

**KEEP LOUDOUN BEAUTIFUL, INC.  
BYLAWS**

**ARTICLE 1**

**INCORPORATION AND OFFICES**

**1.1. INCORPORATION.** The nonprofit Keep Loudoun Beautiful (KLB) organization (hereinafter, the Corporation) is incorporated In Accordance With (IAW) the Virginia Nonstock Corporation Act, Chapter 10 (§ 13.1-801, et seq), of the Code of Virginia (1950), as amended.

**1.2. OFFICES.** The principal office shall be in the Town of Leesburg, Loudoun County, Commonwealth of Virginia. The Corporation may have offices and places of business at such places within and without the Commonwealth of Virginia as shall be determined by the Corporation Board of Directors (hereinafter, the Board).

**ARTICLE 2**

**CORPORATION PURPOSES**

The purposes for which the Corporation is organized are educational and public in nature. More specifically, the Corporation is organized to support and perform such purposes as those set forth below.

**2.1. EDUCATION.** The Corporation will further the education and awareness of the county's population in cooperation with schools and all interested organizations and individuals to promote the purposes of the Corporation.

**2.2. TRASH AND REFUSE PROGRAMS.** The Corporation will promote and support programs leading to the prevention, reuse, recycling, and elimination of trash and refuse from public areas throughout Loudoun County. This may include support to plans, programs, and projects leading to the improvement of Loudoun County solid waste management IAW, but not necessarily limited to: standards set by the Virginia Department of Health; Virginia Department of Natural Resources; State Water Control Board; State Air Pollution Control Board; US Environmental Protection Agency (EPA); including resource recovery to reduce the volume of solid waste, and support of dumping ordinances, and other US, state, county, and town ordinances, whether zoning or other.

**2.3. RELATED PROJECTS AND ACTIVITIES.** The Corporation will initiate such projects and activities that may be recognized as proper and legal objectives of the Corporation, which activities and projects may include, but are not necessarily limited to: preservation of natural resources; environmental conservation; combating and preventing air, water, land, and other pollution; soil and water conservation; preservation and restoration of scenic beauty; combating community environmental deterioration; promoting creation and/or continuation of wildlife sanc-

tuaries and refuges; garden and environmental club activities; and other conservation, environmental, and beautification activities.

**2.4. COMMUNICATIONS.** The Corporation will use communications media and related organizations to disseminate information relating to county environmental problems and to suggest preventions and solutions.

### ARTICLE 3

#### CORPORATION LIMITATIONS

The Corporation shall meet the tests of limitation as set forth below.

**3.1. NONPROFIT SECTION 501(C)(3).** The Corporation shall be organized and operated for one or more of the purposes enumerated in Section 501(c)(3) of the Internal Revenue Code (IRC) of the US Internal Revenue Service (IRS), as amended.

**3.2. EARNINGS.** No part of the Corporation's earnings shall directly inure to the benefit of a private shareholder, corporation, company, firm, partnership, proprietor, agency, association, trust, estate, or sponsor, other than the Corporation.

**3.3. POLITICAL CAMPAIGNS.** The Corporation shall not participate or intervene in any political campaign or with any candidate for public office.

Nothing in the foregoing shall deny the Corporation its legal right to operate a trade or business as a substantial part of its activities if the operation furthers the Corporation's other exempt purposes under IRC 501(c)(3).

### ARTICLE 4

#### CORPORATION SPONSORSHIP

**4.1. SPONSOR ELIGIBILITY.** A "sponsor" is anyone having a sponsorship interest in the Corporation IAW the provisions of its Articles of Incorporation and Bylaws. Any reputable individual, family, group, corporation, company, firm, partnership, proprietor, agency, association, trust, or estate, having an interest in the above purposes shall be eligible for sponsorship. The Corporation may have one or more classes of sponsors or may have no sponsors.

**4.2. SPONSOR CLASSES.** Classes of sponsors may be specified or modified by the Board by a majority vote and may be based on recommendations of the Development Committee. The designation of such class or classes and the qualifications and rights of the sponsors of each class shall be determined by the Board. The Corporation may issue certificates evidencing sponsorship therein. Sponsorships shall not be transferable. Sponsors shall not have voting or other rights except as provided in the Corporation Articles of Incorporation or, if the Articles of Incorporation so provide, in the Bylaws.

**4.3. SPONSOR CONTRIBUTIONS.** Sponsorships may be monetary or in-kind. In-kind sponsorships comprise a donation of a certain product or service instead of direct monetary contribution. The “market value” of the contribution must meet or exceed the specified amount IAW the Board-approved sponsorship classes to qualify for sponsorship status. There can also be a combination of monetary and in-kind contributions.

