

KEEP ARANSAS COUNTY BEAUTIFUL **BYLAWS**

ARTICLE ONE

Name

Article 1.1 Keep Aransas County Beautiful, Inc.

The name of this organization shall be KEEP ARANSAS COUNTY BEAUTIFUL, Inc., hereinafter referred to as the Organization.

ARTICLE TWO

Classification/Office(s)

Article 2.1 Organization

Keep Aransas County Beautiful, Inc., is a Texas nonprofit organization created pursuant to Section 22.001(5) on the Texas Business Organizations Code and as provided in Sections 501(C) (3) and 401 of the Internal Revenue Code of 1986, as amended. The organization is tax exempt. EIN: 81-2901088 Effective March 2, 2016.

Article 2.2 Address

The mailing address of the Organization is PO Box 1523, Fulton, Texas 78358.

Article 2.2 Office(s)

The address of the principal office of the Organization is **706 Navigation Circle, Rockport, Texas, 78382.**

The Organization may also have such other offices at such places as the Board of Directors may from time to time determine, as required for the Organization's purpose.

ARTICLE THREE

Purpose

Article 3.1 Purpose

To serve as an educational, advisory, and a coordinating agency through which business and industry, government, public and private organizations and individuals may work together to prevent and mitigate pollution, ensure clean, attractive neighborhoods, beautiful highways, parks, beaches, and well-kept historical shrines and monuments.

To encourage the preservation of Aransas County's natural beauty and environment through programs involving public education with emphasis on the prevention of litter and proper solid waste management, including disposal and recycling.

To develop among all residents of Aransas County, a pride in their communities, in their county and their state, and to emphasize the benefits of a clean, healthful and beautiful county and state.

To encourage and assist in developing voluntary community improvement through knowledgeable leadership, thereby creating a greater appreciation for Aransas County and for the Rockport-Fulton area.

ARTICLE FOUR

Membership

Article 4.1 Classes of Membership

Section 4.1.1 Active Members

Those individuals or organizations paying such annual membership fees as shall be determined by the Board of Directors, from time to time.

Section 4.1.2 Associate Members

Cooperating city, county, state or federal government agencies which are prohibited from the payment or dues by statute.

Section 4.1.3 Honorary Members

Individuals or organizations selected by the Board of Directors under such terms or conditions as determined from time to time by the Board of Directors.

Section 4.1.4 Applications

Applications for membership in the Organization shall be made on such forms as the Board of Directors shall, from time to time, determine. When membership is in the name of a corporation, partnership, trade association, or other organization or association, such organization shall designate upon the application an individual to receive all communication from the Organization.

Article 4.2 Rights of Members

All active members, as defined in Section 4.1.1 above, will be entitled to vote and shall cast only one vote each. No cumulative voting or voting by proxy shall be allowed.

ARTICLE FIVE

Meetings of Members

Article 5.1 Annual Meetings

The Annual Meeting of the members of the Organization shall be held on the 2nd day of February of each year and shall be at the principal office of the organization or such other place within the Aransas County area as may be determined by the Board of Directors and stated in the notice of the meeting. Annual Meetings will be open for the transaction of any and all business within the powers of the Organization.

Article 5.2 Special Meetings

Special meetings of the members of the Organization may be held at such time and place as may be determined by the Board of Directors, the Executive Committee, or the President. No business other than that specified in the notice of the special meeting may be transacted at such special meeting.

Article 5.3 Notice of Meetings

Unless otherwise required by statute, notice of annual or special meeting of members shall be by electronic mail sent to each member not less than forty (40) days nor more than sixty (60) days, prior to the date of the meeting, addressed to them at their last known address as it appears on the books or records of the Organization. Such notice shall state the purpose for which the meeting is called and the time and place where it is to be held.

Article 5.4 Quorum

The presence of five (5) members, as shown on the books of records of the Organization as of the date of the meeting, at least two (2) of which shall be elected officers shall constitute a quorum

ARTICLE SIX

Board of Directors

Article 6.1 General Powers

The business, affairs, and property of the Organization shall be entrusted to and governed by the Board of Directors.

