

Keep Cocke County Beautiful By-Laws

Article I: Name, Mission, and Authority

Section 1. Name: The name of this organization shall be “Keep Cocke County Beautiful,” hereafter referred to as “KCCB”.

Section 2. Mission: To promote a cleaner, healthier and safer environment for Newport and Cocke county and to protect our precious natural resources.

Section 3: Authority: The KCC Board shall have the following authority:

- A. To adopt bylaws to facilitate the attainment of its purpose and functions.
- B. To plan, initiate, direct and coordinate countywide efforts to achieve its goals.
- C. To solicit and accept donations and appropriation of money, services, products, property, and facilities for expenditure and use by the Board for the accomplishment of its objectives under the guidelines for 501(c) (3) status in the U. S. Internal Revenue Code.
- D. To make recommendations to the Cocke County Legislative Body and Newport City Council, as well as to the private sector, regarding measures, which it deems necessary to accomplish its objectives.
- E. To serve as the official Keep America Beautiful affiliate serving Cocke County and to maintain annual good standing requirements.

Article II; Board of Directors

Section 1: Membership. The Board shall consist of not more than twenty three (23) members and shall be the governing body of the corporation. One of the members shall be the tourism director, one the litter crew supervisor, one of the litter crew supervisor assistant and the grant coordinator. In addition, the governing bodies of the City of Newport, the City of Parrottsville, and Cocke County may each appoint one member. Other members elected shall be residents of Cocke County.

Section 2. Ex-Officio Members. The mayors of Cocke County, the City of Newport, and the City of Parrottsville, or their representatives, and the landfill manager shall serve as a non-voting member of the Board. The Executive Director also shall serve as a non-voting member of the Board.

Section 3. Terms of Office. The duration of terms shall be so scheduled that the number of seats to be filled shall, so far as practicable, be equal in each succeeding year. Directors’ Terms shall be effective from July 1 through June 30 or until a successor is duly elected.

Section 4: Resignation and Removal. Any member may be removed from board with cause by the affirmative vote of two-thirds (2/3) of the entire Board. Any member may resign at any time giving written notice to the Chairperson and/or Executive Director. Such resignation will take effect on the date of receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. If a Board member misses three consecutive meetings without a reason deemed reasonable by the Executive Committee, it will be considered an automatic resignation. An email or written notification will be sent to absentee informing them of removal from the Board membership.

Section 5: Attendance. Board members are expected to play an active role in the organization and to attend regularly scheduled meetings. In addition, Board members are expected to serve on standing and ad hoc committees and volunteer for special events. The Chairperson may request a waiver of the attendance policy or removal of a Board member if such member fails to comply with attendance policy.

Section 6: Voting Rights. All members of the Board, excluding ex-officio and/or their appointed representatives, shall have one vote equal in weight. The Chairperson shall vote only to break a tie. Voting shall be by voice vote; however, the Chairperson may call for a roll-call vote or secret ballot at his/her discretion. All decisions will be by majority vote of Board members present at any regular meeting providing a quorum is present.

Section 7. Vacancies. The Board shall have the power to fill all vacancies in elected Board positions for the unexpired term of office. Vacancies in appointed positions shall be filled by the appropriate appointive body. Any vacancy in the Board may be filled for the unexpired term by the votes of a majority of the remaining directors. An election to fill such vacancy may be held at any regular meeting.

Article III: Officers

Section 1: Elected Positions. The officers shall be a Chairperson, a Vice Chairperson, a Secretary, and a Treasurer chosen from among the members of the Board.

Section 2. Nominations. Officers shall each be nominated by the Nominating Committee and shall be selected by a majority vote of the Board members present at any regular meeting providing a quorum is present.