**4.4. TERM OF SPONSORSHIP.** The term of each sponsorship shall be based on the Corporation fiscal year or for a specific project or purpose approved by the Board.

## ARTICLE 5

### CORPORATION MEETINGS

**5.1. DIRECTORS’ REGULAR MEETINGS.** Regular meetings of the Board shall be held monthly unless otherwise determined by the Board. Time and place of such meetings may be fixed by the President with at least two (2) weeks notice before the meeting.

**5.2. ATTENDANCE.** A Board member shall notify the President or the Secretary if the member is unable to attend any regular Board meeting. A Board member shall automatically lose his or her position on the Board if he or she fails to attend three (3) consecutive regular meetings or four (4) total regular meetings in a fiscal year.

**5.3. BOARD ACTION WITHOUT MEETING.** Action may be taken by the Board without a meeting if a majority of the Board consents to such documented action either before or after the action taken.

**5.4. DIRECTORS’ SPECIAL MEETINGS.** Special meetings of the Board may be called by the President or upon request directed to him or her by at least three (3) members of the Board. Notice of time, place, and purpose of special meetings shall be given to each director at least two (2) days before the special meeting. Only business within the scope and purpose(s) described in the meeting notice may be conducted at a special meeting.

**5.5. COMMITTEE MEETINGS.** Committee meetings may be called at any time by a Corporate officer or by the committee chairperson.

**5.6. ANNUAL CORPORATION MEETING.** An annual meeting of the Board, officers, sponsors, and guests shall take place, with the specific date, time, and location to be designated by the President. At the Annual Corporation Meeting, those attending shall: receive announcement of newly appointed officers, directors, committee chairpersons, and area leaders; receive reports on the activities and committees of the Corporation for the past year; and discuss the direction and plans of the Corporation for the upcoming year(s).

**5.7. MEETING NOTICES.** Notice of annual and special meetings and all elections shall be personally delivered (e.g., postal mail, electronic, phone) to each officer and Board member no less

than ten (10) nor more than sixty (60) days before the date of the meeting, except that notice of a Board meeting to act on an amendment of the Corporation Articles of Incorporation, Bylaws, a plan of merger or reorganization, a proposed sale of assets pursuant to § 13.1-900 of the Code of Virginia, or dissolution of the Corporation shall be given not less than thirty (30) nor more than ninety (90) days before the meeting. A notice is properly announced and effective when mailed or messaged if mailed postpaid and correctly addressed as shown in the Corporation's current record of officers and Board members. In the case of a special meeting, the notice shall state the purpose(s) for which the meeting is called. If an annual or special meeting is adjourned to a different date, time, or place, notice must be given of the new date, time, or place if the new date, time, or place.

**5.8. MEETING QUORUM.** The participants present at a properly announced meeting.

**5.9. VOTING.** All issues to be voted shall be decided by a simple majority of those present, or their proxy, at the meeting in which the vote takes place. On a tie motion, vote, or decision, the purpose(s) will be restated, without further argument or discussion, then again voted by those present. If the tie persists, the motion, vote, or decision shall be lost for that meeting. Within ten (10) days of an outstanding tie, the Board shall determine and provide notice to the officers and Board members of what action, if any, will come next.

**5.10. MEETING MINUTES.** The record of all Corporation meetings shall be the meeting minutes. The essentials of the minutes are: (a) kind of meeting, "regular" (or stated) or "special," or "adjourned regular," or "adjourned special"; (b) name of the assembly; (c) date of meeting and place, when it is not always the same; (d) presence of the regular chairperson and recorder, or in their absence the names of their substitutes; (e) whether minutes of the previous meeting were approved, or their reading dispensed with; (f) all main motions (except such as were withdrawn), name of the participant who introduced the main motion, and points of order and appeals, whether sustained or lost, and all other motions that were not lost or withdrawn; (g) and the hours of meeting and adjournment. When the Secretary is not present, the meeting's presiding officer shall assign a participant to record the meeting minutes. Within not more than two (2) weeks after the meeting, unless otherwise agreed, the minutes should be documented and distributed in draft form to the respective and appropriate Corporation constituency present and absent said meeting. Minutes of the prior meeting are reviewed at the opening of the succeeding meeting and, with any revision, should be approved.

