

BY-LAWS
OF KEEP TROUP BEAUTIFUL, INC.
A NON-PROFIT CORPORATION

ARTICLE I
DEFINITION, PURPOSES, AND POWERS

Section 1. These by-laws constitute the rules adopted by Keep Troup Beautiful, Inc. (herein after referred to as KTB) for the regulation, conduct, and management of its affairs.

Section 2. This Corporation will have the purposes and powers contained in its Articles of Incorporation and such additional powers as are now or may hereafter be granted by law.

ARTICLE II
BOARD OF DIRECTORS

Section 1. Management. All of the property, affairs, activities, and business of Keep Troup Beautiful, Inc. shall be held and conducted by its Board of Directors (hereinafter referred to as the "Board"). The Board shall be composed of not more than twenty-six (26) nor less than fifteen (15) members who shall be appointed and shall hold office of the terms hereinafter specified.

Section 2. Appointment of Directors. Members of the Board shall be appointed by the four governmental bodies of Troup County, with the City of LaGrange and Troup County Board of Commissioners each appointing ten (10) members, and the cities of West Point and Hogansville each appointing three (3) members, respectively.

Section 3. Composition and Terms of Directors. In order to be a member of the Board in good standing, members are expected to attend Board meetings and shall not be absent from more than three (3) meetings per year without good and sufficient cause.

Approved by Board of Directors on December 4, 2013

Approved by Board of Directors – 12-04-13

Section 4. Vacancies. Any vacancies in the membership of the Board by reason of death, resignation, or otherwise, shall be filled by the majority vote of the remaining members of the Board and the person so elected shall serve for the unexpired term.

Section 5. Removal. Any Director may be removed at any time by the affirmative vote of a majority of the member of the Board for excessive absences or dereliction or malfeasance in office.

Section 6. Resignation. Any Director may resign by tendering a resignation to the Board at its principal office and the resignation shall become effective at the time specified therein.

ARTICLE III

MEETINGS OF THE BOARD

Section 1. Annual Meeting. The Board will have an annual meeting for the purpose of transacting the business of the organization as may be appropriate. The Board shall establish the date, place, and time of the annual meeting and notice thereof shall be given to the Board of Directors and members at least ten (10) days prior to such meeting.

Section 2. Regular Meetings. Regular meeting shall be held at least once each quarter on the date and time as designated by the Board.

Section 3. Special Meetings. Special meetings of the Board will be held when called by the Chair of the Board or by any five (5) Board members. For such special meetings, at least three day' notice must be given to each Board member.

Section 4. Quorum. A quorum shall be constituted by a majority of Board members present but by a number of not less than seven (7).

Section 5. Open Meetings. All meetings shall be open to the public; however, the Board may elect to meet in executive session by two-thirds vote of those present, provided a quorum is established.

Section 6. Notice. Written notice of the time, place and date of meetings of the Board shall be sent to each member of the Board of Directors and members at least ten (10) days prior to any annual meeting and to the Board at least three (3) days prior to any special or adjourned meeting.

Section 7. Transaction of Business. Every act or decision done or made by a majority of the Board members, which at the option of the Chair may be done electronically, shall be regarded as the act of the entire Board. The term "majority" shall mean those votes totaling more than fifty percent (50%) of the total vote of Board members. Unless otherwise stated, all decisions will be by majority vote. Non-response to such communication will indicate a vote of acceptance.

Section 8. Roberts Rules of Order. All meetings shall be conducted to Roberts Rules of Order, current edition. It shall be the responsibility of each Board member, and the parliamentarian, if appointed, to observe that these rules are followed and the meeting conducted in accordance therewith.

ARTICLE IV

OFFICERS

Section 1. Terms of Office. The four officers, Chair, Vice Chair, Secretary and Treasurer, shall be elected from the existing Board for a term of one year beginning on July 1 of each year and ending the last day of June but shall be eligible for re-election.

Section 2. Chair. The Chair shall preside at all meetings of the Board. The Chair shall perform all duties incidental to the office and advise such action as may be deemed by the Chair likely to increase the objective of the Board. The Chair is an ex-officio member of all subcommittees, except the Nominating Committee. The Chair shall appoint subcommittees to accomplish any work programs, and shall directly supervise the activities of the Board.

