

**ORDINANCE NO. 2004-O-235**

ESTABLISHING KEEP LAREDO BEAUTIFUL, A NONPROFIT ORGANIZATION, AND APPROVING THE ARTICLES OF INCORPORATION AND BYLAWS THEREOF.

Whereas, the City Council adopted a Strategic Plan that identifies having a “Clean City” as a top priority; and

Whereas, the City Manager’s 2002 Leadership Development Program developed a comprehensive plan to beautify Laredo, which includes the creation of a Keep Laredo Beautiful, nonprofit organization; and

Whereas, this organization will encourage the beautification, promote environmental education, and spearhead Laredo’s anti-litter campaign through partnerships with citizens, schools, businesses, and the City; and

Whereas, City Council finds that it is in the public interest and to the benefit of the residents of the City that the Keep Laredo Beautiful, nonprofit organization, be created in order to promote the beautification of Laredo.

NOW, THEREFORE, BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF LAREDO THAT:

**Section 1:** The establishment of Keep Laredo Beautiful, a nonprofit corporation.

**Section 2:** The proposed Articles of Incorporation and Bylaws of the Corporation be approved.

PASSED BY THE CITY COUNCIL AND APPROVED BY THE MAYOR ON THIS THE 11th DAY OF October, 2004.



ELIZABETH G. FLORES

MAYOR

ATTEST:



GUSTAVO GUEVARA, JR.

CITY SECRETARY

APPROVED AS TO FORM:

JAIME L. FLORES

CITY ATTORNEY

BY: Valeria M. Acevedo  
VALERIA M. ACEVEDO  
ASSISTANT CITY ATTORNEY

## COUNCIL COMMUNICATION

<b>DATE:</b> 08/11/2004	<b>SUBJECT: FINAL READING OF ORDINANCE NO. 2004-O-235</b> ESTABLISHING KEEP LAREDO BEAUTIFUL, A NONPROFIT ORGANIZATION, AND APPROVING THE ARTICLES OF INCORPORATION AND BYLAWS THEREOF.	
<b>INITIATED BY:</b> Larry Dovalina, City Manager		<b>STAFF SOURCE:</b> Riazul Mia, P.E., Director Environmental Services Department
<b>PREVIOUS COUNCIL ACTION:</b> On August 2, 2004 City Council approved a resolution authorizing the City Manager to submit required forms to the IRS and Secretary of State.		
<b>BACKGROUND:</b>  As part of the City Manager's 2002 Leadership Development Program, staff developed a comprehensive plan to beautify Laredo. As part of this plan, the creation of a Keep Laredo Beautiful organization was recommended to encourage the beautification, promote environmental education, and spearhead Laredo's anti-litter campaign through partnerships with citizens, schools, businesses, and the City.  At the March 1, 2004, the Environmental Services Department outlined the creation of Keep Laredo Beautiful to City Council. As part of this plan, the Environmental Services Department will initially fund the executive director's salary and provide seed money for educational items, until the organization can be financially independent.  On August 2, 2004 City Council approved a resolution authorizing the City Manager to submit required forms to the IRS and Secretary of State.		
<b>FINANCIAL IMPACT:</b> Financial impact to the City is approximately \$100,000 per year. Funds are available from the Keep Laredo Beautiful fund, through an operational transfer from NPDES fund.		
<b>RECOMMENDATION:</b>		<b>STAFF RECOMMENDATION:</b> That the ordinance be adopted.

# **KLB BYLAWS**

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## **ARTICLE I - NAME**

The name of this organization shall be Keep Laredo Beautiful, with its principal place of business at 619 Reynolds St, Laredo, Texas 78040.

## **ARTICLE II – PURPOSE**

The purpose of this organization shall be charitable and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 as amended and to promote public interest in the general improvement of the environment of Laredo, to initiate, plan, direct and coordinate programs for litter control, environmental education, water pollution, and solid waste management for the community on a sustainable basis, to implement and maintain the Keep Texas Beautiful goals and to study, investigate and develop plans for improving the health, sanitation, safety and cleanliness of the City of Laredo by beautifying the streets, highways, alleys, river and stream banks, lots, yards, and other similar places in the said City, to aid in the prevention of fires, diseases, and other casualties by the removal and elimination of trash and other debris from the streets, highways, alleys, lots, yards and other similar places; to encourage the placing, planning and/or preservation of trees, flowers, plants, shrubbery and other objects or ornamentation in said City and County; to protect song birds and other water fowl, advise and recommend plans to other agencies of the said City of the environment of Laredo. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for any one or more of its charitable and educational purposes.