## ARTICLE 6

### CORPORATION BOARD OF DIRECTORS AND AREA LEADERS

**6.1. BOARD AUTHORITY.** The governance and policy-making responsibilities of the Corporation shall be vested in the Board, which shall control the Corporation's property, be responsible for its finances, and direct its affairs. Only the Board has the authority to authorize non-operational expenditures by the Corporation, such as, by way of illustration, but not of limitation, contributions to individuals or organizations. The Board's decision in relation to any and all such contributions and other non-operational expenditures shall be binding on the Corporation's offi-

cers, and employees, if any. Likewise, only the Board has the authority to authorize the Corporation's endorsement of any individual, organization, venture, or endeavor of any nature; and the Board's decision with all such endorsements shall be binding on the Corporation's officers, Board, and employees, if any. The Board shall adopt such rules and regulations as may be required to conduct the affairs of the Corporation. The Board may, at its own request, approve the employment of paid employees.

**6.2. NUMBER OF DIRECTORS.** The number of directors may be increased or decreased from time to time, but the number in no event shall be less than five (5) nor more than twenty-four (24).

**6.3. TERM OF DIRECTORS.** The term of appointment for a director shall be indefinite or until the director resigns or is unable to fulfill Board attendance, participation, and responsibility requirements, or the President or simple majority of the Board determine that the director should resign or be appointed as an associate director.

**6.4. COMMITTEE MEMBERSHIP.** Each director shall be a member of and participate in at least two (2) committees, one of which shall be the Programs Committee. A Board member shall automatically lose his or her position on the Board if he or she fails to participate in at least two (2) committees, one (1) of which is the Programs Committee, per fiscal year.

**6.5. EVENTS PARTICIPATION.** Each director shall participate in at least two (2) Corporation-sponsored events per fiscal year. A Board member shall automatically lose his or her position on the Board if he or she fails to participate in at least two (2) events per fiscal year.

**6.6. VACANCIES AND ADDITIONS.** Vacant positions on the Board may be filled by the Board by a majority vote based on recommendations of the Nominations Committee.

**6.7. ASSOCIATE DIRECTORS.** Associate directors shall be nominated by the Nominations Committee and serve at the discretion of the Board for a defined purpose and term, without penalty for missing Board meetings, and without Board vote.

**6.8. HONORARY DIRECTORS.** Past Corporation officers and directors, at the discretion of the Board, are eligible to be nominated by the Nominations Committee for Board approval as honorary directors, without penalty for missing Board meetings, and without Board vote.

**6.9. AREA LEADERS.** Area leaders are responsible for recruiting volunteers, overseeing cleanup activities, and reporting results for a defined geographic Loudoun County area. Any reputable individual having an interest in Corporation purposes shall be eligible to apply to or be nominated by the Board as an area leader. Area leaders shall serve indefinitely or until such time as the area leader resigns or is unable to fulfill area leadership responsibilities, or the President or simple majority of the Board determine that the area leader should be replaced. Area leaders are also automatically appointed as Corporation associate directors, unless already serving as a Board director.

**6.10. INDEMNIFICATION OF DIRECTORS AND OFFICERS.** Each current and former director and officer of the Corporation shall be indemnified against expenses actually and reasonably incurred by said director or officer in connection with the defense of any claim, action, suit, or proceeding against him or her by reason of being or having been such director or officer, except in relation to any matter as to which he or she shall be liable for negligence or misconduct in the performance of duty; in the event or settlement of such claim, suit, or proceeding, indemnification shall be provided in connection with such matters covered by the settlement as to which the Corporation is advised by counsel selected by the Board that the person to be indemnified was not negligent or guilty of misconduct in the performance of his or her duty.

## ARTICLE 7

### CORPORATION OFFICERS

The officers of the Corporation shall comprise a President, First Vice President, Second Vice President, Secretary, and Treasurer. Each officer shall be a member of the Board. Any two (2) or more offices may be held by one (1) person, except the offices of President and Secretary.

**7.1. PRESIDENT.** The President shall be the chief executive officer (CEO) of the Corporation and shall have general management of the affairs of the Corporation. The President shall preside at all meetings of the Board and sponsors, and shall determine the need for committees, programs, and projects, subject to Board approval. With Board approval, he or she shall sign all deeds, contracts, and other instruments affecting the Corporation operation. However, the President shall have no authority to authorize non-operational expenditures by the Corporation, such as, by way of illustration, but not limitation, contributions to individuals or organizations. Such authority shall be vested solely in the Board; the Board's decision with all such contributions and other non-operational expenditures shall be binding on the President. Likewise, the President shall not have authority to authorize the Corporation's endorsement of any individual, organization, venture, or endeavor of any nature. The Board shall have sole authority in this area; and the Board's decision with all such endeavors shall be binding on the President. The President shall present at the Annual Corporation Meeting Report of the work performed and accomplishments attained during, respectfully, the preceding fiscal year and calendar year-to-date.