Section 3. Duties. The duties of each elected office are as follows:

- A. Chairperson:** Shall serve as the Chief Executive Officer of the Corporation; shall act as spokesman for the Board at public functions; shall preside at all Board meetings; shall be the direct supervisor of the Executive Director; shall serve as ex-officio member of all committees; shall appoint the Chairperson and Vice-Chairperson of standing of standing committees and ad hoc committees upon the direction of the Board; and shall perform all other duties as necessary to fulfill the objectives of the corporation.
- B. Vice-Chairperson:** Shall preside in the absence of the Chairperson and shall perform such other duties as may be delegated to him/her by the Chairperson.
- C. Treasurer.** Shall keep accurate records of KCCB funds, including receipts and expenditures. Shall present monthly financial reports of receipts and expenditures to the Board. Shall oversee the work of the Executive Director in preparing an annual budget to be presented and voted on at the annual meeting.
- D. Secretary:** Shall keep an accurate attendance record; shall ensure that minutes of the meetings are accurately kept and distributed to the Board; and shall perform other duties customary to that office.
- E. Executive Director:** Shall be the managing officer of the Board. (See Article VI).

Section 4. Terms of Office. The four elected officers shall be elected for one-year terms following election beginning July 1. Terms shall be effective from July 1 through June 30 or until a successor is duly elected.

Section 5. Vacancies. In case of a vacancy in an elected office, the Executive Committee will appoint a successor to fill the unexpired term of office, except that the Vice-Chairperson shall become Chairperson in the event of a vacancy in that office.

Article IV: Meetings

Section 1. Regular Meetings. The Board shall meet regularly each month at a date, time, and location designated by the Board members. Should such meeting fall on a legal holiday, then that meeting may be held at an alternate date/time specified by the Board.

Section 2. Special Meetings. Special meetings may be called by the Chairperson or by written request of four (4) Board members. The purpose of the meeting shall be stated in the call, and no other business shall be transacted. Except in cases of emergency, at least (3) days notice shall be given.

Section 3: Annual Meeting. The annual meeting shall be held in conjunction with the regular June meeting. The annual budget shall be adopted, and the Chairperson and/or Executive Director shall give the annual report of the Board's activities.

Section 4. Open Meeting Rule. Regularly scheduled monthly meetings are open to the public.

Section 5. Quorum. A quorum shall consist of a majority of the filled Board positions.

Section 6. Robert's Rules of Order. All meetings shall be conducted according to the current edition of Roberts Rules of Order. It shall be the responsibility of each Board member to observe these rules and to ensure that the meeting is conducted in accordance therewith.

Article V: Committees

Section 1. Standing Committees. Standing committees will be:

- A. An Executive Committee composed of the elected officers and three (3) additional members appointed by the Chairperson. The Executive Committee may meet at the call of the Chairperson between Board meetings to handle emergency business in line with Board policy in the event that a special meeting of the Board cannot be convened in time to handle the emergency. The Executive Committee may exercise the powers of the Board between Board meetings, except that it may not modify any action taken by the Board. The Executive Director shall be a non-voting member. Four members shall constitute a quorum.
- B. A Personnel Committee composed of the members of the Executive Committee, excluding the Executive Director. The Personnel Committee shall meet at least semi-annually for the purpose of reviewing the Executive Director's performance and as necessary to address other personnel matters.
- C. A Finance Committee composed of the Treasurer and two (2) other members shall be appointed by the Chairperson. It shall be the duty of this committee to work with the Executive Director to prepare a budget for the upcoming fiscal year to be submitted to the Board at its regular June meeting. The Finance Committee may from time to time submit amendments to the budget for the current fiscal year, which may be adopted by a majority vote of Board members present at any regular meeting providing a quorum is present.
- D. A Nominating Committee composed of three (3) Board members shall be elected at the regular meeting in March. The Nominating Committee shall present nominations for the four (4) elected officers, as well as nominations for persons to fill Board vacancies. The Nominating Committee report shall be included in the call for the regular meeting in June, at which the election for these officers shall be held.

Section 2. Ad Hoc Committees. The Chairperson may appoint other committees from time to time, as the Board shall deem necessary, including but not limited to Volunteer Recruitment, Development and Fundraising, and Long-range Planning.

Section 3. Committee Chairpersons. The Chairperson shall appoint the Chairpersons of all committees, both standing and ad hoc, from the Board members. Committee Chairpersons may choose committee members from the Board and/or the community at large.

Section 4. Ex-officio Committee Members. The Chairperson and the Executive Director shall be ex-officio members of all committees, except neither shall serve on the Nominating Committee, and the Executive Director shall not serve on the Personnel Committee.

