

**MINUTES OF THE
KEEP ABILENE BEAUTIFUL BOARD
July 1, 2015
Abilene City Hall – Basement Conference Room**

OFFICERS PRESENT

Shane Johnson, President
Scott Kilmer, Treasurer
Elyse Lewis, Secretary

OFFICERS ABSENT

Martin Garcia, President-Elect

BOARD MEMBERS PRESENT

Sylvia Holcomb
Corey Ruff
E'Lisa Smetana
Elizabeth McAnally

BOARD MEMBERS ABSENT

None

KEEP ABILENE BEAUTIFUL STAFF

Nicole Eaves, KAB Coordinator

ADVISORY MEMBERS PRESENT

None

COMMUNITY PARTNERS PRESENT

Joe LeBlanc, TxDot

GUESTS PRESENT

Gary Chandler, ERC
Zeke Herrera, ERC

Item I: **Call to Order.** – Mr. Johnson called the meeting to order at 12:06 p.m. A quorum of Board members was present.


Item II: **Action Items**

- A. Bylaw Amendments – Ms. Eaves stated that the bylaws were sent to board members for review and also have been reviewed by two city attorneys and the city secretary. She outlined the proposed amendments: 1) change of date from April 3, 2013 to July 1, 2015; 2) change of registered agent from Larry Gilley to Robert Hanna which means the registered agent name change must be filed with state secretary; 3) decreasing the board of directors from 13 to 9 members; 4) decreasing the number of board of directors who must live within Abilene city limits from 7 to 5; 5) addition of language under treasurer duties that the treasurer will maintain the board credit card; 6) decrease in the number of board members who must vote in favor of bylaw amendments from seven to five; 7) change date of document signing from April


3, 2013 to July 1, 2015; 8) change of secretary name from E'Lisa Smetana to Elyse Lewis. Ms. Eaves opened the floor for questions regarding bylaw amendments. Ms. Smetana questioned use of the word whole in section 5.03 regarding the removal of officers. Ms. Eaves stated that this is language that was previously included in the bylaws. Ms. Smetana questioned why the secretary is listed as custodian of the records and holding the seal of the corporation in 5.06. Ms. Eaves stated that the secretary will have power to use the seal, but that the seal will be held in the executive director's office. She also stated that the secretary completes documentation, and that the executive director is responsible for filing the documentation in the city office. Ms. Smetana stated that the indemnity clause is now under section 10, thus rendering the final sentence of Section 6.02, Paragraph 7 is incorrect. She stated that it should be updated from Article 9, Section 9.01, Paragraph 2 to Article 10, Section 10.01, Paragraph 1. Ms. Smetana asked if Section 7.01 Executive Committee limits the entire board can nominate board officers. Ms. Eaves stated that it does not. Regarding Article 8.01, Ms. Smetana questioned why check counting procedures are listed under the executive director roles when similar language is listed under treasurer roles 5.07. She requested that the sentence be removed. Ms. Eaves asked if the motion to amend bylaws passes, if the board is agreeable to the decision made by the legal department re: this issue. In 9.01, Ms. Smetana questioned if a super majority is required for bylaw amendments. Ms. Eaves stated that it is not. In 10.01, Ms. Smetana questioned if the board has a copy of Resolution #40-1997, and stated that a copy should be kept on file.

A motion was made by Ms. Smetana and seconded by Ms. McAnally to approve the approve changes to bylaws that in the document or mentioned in the meeting. Through roll call, the motion carried unanimously.

Item III: Adjournment – With no further business, the meeting was adjourned at 12:20 p.m. The next meeting will be held on July 1, 2015 immediately at the close of this meeting in the Abilene City Hall in the Basement Conference Room.



Elyse Lewis, Secretary



Shafe Johnson, President