Section 3. Vice-Chair. The Vice-Chair shall act in the absence of the Chair. In the absence or disability of the Vice-Chair, a member of the Board shall be appointed by the remainder of the Executive Committee to act temporarily.

Section 4. Secretary. The Secretary shall keep the records, the minutes of the meetings, a role of the attendance, see that notification is made to officers and Subcommittee Chairs of meeting time and place, and shall see that proper notices of all called meetings and other meetings are sent when necessary.

Section 5. Treasurer. The Treasurer shall authorize the paying out of monies on such approvals and signatures as the Board may determine; shall be responsible for the maintenance of adequate books of account; shall present periodic financial statements of receipts and expenditures; and shall present a balance sheet and yearly income and expense statement audited by an independent certified public accountant. The Treasurer will act as chair of the Finance Committee.

ARTICLE V

COMMITTEES

Section 1. Executive Committee. The Chair, Vice-Chair, Secretary, Treasurer and two at-large members shall serve on the Executive Committee to ensure that all governmental entities are represented. The Executive Committee shall make decisions between regular meetings on behalf of the Board.

Section 2. Nominating Committee. The Nominating Committee shall consist of at least three (3) Board members appointed by the Board Chair. The Nominating Committee shall be appointed by April 1 and shall prepare a slate of offices for the time the Board election shall be held.

Section 3. Beautification Committee - The Beautification Committee shall be responsible for, but not limited to, the following events and projects:

- Great American Cleanup including Earth Week/Earth Day
- Bring One for the Chipper
- Adopt Program
- Beautification Projects
- Other events/projects/programs designated by the Board Chair

Section 4. Development Committee - The Development Committee shall be responsible for, but not limited to, the following events and programs:

Awards Program - Development, implementation and presentation of the annual Keep Troup Beautiful "Awards Of Excellence".

Membership/Recruiting - Maintaining the on-going membership/recruitment program, development of annual membership campaign, etc.

Sponsorships – *Recruit and develop special sponsorships with corporations, businesses etc.,*

Special Recognition Events such as President's Service Awards, etc.

Legislative Issues – Monitors issues concerning the environment and provides Educational venues and forum for the issues.

Events - Providing an appearance and presentation at events. Ensuring that the KTB name is well known in the community at Governmental meetings of any kind, Civic Club meetings, Hummingbird Festival, Family Day in West Point, etc.

Volunteers - Responsible for the recruitment of volunteers to implement programs. This will include working with civic clubs, churches and neighborhoods.

Section 5. Education. Committee - The Education Committee shall be responsible for the distribution of materials and development of programs to involve all public, private and parochial schools, colleges and universities, as well as the general public. Programs/projects include, but are not limited to the following:

America Recycles Day Sponsoring recycling art and essay programs, aluminum can and plastic bottle collections, etc. (Move to Waste Management/Recycling Committee

Literature - Distributing pamphlets, flyers, coloring sheets, etc. on recycling projects, composing, water conservation and preservation, and other environmental issues.

J. R. Lewis Pride Awards — Annual event which recognizes and encourages public and private schools to strive to maintain a clean environment and beautiful landscaping.

Program Coaching and Guidance - Development and enhancement of corporate and business educational activities, school programs, and other guidance instruction projects

Section 6. Finance Committee. This committee shall be responsible for generating funds, funding, and direct and in-kind contributions. The Treasurer, unless otherwise directed by the Executive Committee, shall serve as Chair of this committee.

Section 7. Public Relations/ Media Committee - The Public Relations Committee shall be responsible for all internal and external communications, including, but not limited to, the following:

Business and Industry Liaison - Contacts and encourages corporate memberships and cooperation. Advises the business and industrial community of new forms of technology, laws and regulations pertinent to their production for educating employees, and for securing commitments from the business and industry sector.

Website - Monitors the website and provides update material to the webmaster

Electronic Newsletter - Compiles and publishes a quarterly electronic newsletter to KTB members, governmental agencies, Board members, and other interested parties.

Public Relations and Media - Attends and photographs events, recognitions, etc. Also prepares newspaper articles, multi-purpose media sources, and all press releases. Serves as the coordinator for all television, radio and written media, public appearances, interviews, etc.

Section 8. Waste Management/Recycling Committee – *This committee is responsible for all Waste Management/Recycling programs and projects which include, but are not limited to, the following.*

America Recycles Day – Increasing awareness of recycling through educational programs at schools and other venues.

