

By-Laws of Keep Florence Beautiful Florence, SC

ARTICLE 1. NAME

The name of this non-profit organization shall be Keep Florence Beautiful (KFB) hereinafter referred to as KFB.

ARTICLE 2. CLASSIFICATION/PURPOSE

Section 1. Organization

KFB, a 501c3 organization, was created to implement and maintain the Keep America Beautiful (KAB) and Keep South Carolina Beautiful (KSCB) systems.

Section 2. Mission

The mission of KFB is to empower individuals of Florence County to take greater responsibility for enhancing their local community environments. The guiding principles of KFB are to provide leadership, support and education to all citizens, private and commercial sectors, as well as all other civic organizations as we work to improve and maintain a clean, litter free and pleasant environment within the County of Florence, South Carolina.

Section 3. Duties

KFB directs and coordinates management and planning of projects and education of the community; recommends budget and project priorities; seeks grants for funding opportunities; makes suggestions for conserving and protecting natural resources.

Section 4. Address

The mailing address of KFB is:
Keep Florence Beautiful
PO Box 7307
Florence, SC 29503

ARTICLE 3. MEMBERSHIP AND DUES

Section 1. Membership

Membership in KFB shall be open to any individual, family, governmental unit, club, civic organization, school, church, business and other groups who support the purpose and goals of KFB. All members must reside or be employed in Florence County.

Section 2. Classes of Membership

The KFB Board shall determine classes of membership and dues for each class of membership.

Section 3. Annual Dues

For those classes of membership subject to annual dues, the annual dues shall cover the period of October 1 through September 30.

Section 4. Honorary Members

Honorary Members shall be persons or organizations selected by the KFB Board under terms or conditions determined by the KFB Board.

Section 5. Board Role, Compensation, Management and Adopted

The governing body of KFB shall be the Keep Florence Beautiful Board. The Board is responsible for overall policy and direction of the organization and delegates responsibility for day-to-day operations to the Executive Director and committees. The Board shall adopt such policies as may be deemed necessary to conduct the business of the organization consistent with the terms of the By-Laws. The board receives no compensation other than reasonable expenses.

Section 5.1. Size of KFB Board

This body shall consist of up to eleven (11) members and no fewer than seven (7) members.

Section 5.2. Terms of Office

Members of the KFB Board will serve for a term of two (2) years and are eligible for re-election. Terms are overlapped, creating vacancies every year, five (5) members one year and six (6) members the alternate year. Unless specified by state law, or charter, there is no maximum time limit for length of services.

Section 5.3. Board Elections

Elections of new directors or election of current directors to an additional term will occur as the first item of business at the KFB Annual Meeting. Directors will be elected by a majority vote of the current directors.

Section 5.4. Meetings

The KFB Board shall meet monthly. Regular and/or special meetings may be called or cancelled by the Chair or on petition of at least five (5) Board members. All meetings shall be held at an agreed upon time and location.

Section 5.5. Quorum

A quorum must be attended by at least seven (7) members, or one (1) more than half of the elected members if membership falls below seven (7) members, before business can be transacted or motions made or passed.

Section 5.6. Notice of Meetings

An official Board meeting requires that each Board member have written or email notice two weeks in advance.

Section 5.7. Vacancies

Vacancies on the Board caused by resignations shall be filled throughout the year as they occur in order to complete unexpired terms of office. When a vacancy occurs, the KFB Board shall review applications and the Board will seek to fill the position.

Section 5.8. Resignations

A KFB Board member may resign at any time by giving written notice of such resignation to the Board or to the KFB Board Chair. Unless otherwise specified in such written notice, such resignation shall take place upon receipt thereof by the KFB Board or any such Officer.

Section 5.9. Removal

Any member may be removed from the KFB Board by the affirmative vote of two-thirds of the entire Board. If a member misses three consecutive meetings without an excuse deemed reasonable by the Executive Committee of the organization, it will be considered an automatic resignation, and he/she shall be notified in writing.

ARTICLE 4. OFFICERS AND DUTIES

Section 4.1. Officers

The officers of KFB shall be the Chair, Vice-Chair, Secretary and Treasurer

Section 4.2. Election

The Chair of the KFB Board will choose a five (5) member nominating committee at the September meeting of the Board. The nominating committee shall choose a proposed slate of officers. All nominees will have given consent to having their names placed in nomination. A proposed slate will be presented for election at the October meeting. Election of officers will be at the November Board meeting. Duly elected officers assume their duties January 1.