**7.2. FIRST VICE PRESIDENT.** The First Vice President shall serve as first assistant to the President. He or she shall perform the duties of the President in the absence of that officer. He or she shall succeed the President if the President is incapacitated. He or she shall supervise activities of committees as may be assigned to him or her by the President.

**7.3. SECOND VICE PRESIDENT.** The Second Vice President shall perform the duties of the First Vice President if the First Vice President is incapacitated or is performing duties of the President as stated in Section 6.1. He or she shall supervise activities of committees as may be assigned to him or her by the President.

**7.4. SECRETARY.** The Secretary is the recording officer and custodian of all records of the Corporation other than financial records. It is the duty of the Secretary to keep a register, or roll, of the officers, Board members, and sponsors and to call the roll when required; to notify officers, committees, and delegates of their appointment, and to furnish committees with all papers referred to them. He or she shall conduct official correspondence and preserve all books, documents, and communications in a repository chosen or approved by the Board. He or she shall perform such duties as may be incident to his or her office, subject to direction of the Board. At the expiration of his or her term in office, he or she shall deliver to the Board all books, papers, and property of the Corporation in his or her possession. In event of incapacity or resignation, the Board shall appoint a replacement to fill the unexpired term.

**7.5. TREASURER.** The Treasurer shall receive and disburse Corporation funds. He or she shall be custodian of the funds, securities, books of account, and financial records. He or she shall deposit said funds as directed by the Board. At intervals as directed by the Board, he or she shall make a report to the Board. He or she may be required to give bond, at the cost of the Corporation, in such sum as the Board may determine. He or she shall keep the necessary, itemized account of receipts and disbursements, file vouchers covering expenditures, and make required tax reports. At the expiration of his or her term, he or she shall make proper accounting to and shall deliver all books and records to the Board. He or she shall sign all checks as directed by the Board. The Treasurer shall be a member of the Finance Committee. In event of incapacity or resignation, the Board shall appoint a replacement to fill the unexpired term.

**7.6. TERM OF OFFICERS.** Each officer shall hold office for a term of one (1) fiscal year, or completion of the current fiscal year if serving an interim appointment, and may continue in that position if duly elected, or until such time as the officer resigns or is unable to fulfill Corporation and Board attendance, participation, and responsibility requirements, or a simple majority of the Board determines the officer should resign or be alternatively appointed.

**7.7. VACANCIES.** Officer vacancies during the fiscal year may be filled by an interim appointment by a Board majority vote based on recommendations of the Nominations Committee.

## ARTICLE 8

### CORPORATION COMMITTEES

**8.1. COMMITTEE NUMBERS AND PURPOSES.** The number and purposes of standing and ad hoc committees may be increased or decreased from time to time. Standing committees comprise: Finance; Nominations; Development; Programs; and Communications. Ad hoc committees shall be named at the discretion of the President for a defined purpose and term.

**8.2. TERM OF COMMITTEES.** The term of each committee shall be indefinite or until the committee purpose is fulfilled, dissolved, or subsumed by another committee.

**8.3. APPOINTMENT AND AUTHORITY.** The President shall appoint all committee chairpersons within the first thirty (30) days of each fiscal year or the new committee's formation, whichever

first occurs. The Board shall authorize and define the powers and duties of all committees. It shall be the functions of committees to make investigations, conduct studies and hearings, and make recommendations to the President.

**8.4. LIMITATION OF AUTHORITY.** No committee shall take or make public any formal action, or make public any resolution, or in any way commit the Corporation on a question of policy. Committees may be discharged by the President when their work has been completed and their report(s) accepted, or when, in the opinion of the Board, it is deemed wise to discontinue the committee or chairperson.

**8.5. FINANCE COMMITTEE.** The Finance Committee shall comprise at least three (3) members: the President, the Treasurer, and at least one (1) member of the Board who shall be appointed by the President. This committee shall be responsible for determining the ways and means by which the financial requirements of the Corporation shall be met. As soon as possible after the end of the fiscal year, this committee shall review the Annual Financial Report and financial books and records, then prepare and present a budget for the ensuing year to the Board. The committee shall from time to time advise the Board regarding the financial condition and financial policies of the Corporation. They shall suggest ways and means to conserve funds and increase revenues of the Corporation. The Finance Committee chairperson, usually the Treasurer, shall report committee actions and status at each Board meeting.

