KEEP NOBLESVILLE BEAUTIFUL
BY-LAWS
EIN 26-0388538

Article I – NAME

This organization, incorporated under the laws of the State of Indiana, shall be known as KEEP NOBLESVILLE BEAUTIFUL.

Article II – Principal Office

The principal office of the corporation shall be located in Noblesville, Indiana.

Article III – Board Membership

Section 1:

Membership shall be open to all persons who are interested in the purpose of the Corporation, and any persons shall become a member by expressing an intention to become a member and agree to the annual Board commitment agreement.

Each board member shall have the right to cast one (1) vote each on: 1) all questions relative to the amendment of the By-laws, and 2) in all other matters or questions which may be submitted to the membership from time to time. Each member subject to the qualifications as are hereinafter provided shall be eligible to be nominated to the election of directors.

Article IV – MEMBERSHIP MEETINGS

Section 1:

There shall be an annual meeting for the membership of the Corporation. It shall be held in the third quarter of each year and shall have as its principal matter of business the presentation of program reports and awards, financial statements and audits, and any related summaries and forecasts. Notice of the annual meeting shall be given in writing not more than thirty (120) or less than ten (30) days prior to the meeting.

Section 2:

The annual meeting provided for under Section 1 of this article shall be the minimum number of membership meetings held each year. Such other meetings as shall be necessary or desirable shall be upon the call of the Chair of the Board of Directors or by quorum of members who shall have directed the Chair in writing to call such a membership meeting.

Section 3:

For the purpose of doing business at any meeting of the membership, a quorum shall consist of twenty-five percent (25%) of the members of the Corporation, which number shall include at least three (3) members who are Directors. Ex oficio positions are not counted in determining a quorum.

Article V – BOARD OF DIRECTORS

Section 1:

The affairs of the Corporation shall be directed by a Board of Directors. No Director shall receive any compensation for his / her services as a Director. The Board of Directors shall consist of no maximum.

The Board of directors shall be established and maintained in the following manner, through a nomination of appointed and elected seats:

1) VOTING MEMERS - Citizen nominee elected by other Board members from pool of nominees provided by the Executive Committee
2) VOTING MEMERS – appointed by other like-minded groups such as, Noblesville Preservation Association, Hamilton County Master Gardener Association, Noblesville Chamber of Commerce, Noblesville Schools appointee, Noblesville Main Street, Nickel Plate Arts
3) NON VOTING MEMBERS – such as, Mayoral appointee, Common Council appointee, Noblesville Tree Board appointee, Noblesville Parks Department appointee, Noblesville Storm Water Program appointee

Section 2:

The directors shall be elected to hold office for terms of three (3) years, and such elections and terms shall be arranged in such a way that one-third (1/3) of the persons who are elected as Directors shall be elected in each year. Directors shall serve until the next Board of Directors meeting following the annual membership meeting.

Section 3:

The Board of Directors shall meet not less than six (6) times each year. The first of such six (6) meetings shall be held as soon as possible after the annual meeting of the membership for the purpose of orientation for new officers/members and establishment of the following year's calendar. The Board may hold such other meetings as may be necessary and desirable, and such other meetings shall be either upon the call of the Chairperson of the Board or upon the call of a quorum of members of the Board who shall direct such a call in writing to the Chairperson of the Board. However, Board of Directors meetings shall be open to all members of the Corporation, but no member other than the Board of Directors shall have voting power. The notice of any and all meetings of the Board shall be given in writing or via e-mail to the Directors not more than thirty (60) nor less than ten (5) days prior to such meetings.

Section 4:

For the purpose of doing business at any meeting of the Board of Directors, a quorum shall consist of 25% of the members of the Board of Directors, which number shall include at least three (3) members of the Executive Committee.

Section 5:

The Board of Directors shall have the power to fill any vacancies which may occur among the elected members, and it shall further have the power to fill any vacancies among officers of the Corporation. Any person who is elected by the Board to fill any vacancy shall serve the remainder of the term to which he / she is elected.