Section 4.3. Terms of Office

The four (4) elected officers shall be elected for two (2) year terms beginning January 1. Any elected officer may be elected for one (1) successive two year term.

Section 4.4 Duties of the Chair

The Chair shall convene regularly scheduled Board Meetings, shall preside or arrange for other members of the executive committee to preside at each meeting in the following order: Vice-Chair, Secretary, Treasurer. Serve as the Chief Executive Officer, act as spokesperson, appoint task force/committee chairs and perform such other duties as necessary to fulfill the objectives of the organization.

Section 4.5. Duties of the Vice-Chair

The Vice-Chair shall preside in the absence of the Chair; will chair committees on special subjects as designated by the Board; perform other duties as may be delegated by the chair.

Section 4.6. Secretary

The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member and assuring that corporate records are maintained.

Section 4.7. Treasurer

The Treasurer shall serve as the custodian of the funds of the organization and shall make a monthly and annual accounting of these funds. Also, an annual financial report shall be presented to the KFB Board no later than sixty (60) days after the close of the fiscal year. The Treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and the public.

Section 4.8 Vacancies

Vacancies will be filled throughout the year as they occur in order to complete unexpired terms of office.

Section 4.8. Executive Committee

The four (4) Officers serve as the Executive Committee. Except for power to amend Articles of Incorporation and By-Laws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors.

Section 4.9. Meetings

The Executive Committee shall meet at the call of the Chair or on petition of at least two (2) members of the Executive Committee. Three (3) members shall constitute a quorum.

ARTICLE 5. COMMITTEES

Section 5.1. Creation of Committees

The Board may create committees as needed, such as fundraising, housing, Great American Cleanup, etc., except for the Executive, Finance and Membership Committees which are standing committees as prescribed within the By-Laws.

Section 5.2. Ex-officio Member

The Board Chair is an ex-officio member of all committees except the Executive Committee.

Section 5.3. Finance Committee

The Treasurer is Chair of the Finance Committee, which includes two (2) other Board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fund raising plan and annual budget with other Board members. The Board must approve the budget and all expenditures must be within the budget. Any major change in the budget must be approved by the Board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the Board showing income, expenditures and pending income. The financial records of the organization are public information and shall be made available to the membership, Board members and the public.

Section 5.4. Membership Committee

The Board Chair shall appoint the Membership chair. The chair may be appointed from the general membership or a Board Member. The purpose of the Membership Committee is to recruit new members into the KFB Organization.

Section 5.5 Committee Action

The chair of the task force/committee shall report to the KFB Board at each meeting. The Board shall approve all projects of the task force/committees.

ARTICLE 6. RETIREMENT

Section 6.1 Director Emeritus

In special circumstances a member in good standing may request status as a Director Emeritus. This member must submit a Letter of Intention to retire stating reason such as long service, infirmity, age, etc. This member will not be carried as a voting member, but will be allowed to attend meetings and participate in Board activities and KFB programs. The request to become a Director Emeritus must be approved by the Board.

ARTICLE 7. POLITICAL ACTIVITY

Section 7.1. Support of Issues

It shall be the intent of KFB to work with governmental officials for enactment and enforcement of laws, ordinances and regulations compatible with the objective and purpose of the organization.

Section 7.2. Candidate Support

KFB shall not engage in any activity either supporting or opposing the candidacy of any individual, group of individuals, or party for political office.

Section 7.3. Use of Membership

Individual members of KFB may support the above entities as long as no reference to support of KFB is pronounced or alluded to in any form or fashion as to suggest KFB supports, opposes or expresses any opinion in favor of or against an issue or candidate.

ARTICLE 8. AMENDMENTS

Section 8.1. Amendments to By-Laws

These By-Laws may be amended when necessary by two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

Section 8.2 Any matter not covered in these By-Laws shall be governed by the Robert's Rules of Order.

ARTICLE 9. DISSOLUTION

In the event of dissolution, the residual assets of the KFB organization will be conveyed to one or more organizations which themselves are exempt as organizations described in Section 501 c (3) of the Internal Revenue Code of 1986 or corresponding section of any prior or future laws, or to the state or local government for exclusive public use.

