

RESOLUTION NO. 37-1999

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF ABILENE, TEXAS, APPROVING AMENDMENTS TO THE BYLAWS OF ABILENE CLEAN AND PROUD, INC., TO CHANGE THE NAME OF THE CORPORATION FROM ABILENE CLEAN AND PROUD, INC., TO KEEP ABILENE BEAUTIFUL, INC.

WHEREAS, in May, 1986, the City Council adopted the bylaws of Abilene Clean and Proud by way of City Council Resolution; and,

WHEREAS, as stated in these bylaws, any alteration, amendment, or repeal shall not become effective nor have any force or effect whatsoever unless and until same has been approved by written resolution passed by the City Council of Abilene, Texas; and,

WHEREAS, the purpose of the name change is to establish a better name identification for this local affiliate program with the state and national programs, Keep Texas Beautiful and Keep America Beautiful; and,

NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF ABILENE, TEXAS:

PART 1: That the amended bylaws, attached hereto as Exhibit "A," be approved, as submitted.


PART 2: That the amended bylaws reflect the change of the name of the Corporation from Abilene Clean and Proud, Inc., to Keep Abilene Beautiful, Inc., and to make other changes consistent with the name change and to change the name of its registered agent to Roy L. McDaniel.

PART 3: That a vote was taken on November 3, 1999, by the Board of Directors of Abilene Clean and Proud, Inc., to amend the bylaws to change the name of the Corporation from Abilene Clean and Proud, Inc., to Keep Abilene Beautiful, Inc., and to make other changes consistent with the name change and to change the name of its registered agent to Roy L. McDaniel, and such amendments were approved by the Board.

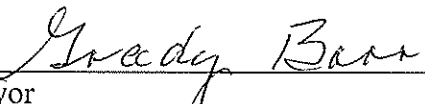
PART 4: That the City Manager, or his designee, is hereby authorized to sign all relevant documents pertaining to the amended bylaws.

ADOPTED this 11th day of NOVEMBER, A.D., 1999.

ATTEST:



City Secretary



Mayor

Approved:



City Attorney

00085

BY-LAWS

OF

**KEEP ABILENE BEAUTIFUL, INC.
AS AMENDED NOVEMBER 11, 1999**

ARTICLE ONE

OFFICES

1.01 Registered Office and Registered Agent

The Corporation shall have and shall continuously maintain in the State of Texas a registered office, which is located at 555 Walnut Street, Abilene, Texas 79601, and whose mailing address is P.O. Box 60, Abilene, Texas 79604. The corporation shall also have and continuously maintain a registered agent whose office is identical with such registered office. The registered agent's name is Roy L. McDaniel. The Board of Directors may, from time to time, change the registered agent and/or the address of the registered office provided that such change complies with the Texas Business Corporation Act and is appropriately reflected in these By-Laws and in the Articles of Incorporation.

1.02 Principal Office

The principal office of the Corporation in the State of Texas shall be located in the City of Abilene, Taylor County, Texas, and it may be, but need not be, identical with the registered office of the Corporation. The Corporation may have such other offices either within or without the State of Texas as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

ARTICLE TWO

PURPOSE

2.01 Purposes

The purpose for which the corporation is organized is to promote the civic, cultural and educational awareness through informed and active participation of citizens in making Abilene a cleaner, safer, and more attractive place to live, work and play.

ARTICLE THREE

NO STOCK AND NO STOCKHOLDERS

3.01 No Stock and No Stockholders

The Corporation shall have no capital stock and no stockholders.

ARTICLE FOUR

BOARD OF DIRECTORS

4.01 Responsibility of Board of Directors

The business and affairs of the Corporation and all corporate powers shall be exercised by or under authority of the Board of Directors, subject to the Texas Non-Profit Corporation Act, the Articles of Incorporation, and these By-Laws. The Board of Directors shall have full charge of the property and business of the Corporation, with full power and authority to manage and to conduct the same.