Section 6:

The Board of Directors shall have such powers as may be hereinbefore, of after enumerated, in addition to such powers which are set forth in the laws of Indiana, and which are not prohibited to organizations under Section 501c3 et seq. of the Internal Revenue Code. The Board shall have the power of the purse, and no expenditures shall be made for any reason whatever until the Board shall have acted upon such expenditure or shall have determined upon the ways in which such expenditures shall be made and the full extent of such obligations.

Section 7:

Inasmuch as the Board is the essential management body of the representation of the membership, and further, inasmuch as its strength and effectiveness will vitally effect the operations of the Corporation, attention to matters of business shall be mandatory upon its members. Therefore, it is provided that the office of any member of the Board may be declared vacant by the Chairperson of the Board if such member absents himself from meetings of the Board on any three (3) out of four (4) consecutive meetings. It is provided, however, that absences that are the result of such events or accidents over which the member could have had no control shall not be counted towards a vacancy declaration. Chairperson shall make contact with members missing at least two (2) consecutive meetings to determine reason for absence.

Section 8:

Pursuant to the terms of Article III, the Board of Directors shall have the authority and duty to review and act upon questions of Corporation membership applications and renewals as such questions may be brought before it by any member of the Corporation. Any person(s) who may be the subject(s) of such questions shall have the right to be present for any such membership review meetings.

Section 9:

Any action required to be taken at a meeting of the Board of Directors of the Corporation, or any action which may be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing setting forth the action shall be signed by all members of the Board of Directors. This consent shall have the same effect as a unanimous vote of the Board of Directors. An electronic vote on a specific issue may be called for in lieu of a meeting of the Board as long as suitable electronic identity or signature is present on all replies by members of the Board. The Secretary shall be custodian of all such Board responses and results of such votes.

Section 10:

In order that the business of the Corporation may be conducted in the most efficient manner possible, the Board of Directors is hereby authorized and directed to create and maintain an Executive Committee of the Board. Such Executive Committee shall consist of the four (4) officers of the Corporation.

The Executive Committee shall meet prior to the regular BOD meeting to conduct the administrative affairs of the Corporation. The Chairperson reports the results of this meeting to the BOD at its meeting. Any motions made during Executive Committee are presented for approval at the BOD meeting.

The Executive committee shall, from time to time, be authorized or directed to perform in the place of the whole Board in such matters as may be deemed appropriate, but in no case shall the Executive Committee possess powers which may not have been specifically conferred upon it by the whole Board.

A quorum of the Executive Committee for voting purposes shall consist of three (3) of the four (4) members.

Article VI – OFFICERS

Section 1:

A Chairperson of the Corporation shall be elected annually, at the November Board meeting, from the Board of Directors and shall serve a term of one (1) year.

The Chairperson shall be the Chief Executive Officer of the Corporation and shall have the general and active management of its affairs pursuant to the action orders, resolutions and directives of other communications from the Board of Directors. The Chairperson of the Corporation shall be the Chairperson of the Board of Directors.

The Chairperson shall preside at all meetings of the membership and at all meetings of the Board of Directors and shall be an ex-oficio member of all the Committees of the Corporation. The Chairperson shall have all of the general powers and duties of supervision and management which are usually vested in the chair of a corporation, which powers shall include the appointment of all standing committee chairmen with the assistance and approval of the Board of Directors.

The Chairperson shall be responsible for reporting to the Board of Directors upon all the activities of the administration. Such reports shall be made as required by the Board or as such reports shall be deemed timely and appropriate.

The Chairperson shall be the primary external spokesperson for the organization, although such duties may be delegated, in whole or in part, to a staff person under the direct supervision of the Chairperson or another Board member.

