

**A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF ABILENE, TEXAS,
APPROVING AMENDMENTS TO THE BYLAWS OF KEEP ABILENE BEAUTIFUL,
INC.**

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

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

WHEREAS, the bylaws were amended on November 11, 1999, March 3, 2004, and September 2, 2009; and,

WHEREAS, the purpose of the amendment is to modify the Advisory Members list, revise and clarify duties of the Treasurer and Parliamentarian, and address the annual audit.

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

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

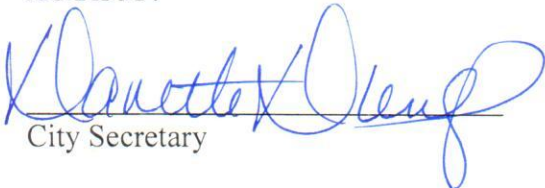
PART 2: That the amended bylaws reflect the modification of the Advisory Members list, revision and clarification of the Treasurer and Parliamentarian duties and, addresses the annual audit.

PART 3: That a vote was taken on April 3, 2013 by the Board of Directors of Keep Abilene Beautiful, Inc. to amend the bylaws to provide for the amendments described herein.

PART 4: That the City Manager, or his designee, is authorized to sign the amended bylaws.

ADOPTED this 25th day of April, A.D. 2013.

ATTEST:


City Secretary


Mayor:

Approved: 
City Attorney

BYLAWS
OF
KEEP ABILENE BEAUTIFUL, INC.
AS AMENDED April 3, 2013

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 address will be that of the registered office. The registered agent's name is Larry Gilley. 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 Bylaws 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 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 Bylaws. 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 Director Eligibility

Persons eligible for appointment to the Board of Directors shall either live or work within the City of Abilene.

4.03 Number of Directors

The Board of Directors shall be composed of thirteen (13) members, at least seven (7) of whom shall be a resident of the City of Abilene.

4.04 Attendance

All Directors must not miss more than three (3) meetings held in any fiscal year whether regular, special or emergency. In addition to the board meetings, all Directors must perform six (6) hours of service at a Keep Abilene Beautiful sponsored activity per quarter.

4.05 Term of Office

Terms of office for Directors begin October 1. The Directors of the Board shall be appointed by the Mayor with the approval of the City Council of Abilene, Texas, in September for terms beginning October 1 and shall hold their office for a term of three (3) years or until their successors are appointed.

4.06 Vacancies and Removal of Directors

Upon the death, resignation, removal, or vacancy of office of any of the Directors, the Mayor, with the approval of the City Council of the City of Abilene, Texas, shall nominate and appoint a successor Director, who shall hold office for the unexpired term of the Director he or she 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. Failure to meet the attendance requirements may lead to removal if it is in the best interest of Keep Abilene Beautiful and the City of Abilene.

4.07 Advisory Members

The City Manager or designee, the Director of Planning and Development Services or designee, the City attorney or designee and the Executive Director of Keep Abilene Beautiful shall be advisory members to the Board without voting privileges. Advisory members must be employees of the City of Abilene and shall act only in an advisory capacity to the Corporation. The President may appoint other advisory members as necessary.

4.08 Community Partners

The President may appoint members of the Community who are not City of Abilene employees to act as Community Partners to Keep Abilene Beautiful. Community Partners shall act as advisory members to the Board without voting privileges.

4.09 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 appointed Board of Directors shall constitute a quorum. There shall be a regular annual meeting of the Board of Directors during the Month of August to elect a President, President Elect, Secretary and Treasurer. It will be the responsibility of these officers to present the annual budget and program of work for approval no later than the September regularly scheduled Board meeting.

4.10 Special and Emergency 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. Special meetings will be conducted in accordance with the provisions of the Texas Open Meetings Act.

An emergency meeting may be held if such meeting and notice thereof complies with the Texas Open Meetings Act.

4.11 No Compensation

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

4.12 Rules of Procedure

All meetings, whether regular, special or emergency, shall be conducted in accordance with Robert's Rules of Order.

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 President Elect, a Secretary and a Treasurer. Only Directors are eligible to hold an office.