**8.6. NOMINATIONS COMMITTEE.** The Nominations Committee shall comprise at least three (3) directors from the Board, including one (1) chairperson, who are appointed by the President. This committee shall be responsible for recruiting and interviewing potential new directors and officers who have submitted a letter of interest to the Board. This committee shall obtain sponsorship of each potential nominee from a sponsoring director, associate director, honorary director, or Corporation sponsor and submit its nominee recommendations to the Board on a case-by-case basis. This committee shall also manage the annual election of officers. In October, this committee shall prepare and distribute a slate of Corporation officer candidates to the Board for election voting at the December Board meeting.

**8.7. DEVELOPMENT COMMITTEE.** The Development Committee shall comprise at least three (3) directors from the Board, including one (1) chairperson, who are appointed by the President. This committee may also include Corporation sponsors who are not directors. The Development Committee chairperson shall select committee members from the Board and sponsors who will actively contribute to the committee purpose(s). This committee shall be responsible for and may comprise subcommittees/charters, subcommittee chairpersons, and project/task managers for the separate purposes of: Sponsorship Development; Sponsorship Classes; Fund Raising; Advocacy Influence and Corporation Promotion; and other purposes as deemed appropriate. The Development Committee chairperson shall report committee actions and status at each Board meeting.

**8.8. PROGRAMS COMMITTEE.** The Programs Committee shall comprise all Board members, including one (1) chairperson appointed by the President. This committee may also include Corporation sponsors who are not directors. The Programs Committee chairperson shall select

subcommittee chairpersons and committee members from the Board and sponsors who will actively contribute to the committee purpose(s). The committee shall be responsible for and may comprise subcommittees/charters, subcommittee chairpersons, and project/task managers for the separate purposes of: Corporate Operations, Plans, Procedures, and Bylaws; Reuse, Reuse, and Recycling (including watersheds, roads, parks, open space, dumps, landfills); Restoration and Beautification; Education and Training; Speakers' Bureau; Area Leaders; Special Events; and other purposes as deemed appropriate. The Programs Committee chairperson and subcommittee chairpersons shall report respective committee actions and status at each Board meeting.

**8.9. COMMUNICATIONS COMMITTEE.** The Communications Committee chairperson shall be appointed by the President and the committee shall comprise at least one (1) director and may include Corporation sponsors who are not directors. The Communications Committee chairperson may select subcommittee chairpersons and committee members from the Board and sponsors who will actively contribute to the committee purpose(s). This committee shall be responsible for and may comprise subcommittees/charters, subcommittee chairpersons, and project/task managers for the separate purposes of: Corporation Web Site Management; Corporation Periodic and Ad Hoc Sponsorship and Media Announcements, Advertising, and Public Solicitations; Signage, Banners, Displays, and Brochures; and other purposes as deemed appropriate. The Communications Committee chairperson shall report committee actions and status at each Board meeting.

## ARTICLE 9

### CORPORATION FINANCES

**9.1. FUNDS.** The Corporation shall fund its operations through charitable financial and in-kind contributions from general public sponsorships of Corporation programs, projects, and activities, and from public and private grants from organizations who support Corporation purposes. All monies paid to the Corporation shall be placed in accounts approved by the Board based on recommendations of the Finance Committee.

**9.2. DISBURSEMENTS.** Upon adoption of the annual budget by the Board, the Treasurer is authorized to make disbursements on accounts and expenses provided for in the budget. Checks on the general funds of the Corporation may be signed by either the Treasurer or the President.

**9.3. FISCAL YEAR.** The Corporation fiscal year shall be January 1st through December 31st.

**9.4. ANNUAL FINANCIAL REPORT.** The Treasurer shall submit the Annual Financial Report to the Board at the first Board meeting of the fiscal year. The accounts of the Corporation will be reviewed by the Finance Committee and may be audited by an independent accountant selected by the Board.

**9.5. BONDING.** Officers and employees of the Corporation may be covered by a bond in such amount as may be determined by the Board. The cost of such bond shall be an expense of the Corporation.

## **ARTICLE 10**

### **PARLIAMENTARY PROCEDURE**

The rules contained in "Robert's Rules of Order," as revised by the parliamentary guide, shall govern the proceedings of the Corporation, the Board, and all committees.

## **ARTICLE 11**

### **CORPORATION SEAL**

The Corporation may use a seal of such design as adopted by the Board.

## **ARTICLE 12**

### **BYLAW AMENDMENTS**

These bylaws may be altered, amended, or repealed by two-thirds (2/3) or more vote of the Board. These bylaws shall be changed whenever necessary to be in conformance with the laws of the Commonwealth of Virginia and Loudoun County.

Previous Corporation Bylaw revisions: 12/5/84, 1/4/89, 1/7/92