

**BYLAWS
OF
KEEP GEORGIA BEAUTIFUL'S EXECUTIVE DIRECTORS' ASSOCIATION**

ARTICLE I - NAME

This organization shall be known as the Keep Georgia Beautiful Executive Directors Association (KGBeda).

ARTICLE II - PURPOSE

KGBeda is a network of the State of Georgia Keep America Beautiful (KAB) Systems, Executive Directors (paid and non-paid) and staff. Its purpose is to enhance the image of the local KAB Systems, focusing on the quality of life for its citizens and visitors; to enhance the of the Executive Director's professionalism. The organization provides training and professional development, examines legislation, provides technical assistance, facilitates resource development and advocates KAB volunteerism in the community.

ARTICLE III - OBJECTIVES

1. As a nonprofit organization the objective of KGBeda shall be:
 - (a) To enhance the professionalism of the Executive Director's professionalism (September 2000).
 - (b) To initiate and participate in the sharing and exchange of knowledge/experience in the creative use of KAB volunteer services; to develop and provide technical assistance; to facilitate broad community development objectives; to market sound volunteer management practices; and to develop and update yearly an Executive Director's manual.
 - (c) To encourage and cooperate with colleges and universities and other agencies and organizations in developing professional education and training for KAB Executive Directors and staff involved with KAB volunteers.
 - (d) To hold regular meetings, workshops and institutes.

ARTICLE IV - MEMBERSHIP

1. The membership of the organization shall consist of Executive Directors and supporting staff of Georgia KAB Systems (September 2008).
2. No KAB System may have more than three memberships in KGBeda (September 2000).

3. Only KGBeda Executive Directors who pay full membership dues have voting privileges (September 2008). Staff members do not have voting privileges. An Executive Director may vote via proxy by a designee (September 2008). Only one vote per Georgia KAB system will be permitted (September 2008).
4. Membership is contingent upon adherence to the KGBeda Code of Ethics (see Appendix A).

ARTICLE V - EXECUTIVE COMMITTEE AND BOARD OF DIRECTORS

1. The Executive Committee shall consist of: the President, the Vice President, the Secretary, the Treasurer, the Parliamentarian, the Manager of Keep Georgia Beautiful and the Immediate Past President of KGBeda (October 2003).
2. The Executive Committee shall serve a two-year term.
3. The Board of Directors shall consist of the Executive Committee and the Chairpersons of all Standing Committees.

ARTICLE VI - MEETINGS

1. KGBeda shall hold regularly scheduled meetings at a time and place agreed upon by a majority vote of the members present at a KGBeda meeting or by a two-thirds (2/3) majority vote of the Board of Directors. KGBeda may vote by e-mail, if deemed necessary by the KGBeda President (February 2011).
2. The Board of Directors shall meet semi-annually and at other such times as may be deemed necessary by the President. The Executive Committee shall meet prior to all Board of Directors meetings and at any other time deemed necessary by the President (October 2003). The Board of Directors may meet via conference call, and vote by email, if deemed necessary by the KGBeda President (August 2007).
3. KGBeda shall hold an Annual Meeting (February 2011).
4. Special meetings of the Board of Directors shall be held whenever called by the President or a majority of the Executive Committee members. The Secretary shall give notice, which specifies the time and place of the meeting, at least two (2) days prior to the meeting by personal delivery, facsimile or electronic mail.

ARTICLE VII - DUES

1. The Membership year shall coincide with the January - December 31 calendar year.

2. Staff member dues will be calculated at a lesser rate (September 2008). Dues are due January 1 of each calendar year and shall be sent to the KGBeda Treasurer. Dues shall not be prorated (September 2000).

ARTICLE VIII - DUTIES

1. Members shall abide by the Bylaws, further the objectives of KGBeda, encourage other Executive Directors of Georgia KAB Systems to join KGBeda, attend KGBeda meetings and pay dues in a timely manner.
2. Those elected to office shall perform the duties of their respective positions as stated below:
 - (a) The PRESIDENT shall preside at all meetings of the Executive Committee, the Board of Directors and KGBeda. The President shall appoint the Chairman of each standing and ad hoc committees (except the Nominating Committee).
 - (b) The VICE PRESIDENT shall assume the duties of the President in the President's temporary absence or disability (October 2003).
 - (c) The SECRETARY shall be responsible for all correspondence, notification of all meetings, and keep accurate minutes of all meetings. This officer shall be the recipient of all official papers and documents of KGBeda (October 2003).
 - (d) The TREASURER shall have the custody of all funds; disburse the same as may be required; keep an accurate record of receipts and expenditures in accordance with sound accounting principals; and shall present at each KGBeda meeting an account of the financial condition of the organization. This officer also chairs the Membership/Outreach Committee (September 2008).
 - (e) The PARLIAMENTARIAN shall assure that all meetings are conducted according to Robert's Rules of Order Newly Revised.
3. Officers shall take office in January, following the annual meeting elections.
4. The Board of Directors may, with a majority vote, replace any officer or chairman of a standing or ad hoc committee who, in the estimation of the Board of Directors, is not fulfilling the stated requirements and duties of the position in question.