Litter Prevention - Managing and implementing the annual Litter Survey

Other Special programs/projects assigned by the Chair .

Section 9. Other Committees - Other committees may be appointed by the Board Chair to perform a specific task that does not fall within the assigned functions of an existing committee. Subject to the approval of the Board or its Executive Committee, these committees will conduct preliminary work in the preparation of matters for the Board's action and expedite the work of the Board. Duties of these committees shall be defined by the Board or the Executive Committee, and the committees will automatically cease to exist upon completion of its final report to the Board.

ARTICLE VI

MEMBERSHIP

Section 1. Membership Intake. The Board of Directors of the Corporation shall have the power to admit members subject to such qualifications, and conditions and with such rights as may be provided from time to time in the By-Laws of the Corporation. Such membership shall not entitle members with the right or rights to elect either the Board of Directors or Officers. Instead, the Board of Directors shall have the power to appoint both the directors and officers as provided herein.

Section 2. Qualifications. Membership shall be available to those citizens, both corporate and individual, in the area served by Keep Troup Beautiful, Inc. who exhibit a proven interest in contributing to the general improvement of the environment of Troup County.

ARTICLE VII

FISCAL PROVISIONS

Section 1. Fiscal Years. The fiscal year of the program shall begin on July 1 and end on June 30th.

Section 2. Deposit of Funds. The funds of the Board shall be deposited with such bank or banks as may be specified by the Board and shall be withdrawn there from pursuant to authority granted from time to time by the Board.

Section 3. Allocation of Funds. All funds collected or earned by the Board shall be used for and applied as authorized by law, by the Articles of Incorporation, by these By-Laws and as directed by the Board to such plans, programs, expenditures, and undertakings as the Board shall deem advisable , desirable, or expedient in furtherance of the purposes of the Board.

Section 4. Indemnification.- Any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (including any action by or in the right of Keep Troup Beautiful, Inc.) by reason of the fact that he or she is or was a Director, officer, employee, or agent of the Board, shall be indemnified by the Board

against expenses (including reasonable attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceedings, if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interest of Keep Troup Beautiful, Inc, (and with respect to any criminal action or proceeding, if such person had no reasonable cause to believe such conduct was unlawful), to the maximum, extent permitted by, and in the manner provided for in the Georgia Non-Profit Corporation Code as the same may now or hereafter exist. No such person shall, however, be indemnified against, or be reimbursed for any expense incurred in connection with any claim or liability arising out of the willful misconduct or gross negligence of such person.

ARTICLE VIII

DONATIONS

Section 1. Donations. Donations to Keep Troup Beautiful, Inc. may be either restricted or non-restricted and in either event must be pursuant to and in accordance with the purposes for which the organization is created and is to be operated. Donations may be in cash or property and in the event restricted, shall not be accepted and dedicated to the purposes for which the restricted donation is made unless or until the Board shall accept the same subject to such restriction.

ARTICLE IX

COMPENSATION OF OFFICERS, DIRECTORS AND EMPLOYEES

Section 1. Officers and Directors - No member of the Board or officer of the Board shall receive, directly or indirectly, any salary from the Board, but shall be entitled to reimbursement for expenses reasonably incurred in furtherance of the business of the Board or in the conduct of the affairs of the Board provided any such expenditures shall be approved by the Board.

Section 2. Employees. The Board may employ such full time or part time employees and retain such professional assistance as the Board shall determine who shall be compensated as fixed by the Board.

ARTICLE X

SEAL

The Board shall adopt a seal displaying the name of the organization and designating the year of incorporation.

ARTICLE XI

INTERPRETATION

These By-Laws are subject to the Articles of Incorporation of the corporation. The powers of the corporation and the authorization of the Board members are subject to the Articles of Incorporation first and these By-Laws second. In the case of any conflict between an ordinance and these By-Laws, the ordinance will control.

ARTICLE X II

AMENDMENT

These By-Laws may be amended by a two-thirds vote of the Board members present at any regular meeting provided: (1) a quorum is present; and (2) notice of the proposed amendment was sent to all Board members in good standing by any currently accepted method of communication at least three days prior to the meeting.

Approved by Board of Directors: 12-04-13