Article 6.2 Number and Qualification

The Board of Directors shall consist of not fewer than seven (7) nor more than fifteen (15) individuals who will serve staggered two-year terms as Directors. Only individuals whose membership is in good standards and who are willing to accept their assigned responsibilities will be eligible to serve as Directors.

Article 6.3 Election of Directors

The members of the Organization in good standing shall nominate candidates for election as Directors at the Annual Meeting. The Directors will be chosen by majority vote of the the members of the Organization present and entitled to vote.

The Members shall submit the candidates to the Board of Directors for consideration for election as Director not less than sixty (60) days prior to the date of the annual meeting.

Article 6.4 Regular, and Special Meetings of the Board of Directors.

Section 6.4.1

The annual meeting of the Board of Directors shall be held on the 2nd day of February of each year at the principal office of the Organization, or at such other place as the Board of Directors shall determine. The presence of a majority of the members of the Board of Directors, at least two (2) of which shall be elected officers shall constitute a quorum.

Section 6.4.2

The Board of Directors will hold regular and special meetings in accordance with any resolution adopted by them, and they may adopt rules for the regulation of their business. Notice of regular and special meetings will be given in the manner determined by the Board. The presence of a majority of the members of the Board of Directors, at least 2 of which shall be elected officers, will constitute a quorum.

Article 6.5 Resignations

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

Article 6.6 Removal of Directors

A Director may be removed from office at any time, with or without cause, by the affirmative vote of two-thirds of the members of the Board of Directors, at a special meeting called for that purpose. If such Director to be removed is also a member of the Executive Committee, he or she shall cease to be a member of said committee at the same time when he or she ceases to be a Director.

Article 6.7 Vacancies

If any vacancy shall occur in the Board of Directors by reason of death, resignation, disqualification, removal or otherwise, the remaining Directors will continue to act and such vacancy may be filled by the Board of Directors upon recommendation of the Nominating Committee.

ARTICLE SEVEN

Officers

Article 7.1 Officers

The Officers of the Organization shall be a President, Vice-President, Secretary, and a Treasurer. All Officers shall be members of the Board of Directors and shall be 21 years of age or older.

Article 7.2 Election

Officers shall be elected at the Annual Meeting of the Board of Directors, except for the filling of vacancies as provided for in Article 7.5 hereof.

Article 7.3 Nominations

A Nominating Committee may be appointed by the President, if not less than ten (10) board seats are filled and they shall submit to the Directors, candidates who are individuals whose membership is in good standing for election as officers of the Organization. Such nominations shall be submitted in writing to the President at least sixty (60) days before the Annual meeting.

Article 7.4 Terms of Office

Elected Officers shall serve for 2 years and shall take office immediately following election. Elections will be held annually, with staggered terms. The President shall be limited to two (2) consecutive full terms (excluding any initial partial term).

Article 7.5 Resignation and Replacement

In the event of the resignation of an officer of the Organization, the Board of Directors shall appoint a successor to serve until the next Annual Meeting.

ARTICLE EIGHT

Duties of Officers

Article 8.1 President

The President shall be the chief executive officer of the Organization and shall have charge of the general affairs of the Organization. The President shall preside at all meetings of the Board of Directors, appoint all regular and special committees and task forces and serve as an ex-officio member of all such committees and task forces.

Article 8.2 Vice-President

The Vice-President shall act under the direction of the President of the Board of Directors and shall officiate as President in case of death or absence of the President.

Article 8.3 Secretary

The Secretary shall prepare and review all minutes of the Organization and report on the minutes at each Board Meeting.

Article 8.4 Treasurer

The Treasurer shall receive and disburse all dues contributed by the members of the Organization as well as any other funds received by the Organization and shall make an annual accounting of dues and funds as well as such periodical accounting as the Directors shall request. He or she shall be authorized to draw checks on such funds and pay such bills as designated by the President and the Executive/Finance Committee. All checks drawn on the accounts of the Organization shall require the signatures of the Treasurer and of the Executive Director.

ARTICLE NINE

Executive/Finance Committee

Article 9.1 General Powers

During the intervals between the meetings of the Board of Directors, the Executive/Finance Committee shall have and may exercise all the powers of the Board of Directors in management of the business, affairs and property of the Organization.