The Chairperson shall report to the membership at its November meeting each year. Such report shall summarize the results of any current matters and shall propose to the membership the general program of activities which is planned for the following year. Such program proposal, together with the outlines of the general financial plan for the following year shall first have been submitted to the Board of Directors and such proposal and plan shall have enjoyed the approval of the Board.

Section 2:

The Vice Chairperson of the Corporation shall be elected annually, at the November meeting, from the Board of Directors and shall serve a term of one (1) year.

The Vice Chairperson shall be empowered to act for and on behalf of the Chairperson in the event that the Chairperson is unable for whatever reasons to perform the duties of his / her office. Upon the occasion of a vacancy in the office of the Chairperson, the then Vice Chairperson shall call a special meeting of the Board of Directors to fill said vacancy and such call shall be issued with all deliberate haste.

The Vice Chairperson shall perform the following specific duties under the direction of the Chairperson: Board training and development, planning and oversight of the annual meeting and oversight of

the membership and special event committees. Any or all of these duties may be delegated to a staff person or another Board member, subject to concurrence of the Chairperson. The Vice Chairperson shall perform other such duties as may be directed upon him / her from time to time by the Board of Directors or by the Chairperson.

Section 3:

There shall be two (2) additional offices in the administration of the Corporation which shall be called the offices of the Secretary and the Treasurer. Such offices shall be elected annually, at the November Board meeting, from among the Board of Directors. In the event of any vacancy in the office of Secretary or Treasurer, the Chairperson may make an interim appointment pending the concurrence of the Board.

The Secretary shall attend all meetings of the membership and of the Board of Directors and of the Executive Committee and shall preserve in the books of the Corporation true minutes of the proceedings of all such meetings. The Secretary shall safely keep in his / her custody the seal of the Corporation if and when the Corporation shall choose to adopt one, and shall affix the same to all instruments where its use is required only upon the authority of the Board of Directors. The Secretary shall execute notices of all meetings and shall perform such other duties as shall be delegated to him / her by the Chairperson or the Board of Directors.

The Secretary is the custodian off all official, historical files and records of the organization, with the exception of financial records.

The Secretary may, with the express consent of the Board of the Directors, delegate routine functions of his / her duties to qualified individuals.

The Treasurer shall have custody of all the corporate funds and securities and shall keep in books belonging to the Corporation full and accurate accounts of all receipts and disbursement. He / She shall deposit all monies and securities in such depositories as may be designated for that purpose by the Board of Directors.

He / She shall disburse the funds of the Corporation as may be ordered by the Board of Directors or upon authority of the approved budget, subject to the availability of funds, taking proper vouchers for such disbursements and shall render accountings for all his / her transactions as a Treasurer and of the financial condition of the Corporation to the Chairperson and to the Board of Directors at all regular meetings of the membership and of the Board of Directors and whenever such reports are requested by the Chairperson, or by the Board of Directors, or by a quorum (25%) of the membership.

If it is required by the Board of Directors, he / she shall deliver to the Chairperson, at the expense of the Corporation, a bond to be kept in force and in such form and amount and with a surety which is satisfactory to the Board of Directors.

The Treasurer is the chair of the Finance Committee.

The Treasurer is the custodian of all financial files and records of the organization.

The Treasurer will cooperate fully with periodic internal or external audits of the financial records when or if called for by the Board of Directors. An audit of the financial records will be performed at a minimum of every two (2) years by the Chairperson and at least two (2) additional Board members, or if a change in Treasurer occurs.

The Treasurer may, with the express consent of the Board of Directors, delegate routine functions of his / her duties to qualified individuals.

Section 4:

It shall be unlawful for one (1) person to hold more than one (1) of the four (4) executive offices (Chairperson, Vice Chairperson, Secretary and Treasurer) concurrently.

Article VII – COMMITTEES

Section 1:

There shall be at least two (2) standing committees which shall include the Finance and Development Committee and the Program Committee.

