

Keep Rockland Beautiful, Inc.



By-Laws



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KRB By Laws

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BY-LAWS

Keep Rockland Beautiful, Inc.

ARTICLE I - NAME

Section 1. The name of this organization shall be KEEP ROCKLAND BEAUTIFUL, Inc. (the “Corporation”) with its principal place of business in Rockland County, New York.

ARTICLE II - PURPOSE

Section 1. The Corporation is dedicated to preserving and enhancing the natural beauty of Rockland County by planting the seeds of stewardship through education, volunteerism and collaboration in cost effective programs. To achieve this purpose the Board shall:

- a. Establish and maintain a continuing litter prevention program utilizing the Keep America Beautiful System, a behavioral approach to changing attitudes and habits about proper solid waste handling.
- b. Investigate, study, develop and propose plans to bring about community improvements for the beautification of Rockland County, New York.
- c. Promote the public interest in the maintenance of a clean and beautiful environment.

The Board may, by majority vote, engage in lobbying activities in support of its mission, provided it complies with the current IRS compliance regulations for 501(c)3 organizations.

ARTICLE III - MEMBERSHIP

Section 1. Membership: There shall be a various levels of membership in KRB as determined by the Board. Any person, association, corporation, partnership, or estate having an interest in the purpose of the organization shall be eligible to apply for membership. Current members shall be defined as those who have paid their annual dues.

Section 2. Election: Application for membership shall be in writing, on forms provided for that purpose, and signed by the applicant. Any applicant shall become a member upon payment of the regularly scheduled fees.

Section 3. Dues: Membership fees shall be at such rate or rates, schedules or formula as may from time to time be prescribed by the Board of Directors. Membership fees shall be paid annually in advance at any time during the year. The Board will establish an annual fee to be a member of the Board of Directors, which includes membership to KRB



- Section 4. Voting:** Each member shall be entitled to cast one vote. Each member can either vote in person, or by electronic means, such as via conference call or live video teleconference.
- Section 5. Quorum:** A quorum shall consist of a simple majority (more than 50%) of current dues paying members for the Board to conduct business.
- Section 6. Annual Membership Meeting:** The annual meeting of KRB membership shall be in the first quarter of the year at a time and place to be designated by the Board of Directors and notice thereof mailed and/or emailed to each member at least seven (7) days before said meeting.

ARTICLE IV - BOARD

- Section 1. Composition:** The governing body of KRB shall be vested in the Board of Directors. The number of Board members is not to exceed twenty (20) or be less than seven (7) members. The Board shall be responsible for the management of its affairs and the direction of its work and control. The Board shall have full power and authority to promote the objectives for which KRB is organized.
- Section 2. Rules:** The KRB Board shall enact such rules, policies and regulations as may be deemed necessary to conduct the business of KRB not inconsistent with the terms of these by-laws. They shall submit in writing an annual report of the work and the finances of the organization.
- Section 3. Board Meetings:** The Board of Directors shall meet a minimum of quarterly at such time and place as will be determined by them. A majority of the Board of Directors shall constitute a quorum at any meeting of the board.
- Special Board Meetings:** Special meetings of the Board of Directors may be called by the President, or upon written request to the President by four (4) Board members. Notice, including the purpose of the special meeting, shall be given to each Director at least two (2) days prior to said meeting.
- Section 4. Committee Action:** The Board of Directors shall pass upon all actions of all committees, except the Executive Committee.
- Section 5. Election:** New Board member candidates shall be nominated by the Nominating Committee, for which the Board Vice President serves as Chair. Additional names of candidates for Directors may be nominated by petition bearing the genuine signatures of the candidate and at least five (5) members in good standing of KRB. Such petition shall be filed with the Nominating Committee at least five



(5) days prior to the Annual Membership Meeting.

Twice each calendar year, a ballot shall be prepared by the Nominating Committee listing the candidate nominees and their qualifications. Election shall be by a majority vote, either at a KRB-sanctioned event, or via electronic means.

Section 6. Seating of Directors: All newly elected Board of Directors shall commence official duty the first of the month following their election and serve a term of three (3) years.

Section 7. Vacancies: A member of the Board of Directors who shall be absent without providing notice from one (1) regular meeting, or absent with prior notice from three (3) regular meetings of the Board within a calendar year shall be referred to the Executive Committee for consideration of removal. Board members are asked to notify the Executive Director or President in advance if they will be absent from Board meetings. Board members may participate in a regular meeting via phone or other electronic means.