## **ARTICLE III – MEMBERSHIP**

- Section 1. Membership: Membership in the Corporation shall be a non-voting membership open to any individuals, families, governmental units, clubs, civic organizations, schools, churches, businesses, and other groups who support the purposes and aims of the Corporation.
- Section 2. Dues: The Board of Directors shall determine classes of membership and dues for each class of membership.
- Section 3. Meetings: Membership meetings shall be held at the discretion of the Board.

## **ARTICLE IV – BOARD**

- Section 1. The governing body of Keep Laredo Beautiful shall be vested in the Board of Directors. The number not to exceed 15 or less than 9 members. The Board of Directors will also include the Environmental Services Director, who will serve as an ex officio voting member. The Board shall be responsible for the management of its affairs and the direction of its work and control. The Board shall have full power and authority to promote the objectives for which the Keep Laredo Beautiful is organized.

- Section 2. Rules: The Board shall enact such rules and regulations as may be deemed necessary to conduct the business of Keep Laredo Beautiful so long as they are not inconsistent with these Bylaws.
- Section 3. Meetings: The Board shall meet monthly and may take action on a majority vote of a quorum at a meeting. A special meeting may be called by the President, or on petition of at least four Board members and eight board members shall constitute a quorum.
- Section 4. Notice of Meetings: Notice of the monthly meetings of the Board or Executive Committee meetings shall be posted in public place convenient and readily accessible to the public at all times. Notices may also be faxed or e-mailed to committee members 72 hours prior to the meeting.
- Section 5. Committee Action: Except for the Executive Committee as set out below the Board shall pass upon all actions of all committees.
- Section 6. Appointment: The Board members shall be appointed by the City Manager and approved by a majority vote of the City of Laredo City Council. However, the City Manager shall have the power to fill all vacancies on the Board for an un-expired term of office at the time that the vacancy occurs; without requiring Council action.
- Section 7. Term of Office: Appointed Board Members shall serve for a term of two, two year terms.
- Section 8. Removal: Members of the board are expected to participate actively in guiding the corporation. Members who miss three (3) consecutive Board meetings, or who miss four (4) Board meetings in a fiscal year, without active participation in committee projects or special assignments during that time period, will be considered for removal from the Board. Any questions regarding the sufficiency of participation in committee projects or special assignments will be determined by a majority vote of a quorum of the Board of Directors.
- Section 9. Compensation: Directors shall not receive any compensation for their services as Directors; but nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefore.

## **ARTICLE V – OFFICERS**

- Section 1. Term of Office: The four officers, President, Vice President, Secretary, and Treasurer shall be elected from the existing Board for a term of one year beginning on October 1 of each year and ending on September 30<sup>th</sup> the following year.
- Section 2. President: The President shall preside at all meetings of the Board. The President shall perform all duties incidental to the office and advise such action as may be deemed likely to increase the objectives of the Board.

- Section 3. Vice President: The Vice President shall act in the absence of the President; and in the absence or disability of the four officers named, a member of the Board shall be chosen to act temporarily.
- Section 4. Secretary: The Secretary shall keep the records, the minutes of the meeting, a roll of the attendance; shall notify officers, and committee chairpersons of meeting time and place, shall send out proper notices of all call meetings, and of other meetings when necessary.
- Section 5. Treasurer: The Treasurer shall authorize the paying of monies on such approvals and signatures as the Board may determine; shall be responsible for the maintenance of adequate books of account; shall present periodic financial statements of receipts and expenditures; for the year accompanied by a balance sheet and an income and expense statement audited by an independent public accountant.

