

KEEP MARSHALL BEAUTIFUL

BYLAWS

Article 1

CLASSIFICATION/PURPOSE

Article 1.1 Organization:

Keep Marshall Beautiful was created to affiliate with the Keep America Beautiful and Keep Texas Beautiful System.

Article 1.2 Purpose/Aims:

The purposes of Keep Marshall Beautiful will be to assist city staff in promoting cleaner neighborhoods, improving community appearance and promoting overall city beautification.

Article 2

MISSION, VISION, AND GOALS

Article 2.1 Mission Statement:

To inspire and empower the citizens of Marshall to keep our community clean and beautiful.

Article 2.2 Goals:

The goals of Keep Marshall Beautiful are:

- Litter prevention
- Beautification
- Waste reduction

Article 3

BOARD MEMBERS

Article 3.1 Appointment:

The board shall consist of seven (7) members, of which a minimum of five (5) must be full-time residents of the city of Marshall. The City Commission will attempt, in its appointments to the board, to provide broad representation throughout the community while selecting appointees who are dedicated to the board's purpose.

Members shall be appointed by the City Commission for two (2) year staggered terms. No member shall serve more than two (2) consecutive terms of office although members will be allowed to serve an additional two (2) or four (4) years, after a one (1) year absence from the board.

Article 3.2 Vacancies:

Vacancies on the board shall be filled by the City Commission for an unexpired term of a member, in the same manner and for the same terms of membership of the original appointment.

Article 3.3 Removal of Board Members:

Members may be removed from the board, at any time without cause or reason, by majority vote of the City Commission. The board may recommend removal from office of a member upon a two-thirds (2/3) vote of the full seven (7) member board.

Article 5

OFFICERS

Article 5.1 Number and Description:

Officers of the board shall consist of a Chair, Vice-Chair, and Secretary.

Article 5.2 Terms of Office:

Terms of the officers shall begin immediately upon vote of a quorum of the Board during its first regular meeting. Terms of elected officers shall be one (1) year.

No officer shall serve more than two (2) consecutive one (1) year terms in the same appointed position, although officers will be allowed to serve an additional one (1) year term after a one (1) year absence as an officer.

Article 5.3 Duties:

The Chair shall preside over meetings of the board and shall serve as an Ex-officio member of all committees designated by the board. The Chair shall serve as chief spokesperson for the board in all matters of the board outside its meetings.

The Vice-Chair shall perform duties as delegated by the Chair and shall exercise the powers of the Chair in the event of absence or inability of the Chair to serve or preside over meetings of the board.

The Secretary shall keep the minutes of all actions during meeting of the board. A copy of all minutes of the board shall be forwarded monthly to the City Manager. The Secretary shall be responsible for notifying the City Manager's office of all scheduled meetings. The City Manager or his designee shall be responsible for posting all required notices of meetings of the board as prescribed by local and state law and shall keep an

accurate copy of all such notices. Notices of meetings must also be given to all board members and Ex-officio officers no less than seventy-two (72) hours prior to all meetings; notice of such must also be posted in accordance with local and state laws.

Article 5.4 Meetings:

The board shall meet a minimum of every two (2) months at a place and time designated by the Chairperson and agreed upon by a simple majority of the board. Special Meetings may be called by the Chair upon agreement of a simple majority of the board.

During the regular meeting of the board in October or November, recommendations shall be made to fill regular vacancies on the board. These recommendations shall be presented to the City Commission, during its regular meeting in December. Recommendations for vacancies due to unexpired terms may be made anytime throughout the year.

The regular meeting in January of each year shall serve as the annual meeting of the board, at which time elections of officers for the current year shall be held and new officers will immediately take their positions.

Board members are expected to attend all meetings of the board. Failure by a board member to attend three (3) consecutive meetings or fifty percent (50%) of the board meetings on an annual basis, without justifiable reason (s), as approved by a quorum vote of the board, will result in automatic recommendation to the City Commission for dismissal from the board.

A quorum, consisting of a majority of the sitting board, shall be required to transact business of the board. No votes shall be held by the board without a quorum of the board members present. Phone votes or votes by proxy will not be allowed. Unless specified otherwise elsewhere herein, any action of the Board shall require a quorum vote.

Roberts Rules of Order shall govern all meetings of the board, unless specifically addressed otherwise within these by-laws. Notice for all meetings of the board shall be required in accordance with all local and state laws as they pertain to open meetings. Meetings of the board shall be conducted in strict accordance with state open meetings law.

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 the vacancies in elected Board positions for the unexpired terms.

Article 5.8 Resignations:

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

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 is absent for three consecutive meetings it will be considered an automatic resignation and notification will be sent in writing.

Article 6

COMMITTEES

Article 7.2 Standing Committees:

The Chair may appoint standing committees as it deems necessary to report to the board in those areas of responsibility of the board. The Chair shall serve as an Ex-Officio member of all committees. The board is encouraged to look outside its membership and into the local community for committee members. It shall require a quorum vote of the board, to approve a committee, and designate a Committee Chair.

Article 9

ADOPTION OF BYLAWS

These by-laws may be amended from time to time or repealed by the action of a two-thirds (2/3) vote of the full seven (7) member board, provided that any and all amendments to these by-laws will not become official until they have been approved by a majority vote of the City Commission.

Article 10

DISSOLUTION

In the event the KMB Board ceases to function or ceases to function effectively in accordance with these by-laws, in the opinion of the City Commission, the City Commission may by majority vote dissolve this or any board it had previously created.