Vacancies on the Board of Directors shall be filled, as soon as practical, after the vacancy has occurred, by majority vote of the Board of Directors. A member filling a vacancy will have full voting rights. The term of office will commence the following January, when the new Board of Directors is voted upon.

ARTICLE V - OFFICERS

Section 1. Term of Office: A special meeting of the newly-elected Board of Directors shall be held as soon as practical after the election of the Directors at which meeting the Officers for the coming year shall be elected by majority vote. The term for Officers is two years each, with the President and Secretary's terms concluding on an alternate year to that of the Vice President and Treasurer.

Section 2. Officers: The officers of the organization shall be President, Vice President, Secretary and Treasurer. Any vacancies in the above officers shall be filled as soon as practical after the vacancy occurs by majority vote of the Board of Directors.

Section 3. Bonding: The officers and staff of the organization, as the Board may designate, shall be bonded by a sufficient fidelity bond in an amount set by the Board.

Section 4. President: The President shall be the chief officer of the organization and shall preside at all meetings of the membership, the Board and the Executive Committee. The President shall perform all such duties as necessary to



increase the purpose of the organization, including appointment of committees and committee chairpersons. The President may attend and vote at any committee meeting of the Board.

Section 5. Vice President: The Vice President shall act in the absence of the President and exercise all such powers and authority as necessary to continue the work of the organization. In the case of both the President and the Vice President being unable to perform the duties of the office, the President (or, if unable, the Vice President) may delegate the responsibilities of the President to another Board member.

Section 6. Secretary: The Secretary shall keep the records of the organization, including minutes and attendance of the Annual Membership Meeting and the meetings of the Board. The Secretary shall be responsible for proper notification to members and directors of all meetings as necessary.

Section 7. Treasurer: The Treasurer shall be responsible for the safeguarding of all monies received and for their proper disbursement on such approvals and co-signatures as the Board may determine.

The Treasurer shall be responsible for the maintenance of adequate books of account; shall present written quarterly financial statements of receipts and expenditures at the regular meetings of the Board of Directors; and shall prepare a yearly financial statement of receipts and expenditures for inclusion in the Annual Report.

The financial records of the organization shall be audited or independently reviewed annually by an independent public accountant. The balance sheet and income statement shall be presented to the membership at the Annual Membership Meeting.

ARTICLE VI - COMMITTEES

Section 1. Appointment and Authority: The President by and with the approval of the Board of Directors, shall appoint all standing committees and committee chairpersons. The President may appoint such ad hoc committees and their chairpersons as he/she deems necessary to carry out the programs of the organization. Committee appointments shall be at the will and pleasure of the President and in no event shall exceed the term of the President.

It shall be the function of the committees to make investigations, conduct studies and to make recommendations to the Board of Directors and to carry on such activities as may be delegated to them by the Board in order to further the purpose of KRB.



A majority of members of a committee shall constitute a quorum for meetings of the committee.

Section 2. Limitation of Authority: No action, including the incurrence of financial obligations of any type outside the approved budget allocations, by any member, committee, employee, director or officer, shall be binding upon, or constitute an expression of the policy of KRB until it shall have been approved or ratified by the Board of Directors.

Section 3. Executive Committee: The Executive Committee shall have the power of the Board of Directors between meetings of the Board, except, that it may not modify any action taken by the Board. It shall be composed of the officers. The President shall serve as chairman. A quorum of a majority shall be necessary to conduct business.

Section 4. Nominating Committee: The Nominating Committee shall consist of five (5) members, with the Vice President serving as Chair, and the sole Board member of the Committee. Additional Committee members shall be presented to and approved by the President.

Twice each year, the Nominating Committee shall prepare a list of nominees to serve on the Board of Directors. Each candidate must be an active member in good standing and must have agreed to accept the responsibilities of Directorship. The President shall discuss these responsibilities with each Board candidate in advance of their formal submission.

The Nominating Committee shall accept petitions of candidates; shall verify qualified petitions; and prepare a ballot of all candidates for member vote and approval.