## **ARTICLE VI – COMMITTEES**

- Section 1. Executive Committee: The Executive Committee shall have the power of the Board between meetings of the Board, except, that it may not modify any action taken by the Board. It shall be composed of the officers and the standing sub-committee chairpersons of Keep Laredo Beautiful at the time of their election and/or appointment. The Executive Committee shall meet between meetings of the Board at a time and place to be determined by the committee. One-third of all members of the Executive Committee present in person shall constitute a quorum. Other meetings may be called by the President or upon petition of one-third of the members of the Executive Committee.

### **Standing Committees:**

- Section 1. Standing Committees: All actions by standing committees that commit the organization to an action must be approved by the Board of Directors. This approval may be granted by specific funding in the budget or by presentation and approval by the Board.
- Section 2. Other Committees: The Board may establish a temporary committee if needed.
- Section 3. Committee Chairs: Each committee shall select a Chair and Vice-Chair. The names shall be submitted to the Board for confirmation.
- Section 4. Committee Members: Committee members shall be recruited by the Board. Membership on committees is open to all interested. A list of committee members shall be provided to the Board.

## **ARTICLE VII - EXECUTIVE DIRECTOR/COORDINATOR**

The Executive Director/Coordinator shall be an employee of the City of Laredo Environmental Services Department and be responsible for the overall administration of Keep Laredo Beautiful and the implementation of policies, procedures and programs as determined by the Department Director. The Executive Director/Coordinator shall be the chief administrator of the organization and the staff liaison to the Board. The Executive Director/Coordinator shall have general supervision over all employees and perform such duties, as may be incidental to his/her office, subject to the discretion of the Department Director.

## **ARTICLE VIII – AMENDMENTS**

The Board may amend these bylaws at any meeting of the Board at which a quorum is present, provided that the proposed amendment is inserted in the notices of such meeting.

## **ARTICLE IX – PARLIAMENTARY AUTHORITY**

Any rules of parliamentary procedure not covered by these Bylaws shall be governed by the latest edition of “Robert’s Rules of Order.”

## **Article X – Political Activity**

Section 1. It shall be the intent of the corporation to work with governmental officials for enactment and enforcement of laws, ordinances, and regulations compatible with the objectives and purposes of the Corporation.

Section 2. The Corporation shall not engage in any activity either supporting or opposing the candidacy of any individual, group of individuals, or party for political office.

## **ARTICLE XI – DISSOLUTION**

In the event of dissolution, the residual assets of Keep Laredo Beautiful will be turned over to the City of Laredo for exclusive public purpose related to litter prevention, beautification and the community improvement or the minimization of solid waste.

# FORM 202—GENERAL INFORMATION

## (ARTICLES OF INCORPORATION—NON-PROFIT)

The attached form is a standardized form designed to meet minimal statutory filing requirements pursuant to the relevant statutory provisions. *This form and the information provided are not substitutes for the advice and services of an attorney and tax specialist.*