IX - COMMITTEES

1. Standing Committees shall be as follows: Partners, Program/Executive Director's Manual, Legislative, Training and Professional Development, and

Membership/Outreach (September 2008). Other committees deemed necessary by the President and the Executive Committee shall be appointed.

2. Duties of Standing Committees (September 2000):
 - (a) Partners Committee shall be responsible for coordinating regional networking within the KGBeda divisions of the state. It shall provide a communication system and technical assistance in the areas of interest including, but not limited to particular programs, report forms, award entries and cost/benefit analysis. Each Partners Group shall elect a Partners convener annually.
 - (b) The Program/Executive Director's Manual Committee shall update the organization with innovative program ideas and shall update the Executive Director's manual annually.
 - (c) The Legislative Committee shall identify, monitor and disseminate all legislation pertinent to the KAB System in Georgia, and research other states' legislation which would enhance the quality of life for Georgia residents.
 - (d) The Training and Professional Development Committee will hold regular workshops for Executive Directors which will be required for certification. The Committee is also responsible for offering programs that enhance the professionalism of the Executive Director's position as well as coordinating a Chairmen's Institute Agenda.
 - (e) The Membership/Outreach Committee will be responsible for raising membership awareness and developing internal and external statewide collaborations (2008).
3. Ad Hoc committees may be established at the discretion of the Executive Committee.

ARTICLE X - NOMINATIONS AND ELECTIONS

The Board of Directors shall elect a member Executive Director as Chairman and two members from the active membership to serve on the Nominating Committee.

1. ELIGIBILITY - All officers and committee chairmen shall be member Executive Directors in good standing. Committee members shall consist of member Executive Directors and/or staff in good standing. Adherence to the code of ethics is required.
2. PREPARATION - The Nominating Committee shall verify each nominee's eligibility and secure consent before placing their name on the slate.

3. NOMINATION - Sixty (60) days before the Annual Meeting, the Nominating Committee shall meet for the purpose of selecting a slate of nominees to be mailed to the voting membership thirty (30) days prior to the annual meeting (September 2000).
4. ELECTION - The election, by ballots, shall be held at the Annual Meeting. There shall be no absentee ballots. The nominating committee shall supervise the election. The President may, at his/her discretion, call for a roll call vote or secret ballot.

ARTICLE XI - QUORUM

One-third (1/3) of KGBeda members on role shall constitute a quorum for the transaction of business (February 2011).

ARTICLE XII - AMENDMENTS

These bylaws may be amended by a two-thirds (2/3) vote of KGBeda members:

- a. Present at any regular meetings provided, (1) a quorum is present, (2) notice was presented in writing at least 10 days prior to the Association Meeting
or
- b. Via electronic mail provided notice was presented in writing at least ten days in advance.

(February 2011)

KGBeda members, by majority vote, shall have the power and authority to amend, alter or repeal these bylaws or any provision thereof, and may from time to time adopt additional bylaws.

ARTICLE XIII - DISSOLUTION

In the event of the dissolution of KGBeda, funds will be equally distributed among local KAB systems represented in the current voting membership (September 2000).

ARTICLE XIV - MISCELLANEOUS PROVISIONS

Notices: Whenever, under the provisions of these bylaws notice is required to be given to any KGBeda member or officer, such notice may be given in writing, by mail, by depositing the same in a post office or letter box, in a prepaid envelope, addressed to each member or officer at such address as appears on the records of KGBeda, and such notice shall be deemed to be given at the time, the same shall be thus mailed. Notice may also be given by personal delivery, facsimile or electronic mail, and in such cases, notice shall be deemed to be given at the time of receipt.

KAB Policies: KGBeda has no authority to develop policies for Keep America Beautiful.

Adopted this 14th day of February 2011