Section 5. Standing Sub-Committees: The Board may designate sub committees as needed; they may include but are not limited to:

- a. Public Relations - This committee shall be responsible for internal and external communications; shall inform the public of the purpose and work of the organization; and shall develop programs for recognition.
- b. Business and Industry - This committee shall be responsible for educating the business sector on litter abatement and appearance improvement to further the purpose of the organization.
- c. Government - This committee shall be responsible for educating the government sector on litter abatement and appearance improvement; shall

review such appropriate ordinances, update and recommend ordinance changes; shall develop enforcement of ordinances; and shall recommend improvements in technology.



- d. Community organizations - This committee shall be responsible for educating community organizations and the volunteer sector on litter abatement and appearance improvement; and shall develop special projects for such groups which further the purpose of this organization.
- e. Schools - This committee shall be responsible for informing the education sector, including students, faculty, staff and related associations, on litter abatement and appearance improvement; and shall develop special projects for such groups which further the purpose of this organization.
- f. Finance - This committee shall be responsible for periodic monitoring of the budget and finances of the organization, and for preparing the annual budget for approval by the Board of Directors.

ARTICLE VII - FINANCES

- Section 1. Fiscal Year:** The fiscal year of the KRB shall begin January 1 and end December 31.
- Section 2. Funds:** Unless otherwise directed by a donor, all money paid to KRB shall be placed in a general operating fund at a financial institution approved by the Board of Directors.
- Section 3. Budget:** The Executive Committee shall review in detail, with assistance from the Executive Director and the Finance Committee, the budget. Said budget shall be approved by the Board of Directors.
- Section 4. Disbursements:** Upon approval of the general operating budget, the Treasurer is authorized to make disbursements on accounts and expenses provided for in the budget without further approval of the Board of Directors. Disbursements shall be by check with co-signatures as the Board may determine. A double signature, or authorization via electronic mail, of authorized signatories is required for checks of \$500 or more.
- Section 5. Audit:** The financial records of the organization shall be reviewed annually by

other knowledgeable members of the Board. The audit shall be at all times available to the membership in the offices of KEEP ROCKLAND BEAUTIFUL, INC.



ARTICLE VIII - EXECUTIVE DIRECTOR

- Section 1.** The Executive Director shall serve at the pleasure of and be responsible to the Board of Directors; shall serve as the chief administrative officer of the organization; shall be responsible for the administration of implementation of policies, procedures and programs as determined by the Board; shall serve as a resource and advisor on program planning to the President, the Board, and committees; shall maintain records and reports as necessary for certification in the Keep America Beautiful System; and shall serve as the representative of the organization in the community.
- Section 2.** The Executive Director will have sole responsibility for the supervision over all paid employees and shall perform such duties as necessary to manage the office of the organization.
- Section 3.** The Executive Director shall be a non-voting member of the Board of Directors, the executive committee and all committees.

ARTICLE IX - PROCEDURES

- Section 1.** **Funds:** The KRB shall use its funds only to accomplish the purpose and objectives specified in these by-laws and no part of said funds shall be distributed to the members of the organization.
- Section 2.** **Meetings:** The Executive Committee shall meet as needed at a time and place to be determined by the committee members. A majority of the members of the Executive Committee shall constitute a quorum.
- Special meetings of the Executive Committee may be called by the President or on written petition of three (3) members of the Executive Committee. Notice, including the purpose of the Special Executive Committee meeting, shall be given to each member of the Executive Committee at least two (2) days prior to said meeting.
- Section 3.** **Notice of Meetings:** Notice of regular meetings of the Board and Executive Committee shall be disseminated by mail or electronic mail to members at least seven (7) days prior to the meeting.



Section 4. Parliamentary Authority: The current edition of Roberts Rules of Order shall be the final source of authority in all questions of parliamentary procedure, when such rules are not inconsistent with the charter and by-laws of KEEP ROCKLAND BEAUTIFUL, INC.

ARTICLE X - AMENDMENTS

Section 1. Amendments: These by-laws may be amended or altered by a two-third (2/3) vote of the Board of Directors, or of the current membership, provided the proposed amendment has been submitted in writing to the members at least seven (7) days prior to said meeting.

ARTICLE XI - DISSOLUTION

Section 1. Dissolution: In the event of dissolution of KRB any residual assets or remaining funds will be turned over to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organization, which themselves are exempt as organizations described in Section 501 (c)(3) and 170 (c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law. Dissolution and distribution of assets will be by majority vote of the Board of Directors.

AMENDED AND RESTATED:

October 6, 2016

PRESIDENT