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 or her 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. The President shall preside at all meetings of the Board of Directors. The President shall see that all orders and resolutions of the Board are carried into effect, and shall perform all other duties that usually pertain to the office or are delegated to him by the Board of Directors.

5.05 President Elect

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

5.06 Secretary

The Secretary is responsible for keeping records of the proceedings of the Board of Directors, including the minutes of all meetings of the Board of Directors and shall perform all duties that usually pertain to the office of Secretary or which are delegated by the Board of Directors or by the President. The Secretary 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.

5.07 Treasurer

The Treasurer is responsible for seeing that regular books, records and books of account of the Corporation are kept, including using a bookkeeping service if approved by the Board, 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 checks of the Corporation (said checks shall also be signed by either the President or the President Elect), 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. All records, books of account, etc., must be maintained at the registered office or principal office of the Corporation.

5.08 Parliamentarian

The Parliamentarian shall may by be appointed by the President to see that all rules of order are followed.

5.09 Salary of Officers

The officers and agents of the Corporation shall not receive any salary for their service to 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 $\frac{3}{4}$ majority of the Board of Directors votes to disburse funds in this manner.

Should the City of Abilene's financial support be changed from direct budget support and employment of the KAB 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 by majority vote of the Board and with City Council approval, then the City Council would thereby relinquish its responsibilities as set forth in these Bylaws to appoint members to the Board of Directors and to give final approval to Bylaws. 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 the 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 remaining 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 the name of and on behalf of the Corporation, and such authority may be general or may be confined to specific instances.

6.04 Annual Budget

An annual budget shall be submitted to the Board of Directors for approval no later than September's regularly scheduled Board meeting.

6.05 Annual Audit

The Board of Directors shall provide for an annual outside financial audit as required by law.

ARTICLE SEVEN

COMMITTEES

7.01 Executive Committee

The Executive Committee shall consist of the President, President Elect, Secretary, Treasurer and Executive Director. The duties of the Executive Committee shall be to function as the nominating committee for Board Officers, be the recommending committee for new Directors, and authorize and exercise all functions of the Board, subject to final approval by the Board.

7.02 Other Committees

The Committee Chair shall be nominated by the President and approved by the Board of Directors. All committees shall serve the objectives of the Organization.

ARTICLE EIGHT

EXECUTIVE DIRECTOR

8.01 Executive Director

The KAB Coordinator employed by the City of Abilene shall act as the Executive Director and shall be responsible for the day-to-day operations of the Organization. The Executive Director shall have charge of the business, property, and general programs, of the Organization, including the maintenance of records of the Board of Directors and minutes as recorded by the Secretary and approved by the Board of Directors. As set forth in the Organization's internal financial controls and accounting procedure, all checks will be prepared for payment of approved costs and shall be signed by two of the following President, President Elect, or Treasurer. The Executive Director shall give or cause to be given all notices required by law or by these Bylaws and shall be responsible for ensuring all meetings comply with the Texas Open Meetings Act.

ARTICLE NINE

AMENDMENTS TO BYLAWS

9.01 Amendments to Bylaws

These Bylaws shall be adopted by the Board of Directors of said Corporation. The power to alter, amend, or repeal the Bylaws or to adopt new Bylaws is vested in the Board of Directors. Any alteration, amendment or repeal requires at least seven (7) 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 TEN

INDEMNITY

10.01 Indemnity

Subject to Article 1396-2.22A of the Texas Civil Statutes, as amended, 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 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 is 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, 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 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.

Director and Officer protection occurs through the City indemnification policy as set forth in Resolution #40-1997.

ARTICLE ELEVEN

MISCELLANEOUS

11.01 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.

11.02 Table of Contents and Headings

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

11.03 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 Bylaws shall be invalid or inoperative, then, so far as is reasonable and possible:

- (a) The remainder of these Bylaws 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.

11.04 Relation to Articles of Incorporation

These Bylaws 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 Amended Bylaws of Keep Abilene Beautiful, Inc. and that such Bylaws were duly adopted by the Board of Directors of said Corporation on April 3, 2013.

ATTEST:

E'Lisa Smetana, Secretary of the Corporation