Meetings of the Executive/Finance Committee may be called by the President or by a majority of the members of the Executive/Finance Committee. The Executive/Finance Committee shall be advisory to the Board of Directors and all actions of the Committee shall be subject to the approval of the Board of Directors. Notice of the meetings of the Executive/Finance Committee shall be given in the manner determined by the Committee.

Article 9.2 Qualifications and Terms of Office

The Executive/Finance Committee shall consist of the elected officers of the Organization and such additional members of the Board of Directors as deemed necessary by the President. Each member of the Executive/Finance Committee shall serve for a term of two years or until his or her successor shall have been designated or until he or she shall cease to be a Director.

Article 9.3 Vacancies

If a vacancy shall occur in the Executive/Finance Committee, such vacancy may be filled by the President at his or her discretion unless the vacancy is that of an officer in which case the provision of Article 7.5 hereof shall apply.

Article 9.4 Quorum

The presence of a majority of the members of the Committee shall constitute a quorum at all Executive/Finance Committee meetings.

Article 9.5 Audit

The Executive/Finance Committee shall provide for an annual outside financial audit.

ARTICLE TEN

Executive Director

The Executive Director shall be the chief operating officer of the Organization and shall serve at the pleasure of the Executive/Finance Committee with the approval of the Board of Directors. The Executive Director shall have charge of the business, property and general programs of the Organization, including the recording or supervision of the recording of the proceedings of the Board of Directors and Executive/Finance Committee meetings, to be submitted to the Secretary for approval. The Executive Director shall be responsible for the day-to-day operations and staffing of the Organization. As set forth in the Organization's internal financial controls and accounting procedure, all checks prepared for payment of approved expenses shall be signed by the Executive Director and the Treasurer and detailed reports of these financial operations shall be presented quarterly and at year end to the Board of Directors or as directed by the Executive/Finance Committee.

ARTICLE ELEVEN

Fiscal Year

The fiscal year of the Organization is October 1 through September 30 of each year.

ARTICLE TWELVE

Amendments

The Bylaws of the Organization will be subject to amendment by the affirmative vote of a majority of the Board of Directors present and voting at any Directors Meeting, provided in both cases that notice in writing of the proposed amendments is mailed to each member of the Board of Directors respectively, at least ten (10) days before the meeting. Such amendment shall not become final however until approved by majority vote of the members voting at an annual or special meeting.

ARTICLE THIRTEEN

Parliamentary Authority

"Robert's Rules of Order, Newly Revised" will be the authority on all questions of parliamentary law not covered by these Bylaws. The President may appoint a Parliamentarian.

ARTICLE FOURTEEN

Committees/Task Forces

All committees and task forces shall serve to carry out the objectives of the Organization and shall be approved by the Board of Directors, and the plan of work for each committee and each task force shall be pre-approved by the Executive/Finance Committee.

ARTICLE FIFTEEN

Assets and Income

Article 15.1 No Stock/ Member

This Organization shall have members.

Article 15.2 Income

No part of the earnings of this Organization shall inure to the benefit or be distributed to its' members, officers, directors or other private person, except that the Organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 3 hereof.

ARTICLE SIXTEEN

Contracts

Contracts with governmental agencies, private organizations, foundations, and other nonprofit organizations shall be negotiated by Executive/Finance Committee, or its designee, and approved by the Board of Directors.

ARTICLE SEVENTEEN

Indemnification

The Board of Directors shall authorize the Organization to pay or reimburse any present or former Director or Officer of the Organization for any costs or expenses actually and necessarily incurred by him or her in any action, suit, or proceeding to which he or she is made a party by reason of his or her holding such position to the extent and in the manner prescribed by applicable provisions of the law; provided, however, that he or she shall not receive such indemnification if he or she be finally adjudicated therein 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 proceeding, whether formally instituted or not.

ARTICLE EIGHTEEN

Dissolution

Upon dissolution of this Organization, the assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code or the corresponding sections of any future federal tax code or shall be distributed to the state or local government for a public purpose. Any such assets not so distributed shall be disposed of by a Court of Competent Jurisdictions in Aransas County, Texas exclusively as the purposes of the Organization, as the Court shall determine.

Adopted June 8, 2016 by the Board of Directors.