The Board of Directors may, by contract, resolution, or otherwise, give general or limited or special power and authority to the officers and agents of the Corporation to transact the general business or any special business of the Corporation.

The Board of Directors will be responsible for making an annual report to the City Council of the year's activities.

4.02 Number of Directors

The Board of Directors shall be composed of seventeen (17) members, each of whom shall be a resident of the City of Abilene.

4.03 Ex-Officio Directors

The City Manager of Abilene, the Director of Public Works of the City of Abilene, and the Coordinator of Keep Abilene Beautiful, Abilene, Texas, shall be Ex-Officio Directors without voting privileges and shall act only in an advisory capacity to the Corporation. Other advisory members may be appointed by the President, as he sees fit.

4.04 Term of Office

The Directors of the Board shall be appointed by the Mayor with the approval of the City Council of Abilene, Texas, and shall hold their office for a term of three (3) years or until their successors are appointed.

4.05 Annual Meeting

There shall be a regular annual meeting of the Board of Directors during the Month of August to elect a President and a Vice-President, to take office in October after their election.

4.06 Vacancies and Removal of Directors

Upon the death, resignation, removal, vacancy or expiration of the term of office of any of the Directors, the Mayor with the approval of City Council of the City of Abilene, Texas, shall nominate and appoint a successor as a Director, who shall hold his office for the unexpired term of the Director he is appointed to succeed. If the best interests of the City of Abilene, Texas, require the removal of any Director, removal of such Director shall be effected by majority vote of the City Council of the City of Abilene, Texas.

4.07 Regular Meetings, Notice and Quorum

Regular meetings of the Directors shall be held on the first Wednesday of each month or as directed by the President and shall be held at such place as the President may determine. Notice of any meeting shall be given to the public in accord with the requirements of the Texas Open Meetings Act. A majority of the Board of Directors shall constitute a quorum.

4.08 Special Meetings

Special meetings of the Directors may be called by the President upon at least 72 hours notice, stating the purpose or purposes thereof, or such special meeting may be held at any time by request of at least three (3) of the Directors, giving at least 72 hours notice. An emergency meeting may be held if such meeting and notice thereof complies with the Texas Open Meetings Act.

4.09 No Compensation

No salary or compensation of any kind shall be paid to any members of the Board of Directors, except for actual expenses upon proof and approval of the Board of Directors.

ARTICLE FIVE

OFFICERS

5.01 Composition of Officers

The officers of the Corporation shall be elected by the Directors and shall consist of a President, a Vice-President, a Secretary and a Treasurer. Any two or more offices may be held by the same person except that the offices of President and Secretary may not be held by the same person.

The Board of Director may appoint such other officers and agents as it deems necessary. Such officers and agents shall be appointed for such terms and shall exercise

such powers and perform such duties as may be determined from time to time by the Board.

5.02 Election of Officers

The Officers of the Corporation shall be elected annually by the Board of Directors at the annual meeting of the Board of Directors. Vacancies shall be filled at any meeting of the Board of Directors and any person who fills a vacancy shall serve until the next election of officers. Each officer shall hold office until his successor has been elected and qualifies, or until the death, resignation, or removal of the officer.

5.03 Removal of Officers

Any officer or agent elected or appointed by the Board of Directors may be removed at any time for any reason by the affirmative vote of a majority of the whole Board of Directors.

5.04 President

The President shall be the chief executive officer of the Corporation and, subject to the direction of the Board of Directors, shall supervise and control the business and affairs of the Corporation. He shall preside at all meetings of the Board of Directors. He may, and upon written demand addressed to the President by any three (3) Directors, shall call a special meeting of the Directors. He shall see that all orders and resolutions of the Board are carried into effect, and he shall perform all other duties that usually pertain to the office or are delegated to him by the Board of Directors.

5.05 Vice-President

In the absence of the President or in the event of the President's inability or refusal to act, the Vice-President shall perform the duties of the President and, as such, the Vice-President shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice-President shall also have such powers and shall perform such other duties as may be assigned to him by the President or by the Board of Directors.

