

RESOLUTION NO. 149-2024

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF ABILENE, TEXAS APPROVING THE AMENDED AND RESTATED BYLAWS OF KEEP ABILENE BEAUTIFUL, INC.

WHEREAS, the Purpose of Keep Abilene Beautiful 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; and

WHEREAS, the Keep Abilene Beautiful, Inc. Board of Directors (Board) has considered the advantages and disadvantages of remaining a City of Abilene Board; and

WHEREAS, the advantages to Keep Abilene Beautiful, Inc. separating from the City of Abilene include the Board's ability to appoint and remove Board members, removal of the Texas Open Meetings requirements for City Boards, and the removal of any concerns of a Walking Quorum Violation; and

WHEREAS, the City of Abilene is successful when Keep Abilene Beautiful, Inc. is successful; and

WHEREAS, the City of Abilene is committed to supporting and working with Keep Abilene Beautiful, Inc. in the future; and

WHEREAS, the Keep Abilene Beautiful Board of Directors approved the Amended and Restated Bylaws on June 12, 2024, and recommends approval by the Abilene City Council.

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

Part 1: The City Council approves the Amended and Restated Bylaws for Keep Abilene Beautiful, Inc.

Part 2. That this Resolution takes effect immediately upon its adoption.

ADOPTED this 27th day of June, 2024.

ATTEST:

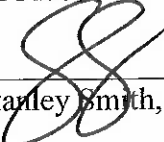


Shawna Atkinson, City Secretary



Weldon Hurt, Mayor

APPROVED:



Stanley Smith, City Attorney



**AMENDED AND RESTATED BYLAWS
OF
KEEP ABILENE BEAUTIFUL, INC.**

ARTICLE ONE

OFFICES

1.01 Registered Office and Registered Agent

Keep Abilene Beautiful, Inc. (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 Melissa Morris. 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

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

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 nine (9) members, at least five (5) 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 a quorum of the Board of Directors, 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, ineligibility, or vacancy of office of any of the Directors, the executive committee of the Board of Directors, 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 Corporation require the removal of any Director, removal of such Director shall be effected by majority vote of the Board of Directors. Failure to meet the attendance requirements may lead to removal if it is in the best interest of the Corporation.

4.07 Advisory Members

The City Manager or designee, and the KAB Coordinator shall be advisory members to

the Board without voting privileges. Advisory members shall act only in an advisory capacity. 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

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 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.

4.11 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, maintain the board credit card (said use will require prior board approval and shall be reported in the financial report at the monthly Board of Directors meeting), 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.

5.08 Parliamentarian

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

5.09 Salary of Officers

Other than the KAB Coordinator, 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.

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 the KAB Coordinator. 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

KAB COORDINATOR

The KAB Coordinator employed by the City of Abilene shall be responsible for the duties assigned by the President which may include taking charge of the business, property, and general programs, of the Organization, including the maintenance of records of the Board of Directors, maintenance of the financial reports, and minutes as recorded by the Secretary and approved by the Board of Directors. The KAB Coordinator shall give or cause to be given all notices required by law or by these Bylaws.

ARTICLE NINE

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 five (5) members of the Board of Directors to vote in favor of such alteration, amendment or repeal in a meeting called for that purpose.

ARTICLE TEN

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.

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.

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 the Corporation.

CERTIFICATE

This is to certify that the foregoing is a true and correct copy Amended and Restated Bylaws of the Corporation and that such Bylaws were duly adopted by the Board of Directors of said Corporation on _____ and the City of Abilene on _____.

ATTEST: By: _____
Name: _____
Title: Secretary of the Corporation