Article VI: Executive Director

Section 1. Selection. The Executive Director shall be chosen by the Board and shall serve at the pleasure of and be responsible to the Board.

Section 2. Duties. The Executive Director shall be the manager of KCCB's daily operations including one week notification of regular board or special called meetings. The Executive Director shall be responsible for the administration and implementation of policies, procedures, and programs as determined by the Board; shall serve as a resource and advisor on program planning to the Chairperson, the Board, and committees; maintain records and reports as necessary for certification in the Keep America Beautiful system; and serve as the representative of the organization in the community. The Executive Director shall be a non-voting member of the Board and the Executive Committee. The Executive Director also shall fulfill any additional duties specified in KCCB'S policies and procedures, maintain monthly member attendance, and official records of all board business.

Section 3. Supervision. The Executive Director reports to and is supervised by the KCCB Board Chairperson.

Section 4. Schedule. The Executive Director shall work forty (40) hours from the 1st to the 15th of the month and forty (40) hours from the 16th to the end of the month. He/she shall work with the Board Chairperson to jointly set a weekly work schedule, including a minimum of twelve (12) hours in the KCCB office and eight (8) hours in the field. The Executive director shall be paid only for actual hours worked within each pay period. If the Executive Director is unable to work forty (40) hours in a given two (2) week period, the Executive Director shall be required to work eighty (80) hours within the four (4) week time period to be paid full salary or will not receive pay for weeks not worked.

Section 5. Compensatory time. The KCCB Board or Executive Committee must approve any hours worked in excess of forty (40) during a bi-weekly pay period in advance. Extra hours may be accrued as compensatory time. Compensatory time must be used in the fiscal year accrued and may only be accumulated to a maximum of twenty-four (24) hours during current fiscal year and report number of hours in the Executive Director Report at each monthly meeting.

Section 6. Termination. The Executive Director's employment may be terminated by a majority vote of the Board upon thirty days of written or emailed notification.

Article VII: Amendment

These bylaws may be amended by a majority vote of the Board members present at any regular meeting provided a quorum is present, and notice was presented in writing at least two weeks prior to their amendment.

Article VIII: Dissolution

The KCCB Board shall have the right and privilege to dissolve itself, its committees, and organization upon the proper motion and the affirmative vote of a majority of its members. That dissolving of the Board shall be with a written ninety (90) days notice to all concerned governments and private and public interests. If possible, any assets of the corporation shall be dissimilated to another 501 (c) (3) organization with a similar mission.

Article IX: Financial Affairs

Section 1. Annual Financial Overview. The Chairperson shall appoint someone other than the Treasurer to perform a financial evaluation of the books on an annual basis and submit a report to all Board members.

Section 2. Annual Budget. The Executive Director, with oversight by the Finance Committee, shall prepare an annual budget to be presented and voted on at the annual meeting.

Section 3. Disbursements. After the Board has adopted the annual budget, the Treasurer and/or Chairperson may make disbursements by check as long as the expenditures are in keeping with the amounts and purpose as authorized by the Board.

Article X: Fiscal Year

Section 1. The fiscal and business year of KCCB shall be from July 1 through June 30.

Section 2. The terms of officers, elected directors, appointed directors, and appointees to committees shall coincide with the fiscal year.

Article XI: Indemnification

KCCB shall provide indemnification to any and all current or former officers, directors, and employees for expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding which they or any of them are made parties, or a party, by reason of having been officers, directors, or employees, and for any settlement agreement entered into in connection with such action, except that no indemnification shall be provided for in said matters where such persons shall be adjudged to the liable for willful or gross negligence, misconduct or fraud in the performance of the duty or for such matters which are settle by agreements which have not received prior written approval of the Board.

Article XII: Statement of Nondiscrimination

The Keep Cocke County Beautiful Board shall not discriminate against any person in the hiring of personnel, election of members, provision of service to the public, the contracting for or purchasing of goods or services or in any other way, on the basis of race, color, sex, national origin, handicapping condition, age or any other basis prohibited by law.

Amended and approved by the Keep Cocke County Beautiful Board on January 20, 2015.

Chair: _____ **Secretary:** _____
Bettye Carver