5.06 Secretary

The Coordinator of Keep Abilene Beautiful shall be the Secretary of the Corporation. As Secretary, the Coordinator shall keep records of the proceedings of the Board of Directors, including the minutes of all meetings of the Board of Directors. He shall also be the custodian of the records and the seal of the Corporation and shall affix the seal to documents, the execution of which is duly authorized. He shall give or cause to be given all notices required by law or by these By-Laws. He shall perform all duties that usually pertain to the office of Secretary or which are delegated to him by the Board of Directors or by the President.

5.07 Treasurer

The Treasurer shall keep regular books, records and books of account of the Corporation, and shall deposit all monies and other valuable effects of the Corporation in a depository selected by the Directors, make such financial reports as directed by either the Board of Directors or the President, sign all checks of the Corporation (said checks shall also be signed by either the President or the Vice-President), render to the President and Directors at the regular meetings of the Board of Directors or whenever they may require it, an account of all transactions as Treasurer and of the financial condition of the Corporation. The Treasurer shall perform all other duties as may be prescribed by the Board of Directors or by the President.

5.08 Salary of Officers

The officers, agents of the Corporation shall not receive any salary for their service of the Corporation.

ARTICLE SIX

FINANCIAL ADMINISTRATION

6.01 Fiscal Year

The fiscal year of the corporation shall begin on the 1st day of October and end on the 30th day of September each year.

6.02 Operating Funds

No profit shall ever be realized by any person in the operation of this corporation. The Corporation will have the power to raise money, charge for memberships, accept gifts and donations, apply for and receive grants, and otherwise generate revenue for its expenses.

The funds that are raised will be used to carry out the charitable and educational purposes of the organization. Any funds of the Corporation which are not required immediately for the ongoing activities of the Corporation may be invested by the Board of Directors.

To maintain clean records for audit purposes, all bookkeeping and records concerning Corporation funds will be completely separate from bookkeeping and records concerning funds budgeted by the City, and funds will be deposited in separate accounts from the City's accounts.

Should the City withdraw financial support from the Corporation, any unexpended City budgeted funds at the end of the budget year shall revert to the City.

At no time shall funds held by the Corporation be paid to the City of Abilene unless it is a reimbursement for actual expenses, or unless a ¾ majority of the Board of Directors votes to disburse funds in this manner.

Should City of Abilene's financial support be changed from direct budget support and employment of the Coordinator to a single annual contribution, the contribution would be considered a contribution to the Corporation and could be spent as Corporate funds.

In the event that the Corporation should no longer be related to the City of Abilene, either by choice of the City Council by withdrawing financial support, or by choice of the Board of Directors which would require a majority vote of all Board members and City Council approval, then the City Council would thereby relinquish its responsibility as set forth in these By-Laws to appoint members to the Board of Directors and to give final approval to By-Laws. Members serving on the Board at that time will remain on the Board until the completion of their terms, but new members will be chosen in accordance with a procedure determined by the Board of Directors. At such time, the Corporation will no longer indemnify the City of Abilene according to Article 9, Section 9.01, Paragraph 2.

The Corporation shall not be required to return funds from sources other than to the City of Abilene. In the event of dissolution of this Corporation, all funds or assets of said Corporation, after the payment of all corporate debts, shall vest in the City of Abilene for the purpose of maintaining a clean, safe, and attractive city.

6.03 Entering into Contracts

The Board of Directors may authorize any officer(s) or agent(s) to enter into any contract or to execute and deliver any instrument in name of and on behalf of the Corporation, and such authority may be general or may be confined to specific instances.

ARTICLE SEVEN

COMMITTEES

7.01 Standing Committees

Standing Committees shall be appointed by the Chairman of the Board of Directors and shall consist of a chairman, at least three Board members, and other members from the community. Those committees shall include, but not be limited to, the following:

- a. Business and Industry Committee
- b. Communications Committee
- c. Municipal Operations Committee
- d. Schools Committee

- e. Civic Organizations Committee

7.02 Other Committees

Other committees may be appointed when the President determines they are needed.

