



## Bylaws

### ARTICLE ONE

#### Name

The name of this non-profit organization shall be Keep Mesquite Beautiful, Inc. hereinafter referred to as the Organization.

### ARTICLE TWO

#### Classification/Purpose

#### Article 2.1 Organization

The Organization was created to implement and maintain the Keep America Beautiful and Keep Texas Beautiful System and as an outgrowth and revision of the Mesquite Beautification Commission, this reorganization resulting from votes of adoption by the Mesquite Beautification Commission and the Mesquite City Council.

#### Article 2.2 Purpose/Aims

The purposes and aims of this Organization will be charitable and educational within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986 as amended and applicable Texas state statutes, and is thus classified as a tax-exempt charitable organization.

#### Article 2.3 Address

The mailing address of the Organization is P.O. Box 850137, Mesquite, Texas 75185-0137.

### ARTICLE THREE

#### Mission, Vision and Goals

#### Article 3.1 Mission Statement

To educate and engage individuals to take responsibility for improving their community environment.

#### Article 3.2 Vision Statement

To make Mesquite the cleanest, most beautiful city in which to live, work, and visit.

#### Article 3.3 Goals

The goals of Keep Mesquite Beautiful, Inc., an all-volunteer, non-profit community 501 (c) (3) organization are:

- Litter prevention
- Beautification
- Reduce, reuse and recycle

### ARTICLE FOUR

#### Membership and Dues

#### Article 4.1 Membership

Membership in the Organization shall be open to any individuals, families, governmental units, clubs, civic organizations, schools, churches, businesses and other groups who support the purposes and goals of the Organization.



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### Article 4.2 Classes of Membership

The Board of Directors shall determine classes of membership and dues for each class of membership.

### Article 4.3 Board of Director Members

All members of the Board of Directors must be members of Keep Mesquite Beautiful, Inc. at some level.

### Article 4.4 Annual Dues

For those classes of membership subject to annual dues, the annual dues shall cover the period of January 1 through December 31.

### Article 4.5 Honorary Members

Honorary Members shall be persons or organizations selected by the Board of Directors under terms or conditions determined by the Board of Directors.

## **ARTICLE FIVE Board of Directors**

### Article 5.1 Number and Description

The governing body of the Organization shall be the Board of Directors. This body shall consist of twenty members:

#### Article 5.1.A. Elected Board of Directors

Thirteen elected by the Board of Directors after first having completed a Keep Mesquite Beautiful, Inc. Application, been approved by the Board

of Directors, then attending one of the Organization's meetings

#### Article 5.1.B. Appointed Board of Directors

The seven appointed directors will be chosen by the Mesquite City Council after first having completed a Keep Mesquite Beautiful, Inc. Application, been approved by the Board of Directors, then attending one of the Organization's meetings.

### Article 5.2 Non-Voting Member

The Executive Director shall serve as a non-voting member of the Board.

### Article 5.3 Management and Adopted Policies

The Board shall be responsible for the management of the Organization affairs and shall have full power and authority to promote the goals for which the Organization is created. The Board shall adopt such policies as may be deemed necessary to conduct the business of the Organization consistent with the terms of the BYLAWS.

### Article 5.4 Terms of Office

Directors shall serve one three year term. Any director may serve two successive terms if nominated and elected or appointed by the City Council.



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### Article 5.5 Meetings

The Board of Directors shall meet monthly. Regular and/or special meetings may be called or cancelled by the Chairman or on petition of at least five Board members.

### Article 5.6 Quorum

A quorum will consist of one-third of the filled board positions.

### Article 5.7 Vacancies

The Board shall have the power to fill all vacancies in elected Board positions for the unexpired term of office according to Article 5 Section 1 A. and B.

### Article 5.8 Resignations

Any Director may resign at any time by giving written notice of such resignation to the Board of Directors or the President. Unless otherwise specified in such written notice, such resignation will take effect upon receipt thereof by the Board of Directors or any such Officer.

### Article 5.9 Removal

Any Director may be removed from the Board by the affirmative vote of two-thirds of the entire Board. If a director misses three consecutive meetings without an excuse deemed reasonable by the Executive Committee of the Organization, it will be considered an automatic resignation, and he/she will be notified in writing.

## ARTICLE SIX Officers and Duties

### Article 6.1 Officers

The officers of the Organization shall be the Chairman, Chair-Elect, Vice-Chairman, Secretary, Treasurer and Parliamentarian.

### Article 6.2 Election

The Chairman of the Board will choose a five member nominating committee at the September meeting of the Board. The nominating committee shall choose a proposed slate of officers. All nominees will have given their consent to having their names placed in nomination. A proposed slate will be presented for election at the October meeting. Election of officers will be at the November Board meeting. Duly elected officers will assume their duties January 1.

### Article 6.3 Terms of Office

The six elected officers of the Organization shall be elected for one year terms beginning January 1. Any elected officer may be elected for two successive terms.

### Article 6.4 Duties of Officers:

#### Article 6.4.A. Chairman

Shall serve as the Chief Executive Officer, act as spokesman, appoint the task force chairman, appoint the nominating committee, preside at board meetings, and perform such other duties



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as necessary to fulfill the objectives of the Organization.

### Article 6.4.B Chair-Elect

Shall preside in the absence of the Chairman; and shall perform such other duties as may be delegated by the Chairman.