- **Article 1—Corporate Name:** Provide a corporate name; the corporation name need not, but may contain an organizational ending such as “Corporation” or “Incorporated.” If the name chosen is the same as or deceptively similar to, or similar to the name of an existing corporation, limited partnership, or limited liability company, the document cannot be filed. The administrative rules adopted for determining entity name availability (Texas Administrative Code, Title 1, Part 4, Chapter 79, Subchapter C) may be viewed at [www.sos.state.tx.us/tac/index.html](http://www.sos.state.tx.us/tac/index.html). If you wish the secretary of state to provide a preliminary determination on “name availability,” you may call (512) 463-5555 or e-mail your name inquiry to [corpinfo@sos.state.tx.us](mailto:corpinfo@sos.state.tx.us). **A final determination cannot be made until the document is received and processed by the secretary of state. Do not make financial expenditures or execute documents utilizing the name “pre-cleared.” Also note that the pre-clearance of a name or the issuance of a certificate of incorporation under a name does not authorize the use of a name in violation of another person’s rights to the name.**
- **Article 2—Registered Agent and Registered Office:** The registered agent can be either an individual resident of the state (Option B) or a Texas corporation or foreign corporation with a certificate of authority to transact business in Texas (Option A). The corporation however may not be designated to serve as its own registered agent. A post office box is not sufficient as a registered office address unless the registered office is located in a town with a population of less than 5,000.
- **Article 3—Management:** A non-profit corporation that has members may be managed by its members or by a board of directors. If the corporation is to be managed by a board of directors, complete option B. A minimum of three directors is required. A director must be a natural person; there are no residency requirements for directors.
- **Article 4—Organizational Structure:** A non-profit corporation may have one or more classes of members or be organized without members. The qualifications and rights of the members are generally set forth in the corporation’s bylaws. You must indicate in the articles of incorporation whether the corporation is to have members.
- **Article 6—Purpose:** Article 6 must contain a specific statement of a lawful purpose. A lawful purpose may be a charitable, benevolent, religious, patriotic, civic, missionary, educational, scientific, social, fraternal, athletic, or agricultural purpose; or the conduct of a professional, commercial, industrial or trade association. The secretary of state will not accept general language such as “any or all lawful purposes.” However, the secretary of state will accept the statement of purposes suggested by the Internal Revenue Service. Please note that this form cannot be used to form a corporation with a specialized non-profit purpose as authorized by a special state statute, such as a water supply corporation, cemetery corporation, or a cooperative.
- **Supplemental Provisions:** Additional space has been provided for additional text to an article within this form or to provide for additional articles to contain optional provisions. Please note that if the corporation is to be authorized upon its dissolution to distribute its assets in a manner other than the manner described in article 6.02(3) of the Texas Non-Profit Corporation Act (which refers in part to the distribution of assets for tax-exempt purposes to organizations exempt under section 501(c)(3) of the Internal Revenue Code of 1986 and related statutes), the articles of incorporation must contain a statement describing the manner of distribution of the corporation’s assets.
- **Incorporator:** Only one incorporator is required for the formation of a corporation. An incorporator may be a natural person 18 years of age or older, or any corporation, partnership, or other entity; there are no residency requirements for an incorporator.
- **Tax Exemption:** Corporations organized under the Texas Non-Profit Corporation Act DO NOT automatically qualify for exemption from federal and state taxes. Before granting a tax exemption, the Internal Revenue Service (IRS) requires that the articles of incorporation contain certain provisions. **This form does not contain the provisions required by the IRS.** If the corporation plans to seek federal tax exemption from the IRS, you may wish to obtain and review the sample language for these provisions contained in a publication called “Tax Exempt Status for Your Organization,” IRS Publication 557. You may call the IRS at (800) 829-3676 for a copy of the publication or download the publication at the IRS web site at [www.irs.ustreas.gov](http://www.irs.ustreas.gov). Additional questions concerning exemption from federal income taxes should be directed to the IRS.

Non-profit corporations also are subject to state franchise taxes. If the corporation qualifies to be exempt, an application for exemption must be made to the Exempt Organizations Section, Comptroller of Public Accounts, Austin, Texas 78774-0100, (512) 463-4600 or (800) 252-1381. TDD: (800) 248-4099 or (512) 463-4621.
- **Effective Date:** Articles of incorporation become effective as of the date of filing by the secretary of state. However, pursuant to Article 10.07 of the Texas Non-Profit Corporation Act, the effectiveness of the articles of incorporation may be delayed as of a date not more than ninety (90) days from the date of filing with the secretary of state. Please note that upon the filing of a document with a delayed effective date, the computer records of the secretary of state will be changed to show the filing of the document, the date of the filing, and the future date on which the document will be effective. In addition, at the time of such filing, the status of the entity will be shown as active on the records of the secretary of state.
- **Execution:** The incorporator must sign the articles of incorporation. Prior to signing, please read the statements on this form carefully. A person commits an offense under the Texas Business Corporation Act, the Texas Limited Liability Company Act or the Texas Non-Profit Corporation Act if the person signs a document the person knows is false in any material respect with the intent that the document be delivered to the secretary of state for filing. The offense is a Class A misdemeanor.

**Payment and Delivery Instructions:** Mail the completed form, together with the filing fee of \$25 to the address shown in the heading of the form. Personal checks and MasterCard, Visa, and Discover credit cards are accepted in payment of the filing fee. Checks or money orders must be payable through a U.S. bank or financial institution and made payable to the secretary of state. Fees paid by credit card are subject to a statutorily authorized processing cost of 2.1% of the total fees.

