

**BYLAWS OF THE
KEEP ROANOKE BEAUTIFUL GOVERNING COMMITTEE**

**ARTICLE I PURPOSE AND
MEMBERS**

SECTION 1. NUMBER OF TERMS OF OFFICE

- A. The Governing Committee shall consist of up to (8) members, each of whom shall be appointed by the City Council. Each of the members shall be a resident of the City for at least one (1) year.
- B. Half the members of the first committee shall serve terms of two (2) years and the other half of the members shall serve terms of one (1) year. Thereafter, each successive member of the committee shall be appointed and serve for two (2) years or until a successor is appointed as hereinafter provided. All affected terms begin and expire in January of each year. Not more than three (3) City council members may serve on the committee at any one time.
- C. Any member may be removed from office by the City Council at will. A vacancy of any member's position, which occurs by reason of death, resignation, disqualification, removal, or otherwise, shall be filled by the City Council.
- D. Board members are considered City officers for the purposes of the Texas Open Meetings Act, chapter 551 of the Texas Government Code, as amended.

SECTION 2. VACANCIES AND RESIGNATIONS

A vacancy in any position of the committee, which occurs by reason of death, resignation, disqualification, removal, or otherwise, shall be filled. A vacancy in the office of President or Vice President which occurs by reason of death, resignation, disqualification, removal, or otherwise, shall be filled by election by the committee from the remaining members, for the unexpired portion of the term of that office.

Any member may resign at any time. Such resignation shall be made in writing, addressed to the Parks Superintendent, and shall take effect at the time specified therein, or if no time is specified, at the time of its receipt by the Parks Superintendent.

SECTION 3. MEETINGS OF MEMBERS

For meetings of the Governing Committee or sub-committees, notice thereof shall be provided and set forth in accordance with the Texas Open Meetings Act, Chapter 551 of the Texas Government Code. Any member of the Keep Roanoke Beautiful committee or the Parks Superintendent may have an item placed on the agenda by delivering the same in writing to the Parks Superintendent no less than three (3) calendar days prior to the date of the next meeting. Each agenda of the Governing Committee meeting shall contain an item, titled "Citizens Forum," to allow public comment to be made by the general public concerning matters related to Keep Roanoke Beautiful. However, no official or formal action or vote may be taken on any comment made by citizens during Citizens Forum.

The committee shall hold regular and special meetings, in the corporate limits of the City, at such place or places as the committee may from time to time determined, and in conformance with the Texas Open Meetings Act.

SECTION 4. QUORUM

A quorum is a majority of the Governing Committee, being not less than fifty-one percent (51%) (rounded up to the nearest whole number) of the current committee membership count, and shall be present for the conduct of official business. The Act of a majority of the committee or more at a meeting at which a quorum is in attendance shall constitute the act of the committee, unless the act of a greater number is required by these Bylaws, policies/procedures of the committee, bylaws of Keep Texas Beautiful Affiliates, City Council resolution/ordinance, or state law.

SECTION 5. CONDUCT OF BUSINESS

- A. At the meetings of the committee, matters per to the business of the Keep Roanoke Beautiful organization shall be considered in accordance with the rules of procedure as from time to time prescribed by the committee. Unless otherwise adopted by the committee, the rules of procedures of the City Council shall be the rules of procedures for the committee.
- B. At all meetings of the committee, the President shall preside, and in the absence of the President, the Vice President shall exercise the powers of the President.
- C. The Secretary of the Board shall act as Secretary of all meetings of the Committee, but in the absence of the Secretary, the presiding officer may appoint any person to act as Secretary of the meeting. The Secretary shall keep minutes of the transactions of the committee and committee meetings and shall cause such official minutes to be recorded in books kept for that purpose in the principal office of the Parks Department. The unofficial minutes shall be submitted to the Parks Superintendent within seven days following the committee meeting. This will enable the unofficial minutes to be distributed to the Board members for their approval at a future committee meeting.

SECTION 6. COMMITTEES OF THE BOARD

An official sub-committee of the Keep Roanoke Beautiful Organization shall consist of two (2) or more members. It is provided, however, that all final official actions of the Keep Roanoke Beautiful Organization may be exercised only by the Governing Committee. Each sub-committee so designated shall keep regular minutes of the transactions of its meetings and shall cause such minutes to be recorded in books kept for that purpose in the principal office of the Parks Department.

SECTION 7. COMPENSATION OF DIRECTORS

The members, including the President and Vice President, shall not receive any salary or compensation for their services. However, members may be reimbursed for their actual expenses incurred in the performance of their duties hereunder, including but not limited to the cost of travel, lodging and incidental expenses reasonably related to the corporate duties of the Committee. Travel expenses incurred by members for both regular and special meetings are not eligible for reimbursement.