Section 2:

The Program Committee, consisting of three (3) members, shall be appointed by the Chairperson subject to the approval of the Board of Directors, and such appointment shall be made each year in December. The Membership Committee shall elect its own chairperson and be responsible for education, events, marketing and programming for the year.

Section 3:

The Finance and Development Committee shall be appointed by the Chairperson subject to the approval of the Board of Directors, and such appointment shall be made annually at the December meeting of the Board of Directors and shall be responsible for member growth and financial growth.

Section 4:

The Chairperson is authorized, subject to the approval of the Board of Directors, to establish and staff such other temporary or operating committees as the business of the Corporation may require or warrant.

Section 5:

Committee meetings shall be held upon the call of the Chairperson or upon the call of the Committee Chairperson or upon the call of a majority of the Committee membership, which call shall be delivered to the Committee Chairperson or to the corporation's Chairperson.

Article VIII – EMPLOYEES

Section 1:

The Board of Directors, on behalf of the Corporation, may contractually obligate the Corporation for the employment or dismissal of employees, uncompensated volunteers and temporary contractors. Such employees, volunteers and contractors shall be under the day to day supervision of the Chairperson. The Chairperson may expressly delegate all or part of those supervisory responsibilities to one (1) or more members of the Board of Directors.

Section 2:

Employees, volunteers and temporary contract workers shall perform their duties in accordance with the Mission Statement and By-laws of the Articles of Incorporation. All employees, volunteers and temporary contract workers are required to sign a liability statement prior to beginning any work.

Article IX – ELECTIONS

Section 1:

Nominations for citizen Board member positions open year round as candidates become available. Any member shall place a name for nomination before the Board of Directors at the next scheduled meeting.

Section 2:

The Executive Committee will present applicants at next meeting for voting by a majority of members if a quorum is present.

Article X – EXECUTION OF INSTRUMENTS

Section 1:

All checks, drafts and any other order for the payment of money shall be signed in the name of the Corporation and shall be countersigned by the Treasurer and one (1) other officer of the Corporation for amounts of fifty dollars ($250) or more. Only the signature of the Treasurer is required for approved transactions under fifty dollars ($250). Expenditures under fifty dollars ($250) can be approved by three (3) members of the Executive Committee.

Section 2:

When the execution of any contract, conveyance, contractual obligation or other signed instrument has been authorized by the Board of Directors, it will be signed by the Chairperson or Vice Chairperson, as well as the Secretary.

Section 3:

The Board of Directors shall have the power to designate such officers and agents who shall have the authority to execute any instrument on behalf of the Corporation.

Article XI – AMENDMENT

Amendment of these By-laws of the Articles of Incorporation shall be made as follows:

1 The proposed amendment to the By-laws of the Articles of Incorporation shall be made and passed by the Board of Directors at a regular meeting or a special meeting called for that purpose.

2 The proposed amendment passed by the Board of Directors shall be submitted for a majority vote of the membership at the next regular meeting thereof or a special meeting called for that purpose.

Article XII – DISSOLUTION

In the event of dissolution of the Corporation, assets remaining after payment of all debts of the Corporation shall be transferred by the Board of Directors to any nonprofit corporation, trust, foundation or other organization whose purposes are substantially the same as those of the Corporation and which, at the time of transfer, is exempt from Federal income taxation under Section 501(c)(3) of the Code or the corresponding provisions of any subsequent Federal tax laws. Any such assets not so transferred by the Board of Trustees shall be disposed of by the Circuit Court of the County in which the registered office of the Corporation is located, exclusively for such tax-exempt purposes or to such tax exempt organization as the Court shall determine and which satisfies the requirements of Section 501(c)(3) of the Code. No member, Trustee or Officer of the Corporation, or any private individual, or any entity that does not satisfy the requirements of Section 501(c)(3) of the Code shall be entitled to share in the distribution of any of the assets of the Corporation on dissolution of the Corporation.