The delivery address is James Earl Rudder Office Building, 1019 Brazos, Austin, Texas 78701. Upon filing the document, the secretary of state will return the appropriate evidence of filing and a file stamped copy of the document, if a duplicate copy was provided for such purpose, to the submitter. The telephone number is (512) 463-5555, TDD: (800) 735-2989, FAX: (512) 463-5709.



Form 202  
(revised 6/01)

This space reserved for office use.



Return in Duplicate to:  
Secretary of State  
P.O. Box 13697  
Austin, TX 78711-3697  
FAX: 512/463-5709

**ARTICLES OF  
INCORPORATION**  
**Pursuant to Article 3.02**  
**Texas Non-Profit  
Corporation Act**

**Filing Fee: \$25**

**Article 1 – Corporate Name**

The corporation formed is a non-profit corporation. The name of the corporation is as set forth below:

Keep Laredo Beautiful, Inc.

The name must not be the same as, deceptively similar to or similar to that of an existing corporate, limited liability company, or limited partnership name on file with the secretary of state. A preliminary check for "name availability" is recommended.

**Article 2 – Registered Agent and Registered Office (Select and complete either A or B and complete C.)**

A. The initial registered agent is a corporation (cannot be corporation named above) by the name of:

**OR**

B. The initial registered agent is an individual resident of the state whose name is set forth below.

First Name	M.I.	Last Name	Suffix
Larry		Dovalina	

C. The business address of the registered agent and the registered office address is:

Street Address	City	TX	Zip Code
1110 Houston St.	Laredo		78040

**Article 3 – Management (Complete items A or B)**

A.  Management of the affairs of the corporation is to be vested in the members of the corporation.

**OR**

B.  Management of the affairs of the corporation is to be vested in its board of directors. The number of directors, which must be a minimum of three, that constitutes the initial board of directors and the names and addresses of the persons who are to serve as directors until the first annual meeting or until their successors are elected and qualified are set forth below:

Director 1: First Name	M.I.	Last Name	Suffix
Blasita	J.	Lopez	

Street Address	City	State	Zip Code
2415 Musser	Laredo	Texas	78043

Director 2: First Name	M.I.	Last Name	Suffix
Donna		Copeland-Magnon	

Street Address	City	State	Zip Code
5230 South Lake Drive	Laredo	Texas	78043

Director 3: First Name	M.I.	Last Name	Suffix
Rogelio	J.	Sanchez	

Street Address	City	State	Zip Code
1301 Clark Blvd.	Laredo	Texas	78040

**Article 4 – Organizational Structure**

(You must select either A or B below.)

A: The corporation will have members.       B: The corporation will not have members.

**Article 5 – Duration**

The period of duration is perpetual.

**Article 6– Purpose**

The corporation is organized for the following purpose or purposes: To promote public interest in the general improvement of the environment of Laredo, to initiate, plan, direct and coordinate programs for litter control, environmental education, water pollution, and solid waste management for the community on a sustainable basis, to implement and maintain the Keep Texas Beautiful goals and to study, investigate and develop plans for improving the health, sanitation, safety and cleanliness of the City of Laredo by beautifying the streets, highways, alleys, river and stream banks, lots, yards, and other similar places in the said City, to aid in the prevention of fires, diseases, and other casualties by the removal and elimination of trash and other debris from the streets, highways, alleys, lots, yards and other similar places; to encourage the placing, planning and/or preservation of trees, flowers, plants, shrubbery and other objects or ornamentation in said City and County; to protect song birds and other water fowl, advise and recommend plans to other agencies of the said City of the environment of Laredo.

**Supplemental Provisions/Information**

Text Area

[The attached addendum are incorporated herein by reference.]

**Incorporator**

The name and address of the incorporator is set forth below.

Name

Larry Dovalina

Street Address

1110 Houston St.

City

Laredo

State

Texas

Zip Code

78040

**Effective Date of Filing**

This document will become effective when the document is filed by the secretary of state.

**OR**

This document will become effective at a later date, which is not more than ninety (90) days from the date of its filing by the secretary of state. The delayed effective date is \_\_\_\_\_

**Execution**

The undersigned incorporator signs these articles of incorporation subject to the penalties imposed by law for the submission of a false or fraudulent document.

Signature of incorporator