ARTICLE II OFFICERS

SECTION 1. TITLES AND TERM OF OFFICE

The President and Vice President shall be elected by the Governing Committee and shall serve a term of one (1) year. The respective terms of the initial President and Vice President shall be determined by the City Council. The President and Vice President shall continue to serve until their successors are appointed.

SECTION 2. POWERS AND DUTIES OF THE PRESIDENT

The President shall be the chief executive officer of the Keep Roanoke Beautiful Organization, and shall, subject to the authority of the Governing Committee and paramount authority and approval of the City Council, preside at all meetings of the committee, and absent any different designation by a majority of the committee. In addition, the President shall:

- A. call both regular and special meetings of the committee and establish the agenda for such;
- B. have the right to vote on all matters coming before the committee;
- C. have the authority to appoint standing or study committees to aid and assist the Governing Committee in its business undertaking or other matters incidental to the operation and functions of the Keep Roanoke Beautiful Organization;
- D. perform all duties incident to the office, and such other duties as shall be prescribed from time to time by the Governing Committee, subject to approval by the City Council;
- E. appear before the City Council on a periodic basis, when requested, to give a report on the status of activities of Keep Roanoke Beautiful; and
- F. appear before the City Council, or be represented by his designee, regarding any item being considered by the City Council concerning the committee, when requested to be present.

SECTION 3. VICE PRESIDENT

The Vice President shall exercise the powers of the President during that officer's absence or inability to act. The Vice President shall also perform other duties as from time to time may be assigned by the President or the Governing Committee.

SECTION 4. ATTENDANCE

Members must be present in order to vote at any meeting. Regular attendance at the committee meetings is required of all members. The following number of absences shall constitute the basis for replacement of a member. Two (2) absences from regularly scheduled quarterly meetings during any one year term (January 1st to December 31st), shall be considered vacant.

SECTION 5. CONFLICT OF INTEREST

In the event that a member is aware that he has a conflict of interest or potential conflict of interest, with regard to any particular matter or vote coming before the committee, the member shall bring the same to the attention of the Governing Committee and shall abstain from discussion and voting thereof.

Any member shall bring to the attention of the committee any apparent conflict of interest or potential conflict of interest of any other member, in which case the Governing Committee shall determine whether a true conflict of interest exists before any further discussion or vote shall be conducted regarding that particular matter. The member about whom a conflict of interest question has been raised shall refrain from voting with regard to the determination as to whether a true conflict exists. Failure to conform to these requirements herein and policies as may be adopted by the committee is cause for dismissal from the Governing Committee by action of the City Council.

SECTION 6. PARTICIPATION IN COMMITTEE MEETINGS

The City Manager, City Secretary, Mayor and Councilmembers, shall have the right to take part in any discussion of the committee, or sub-committees thereof, including attendance of executive sessions, but shall not have the power to vote in any meetings attended.

SECTION 7. DUTIES OF THE GOVERNING COMMITTEE

The committee shall be an advisory board to the Keep Roanoke Beautiful Organization. The committee will make recommendations to the organization and will vote on these recommendations in order to present them to the City Council for final approval.

ARTICLE III
MISCELLANEOUS PROVISIONS

SECTION 1. APPROVAL OR ADVICE AND CONSENT OF THE CITY COUNCIL

To the extent that these bylaws refer to any action, approval, advice, or consent by the City to refer to action, approval, advice or consent by the City Council, such action, approval, advice, or consent shall be evidenced by a motion, resolution, or ordinance duly passed by the City Council and reflected in the minutes of the City Council.

SECTION 2. GIFTS

The Governing Committee as a whole or as directed through the Keep Roanoke Beautiful Organization may accept on behalf of the Organization any contribution, gift, bequest, or device for the general purpose or for any special purposes of the Organization.

SECTION 3. CODE OF ETHICS

Each member, including the President and Vice President, its officers, employees, and agents shall abide by and be subject to the City Code of Ethics consistent with the state guidelines regarding gifts.

SECTION 4. AMENDMENTS TO BYLAWS

These Bylaws may be amended or repealed and new Bylaws may be adopted by an affirmative vote of not less than seventy-five percent (75%) of the authorized members serving on the Governing Committee, subject to approval by the City Council. The City Council may amend these Bylaws at any time. Such amendments by the City Council will be duly passed, and adopted by motion, resolution or ordinance duly reflected in the minutes of the City Council, and thereafter, duly noted to the committee. These bylaws may not be amended more often than once a year.