### Article 6.4.C Vice-Chairman

Shall preside in the absence of the Chairman and Chair-Elect; and shall perform such other duties as may be delegated by the Chairman.

### Article 6.4.D Secretary

Shall ensure that minutes of the meetings and attendance records are accurate.

### Article 6.4.E Treasurer

Shall serve as custodian of the funds of the organization and shall make a monthly and annual accounting of these funds. Also, an annual financial report shall be presented to The Board of Directors no later than 60 days after the close of the fiscal year.

### Article 6.4.F Parliamentarian

Shall ensure that the bylaws of the Organization are followed. Unless otherwise provided in these Bylaws, the Parliamentarian will see that Robert's Rules of Order newly revised are followed.

### Article 6.5 Vacancies in Offices

In case of a vacancy in an elected office, the Executive Committee of the

Organization will appoint a successor to fill the unexpired term.

### Article 6.6 Executive Committee:

#### Article 6.6.A Members

The Executive Committee of the Organization shall consist of the Chairman, Chair-Elect, Vice-Chairman, Secretary, Treasurer and Parliamentarian. The Executive Director of the Organization will serve as an ex-officio member of the Executive Committee.

#### Article 6.6.B Meetings

The Executive Committee shall meet at the call of the Chairman or on petition of at least three members of the Executive Committee. Four members shall constitute a quorum.

#### Article 6.6.B Powers

During the intervals between the meetings of the board of directors, the Executive/Finance Committee shall have and may exercise all the powers of the Board of Directors in management of the business, affairs and property of the Organization, except that it may not modify any action taken by the Board.

## ARTICLE SEVEN Committees

### Article 7.1 Nominating Committee

The Nominating Committee shall be appointed by the Chairman at the September meeting of the Board of Directors. The committee shall consist of five members. It shall prepare a slate of



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proposed officers and directors to be presented to the Board for election at its October meeting.

### Article 7.2 Standing Committees

There shall be three standing Committees. The chairman of each shall be a director of the Organization, and will be appointed by the Chairman of the Board of Directors. In addition, the Board of Directors in concert with each committee chairman, will appoint a number of members to each committee sufficient for the committees to fulfill their responsibilities. The three standing committees shall be:

- A. Finance
- B. Membership
- C. Student Advisory Board

### Article 7.3 Other Task Force/Committees

The Board may direct the Chairman to appoint members to any special task force/committee, and may notify any task force/committee of termination unless it is a standing committee listed in the Bylaws. These appointees can include directors, persons from the general membership of the organization and people from the community.

### Article 7.4 Committee Action

The chairman of the task force/committees shall report to the Board of Directors at each meeting. The Board shall approve all projects of the task force/committees.

## ARTICLE EIGHT

## Executive Director

### Article 8.1 Duties of Executive Director

The Executive Director (E.D.) shall be the manager of the daily operations of the Organization. The E.D. shall be under the direct supervision of the Director of Housing and Community Services, who will be guided by the personnel policies of the City of Mesquite. The Executive Director shall sign all checks prepared for payment of approved costs. Detailed reports of these financial operations shall be presented by the Treasurer monthly and at year end to the Board of Directors.

### Article 8.2 Non-Voting Member

The Executive Director shall be a non-voting member of the Board of Directors and the Executive Committee.

### Article 8.3 Performance Review

The Executive Director shall receive a performance review by the Executive committee each year at least one month prior to the Executive Director's yearly anniversary. The results of the performance review will be provided in writing to the Director of Housing and Community Services from the Chairman.

## ARTICLE NINE Amendments to Bylaws

These Bylaws may be amended by a two-thirds vote of the Board of Directors present at any regular meeting provided that a quorum is present and the proposed changes are presented in



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writing at least two weeks prior to their amendment.

### **ARTICLE TEN Fiscal Year**

#### Article 10.1 Fiscal/Business Year

The fiscal and business year of the Organization shall be from January 1 through December 31.

#### Article 10.2 Task Force/Committee Year

The terms of officers, elected directors, appointed directors, and appointees to task force/committee shall coincide with the fiscal year.

### **ARTICLE ELEVEN Parliamentary Authority**

“Robert’s Rules of Order, Newly Revised” will be the authority of all questions of parliamentary law not covered by these Bylaws or Standing Rules. The President may appoint a Parliamentarian.

### **ARTICLE TWELVE Political Activity**

#### Article 12.1 Support of Issues

It shall be the intent of the organization to work with governmental officials for enactment and enforcement of laws, ordinances, and regulations compatible with the objectives and purposes of the Organization.

#### Article 12.2 Candidate Support

The Organization shall not engage in any activity either supporting or opposing the candidacy of any individual, group of individuals, or party for political office.

#### Article 12.3 Use of Membership

Members of the organization will refrain from utilizing their membership and the Keep Mesquite Beautiful name for political gain or expressing opinions in a manner that suggests the organization supports the member’s issue or opinion.

### **ARTICLE THIRTEEN Dissolution**

In the event of dissolution, the residual assets of the Organization will be conveyed to one or more organizations which themselves are exempt as organizations described in Section 501 (c) (3) of the Internal Revenue Code of 1986 or corresponding section of any prior or future law, or to the state or local government for exclusive public purpose.