ARTICLE EIGHT

AMENDMENTS TO BY-LAWS

8.01 Amendments to By-Laws

These By-Laws shall be adopted by the Board of Directors of said Corporation. The power to alter, amend, or repeal the By-Laws or to adopt new By-Laws is vested in the Board of Directors. Any alteration, amendment or repeal requires at least nine (9) members of the Board of Directors to vote in favor of such alteration, amendment or repeal in a meeting called for that purpose. Furthermore, any alteration, amendment or repeal shall not become effective nor have any force or effect whatsoever unless and until same has been approved by a written resolution passed by the City Council of Abilene, Texas, except as otherwise stated in Article 6, Section 6.02, Paragraph 7.

ARTICLE NINE

INDEMNITY

9.01 Indemnity

Subject to Art. 1396-2.22A and any amendment thereto, the Board of Directors shall authorize the Corporation to pay or reimburse any current or former Director or Officer of the Corporation for any costs, expenses, fines, settlements, judgments, and other amounts, actually and reasonably incurred by such person in any action, suit, or proceeding to which he or she is made a party by reason of holding such position as Officer or Director; provided, however, that such Officer or Director shall not receive such indemnification if he/she be finally adjudicated in such instance to be liable for negligence or misconduct in office. The indemnification herein provided shall also extend to good faith expenditures incurred in anticipation of, or preparation for, threatened or proposed litigation. The Board of Directors may, in proper cases, extend the indemnification to cover the good faith settlement of any such action, suit, or proceedings, whether formally instituted or not.

Furthermore, the Corporation agrees to indemnify and hold harmless and defend the City of Abilene, its officers, agents, and its employees, from and against all claims and suits for damages, injuries to persons (including death), property damage (including loss of use), and expenses, including court costs and attorney's fees, arising out of or resulting from the Corporation's work and from any liability arising out of or in connection with

the City of Abilene's or its agents, officers, or employees entry upon said property, common, constitutional, or statutory law, or based in whole or in part upon the negligent or intentional acts or omissions of the Corporation, its officers, employees, agents, subcontractors, licensees, invitees, or trespassers or based in whole or in part upon the negligent acts or omissions of the City of Abilene, its officers, employees, agents, licensees, or invitees. The Corporation agrees to waive any and all claims it may have against the City of Abilene, connected with, resulting from, or arising out of, claims and suits covered by this indemnification provision and agrees that any insurance carrier involved shall not be entitled to subrogation under any circumstances against the City of Abilene, its officers, agents, and employees.

ARTICLE TEN

MISCELLANEOUS

10.01 Miscellaneous

The Board of Directors shall provide a Corporate Seal which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation, substantially as follows: Keep Abilene Beautiful, Inc., Abilene, Texas.

10.02 Table of Contents and Headings

The Table of Contents and Headings used in these By-Laws have been inserted for convenience only and do not constitute matter to be used in construing or interpreting them.

10.03 Construction

Whenever the context so requires, the use of a masculine pronoun shall include the feminine, and singular shall include plural and conversely.

If any portion of these By-Laws shall be invalid or inoperative, then, so far as is reasonable and possible:

- (a) The remainder of these By-Laws shall be considered valid and operative, and
- (b) Effect shall be given to the intent manifested by the portion held invalid or inoperative, in so far as not prohibited by law.

10.04 Relation to Articles of Incorporation

These By-Laws are subject to and are governed by the Articles of Incorporation of Keep Abilene Beautiful, Inc.

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the First Amended By-Laws of Keep Abilene Beautiful, Inc. and that such By-Laws were duly adopted by the Board of Directors of said Corporation on November 3, 1999.

ATTEST Holly H. Cowan
Secretary of the Corporation

Holly H. Cowan
Typed Name of the Secretary