Executive Director

The Executive Director shall be the Parks and Recreation Director, or his/her designee. 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, submission of appropriate and required IRS documentation, and completion of all reports required by KAB and KTB in order to maintain the Organization's "good standing" status.

ARTICLE SEVEN OFFICERS', MEMBERS', EMPLOYEES' AND AGENTS' POWERS AND DUTIES

Section 7.1 Duties

The powers and duties for each officer, board member, committee member and Liaison are outlined in the Standing Rules document that works in conjunction with these bylaws.

Section 7.2 Additional Powers and Duties.

In addition to responsibilities specified in these Bylaws and accompanying Standing Rules, Directors shall perform other duties and services as requested or assigned by the Board to further the mission and purpose of the organization. Due to the non-profit status of the Organization, grant, sponsorship and award acquisition, preparation and fulfillment shall be considered additional duties.

ARTICLE EIGHT FINANCE

Section 8.1 Budgeting and Accounting

The Executive Committee shall establish acceptable business practices for the accounting of receipts and disbursements of funds. Procedures shall be established for the receipt of gifts, grants and other revenues, and the Committee shall ensure that these processes comply with current City and State laws.

The Treasurer and Executive Director shall compile and present monthly fiscal reports to the Board at the Board meetings.

The Treasurer and Executive Director shall compile and present an annual budget based on budget requests submitted by Committee chairs, Board members and the needs of the Organization.

Only the President, Treasurer and Executive Director are authorized to exercise the powers granted as a Signer on financial accounts of the Organization.

Section 8.2 Fiscal Year

The fiscal year of the Organization shall be October 1 of the same year through September 30 of the following year.

Section 8.3 Compensation

No member of the Board of Directors of the Organization shall be entitled to any compensation for services in such capacity but shall be entitled to reimbursement for reasonable expenses

incurred in connection with services as a Board member that were previously approved by the Executive Director.

Section 8.4 Dividends Prohibited

No part of the net income of the Organization shall inure to the benefit of any private individual and no dividend shall be paid and no part of the income of the Organization shall be distributed to its directors or officers.

Section 8.5 Loans to Officers and Directors Prohibited

No loans shall be made by the Organization to its officers and directors, and any directors voting for or assenting to the making of any such loan, and any officer participating in the making thereof, shall be jointly and severally liable to the Organization for the amount of such loan until repayment.

Section 8.6 Signature of Negotiable Instruments

All bills, notes, checks or other instruments for the payment of money shall be signed or countersigned by the President, Treasurer or Executive Director. The Executive Director may purchase up to an amount of \$500.00 without additional Board approval.

Section 8.7 Tax-Exempt Status

The Organization shall take actions necessary to comply with the Organization's Tax Exempt 501(c)(3) and non-profit corporation status.

**ARTICLE NINE
MISCELLANEOUS**

Section 9.1 Ownership of Property and Insurance

Property acquired by the Organization shall be the legal property of the Organization and insurance for the property shall be supplied by the City of Grapevine where the Organization is named as an additional insured on the City policy as needed to provide adequate coverage.

Section 9.2 Liability Insurance

The Organization's Board Members are volunteers; therefore, the City liability policy that covers volunteers working for the City in all capacities shall also cover the Organization's Board Members.

Section 9.3 Dissolution

The Organization may not be dissolved without the written approval of the Board of Directors and City Council.

In the event of dissolution, the residual assets of the Organization 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.

Section 9.4 Amendments to Bylaws or Standing Rules

Amendments to these Bylaws or accompanying standing rules 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 7 (seven) days in advance of each regularly scheduled monthly meeting. All bylaws changes shall be reviewed by the City Attorney.

Section 9.5 Conflicts

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

Approved by the Keep Grapevine Beautiful, Inc. Board of Directors

Pou Pampall Clark 02/13/2023
President Date

Kathy Nelson 02/13/2023
Executive Director Date