

# The Litterbugz Bylaws

## ARTICLE I. NAME OF ORGANIZATION

The name of the nonprofit corporation is The Litterbugz

## ARTICLE II. CORPORATE NONPROFIT PURPOSE

### Section 1. Nonprofit Purpose

This corporation is organized exclusively for charitable, educational, and scientific (environmental) purposes

### Section 2. Specific Purpose

The Litterbugz' purpose is to educate the public on the importance of not littering while proactively cleaning litter.

The specific objectives that relate to our aforementioned purpose are as follows:

- a. to partner with local and civic organizations on city cleaning events
- b. to provide the supplies needed to host clean-ups
- c. to lead by example and host at least one monthly clean-up between April and October in various neighborhoods throughout Cleveland that encourage keeping neighborhoods clean
- d. to educate the importance of not littering during clean-ups and at various community events
- e. to hold assemblies at schools, churches, businesses, etc. to educate about the effects of litter and inspire a litter-free society

## ARTICLE III. MEMBERSHIP

### Section 1. Eligibility for Membership

Application for voting membership shall be open to any current resident of the Northeast Ohio area that supports the purpose stated in Article II, Section 2. Membership is granted after applicant attends two Wednesday night conference calls and one clean-up event. At this time, applicant becomes an official member and has the option to attend private organization meetings and have voting rights. Membership is terminated if individual does not participate in one clean-up or conference call for an entire quarter.

### Section 2. Annual Dues

There are no annual dues required for this organization, but continued membership is instead

contingent on active volunteering.

### **Section 3. Rights of Members**

Each member shall be eligible to cast one vote in organization elections and also provide input on organization happenings.

## **ARTICLE IV. MEETINGS OF MEMBERS**

### **Section 1. Regular Meetings**

Regular meetings of members will take place quarterly, four times a year, at a time and place to be designated by the Executive Director. Weekly conference calls will take place Wednesday night at 7:00 pm.

### **Section 2. Annual Meetings**

An annual meeting of the members shall take place in the month of November; the specific time, date, and location of which will be designated by the Executive Director. At the annual meeting the members shall elect officers, receive reports and updates on the current year's activities, and determine the direction of the organization for the coming year.

### **Section 3. Special Meetings**

Special meetings may be called by a board member or the Executive Director as needed. A majority of voting members may also call a special meeting.

### **Section 4. Notice of Meetings**

An emailed notice for each meeting will be sent to members two weeks prior to the meeting, except in cases of a special meeting. For special meetings, members will be notified via email as soon as meeting is called.

### **Section 5. Quorum**

A quorum for a meeting of the members shall consist of at least two (2) active members.

### **Section 6. Voting**

All issues to be voted on shall be decided by a simple majority vote of those present at the meeting in which the vote takes place.

## **ARTICLE V. BOARD OF DIRECTORS**

### **Section 1. General Powers**

The affairs of this nonprofit corporation shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the nonprofit corporation.

### **Section 2. Number, Tenure, Requirements, and Qualifications**

The number of Directors shall be fixed from time-to-time by the Executive Director but shall consist of no less than three (3) nor more than five (5) including the following officers: the President, Vice President, and Secretary.

The members of the Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified. All members of the Board of Directors must be approved by a majority vote of the members present and voting.

The Directors are to continue the purpose of this nonprofit corporation that has been outlined in Article II. They are to ensure proper and legal implementation of this nonprofit corporation's activities.

Members of the Board of Directors will hold a term of twelve (12) months and can at most hold five (5) terms in total.

Each member of the Board of Directors must attend one (1) of the weekly conference calls each month.

### **Section 3. Annual Meetings**

In addition to the general assembly annual meeting, an annual meeting of the Board of Directors shall take place in the month of November; the specific time, date, and location of which will be designated by the Executive Director. At the annual meeting of the Board, the Directors will review the feedback and decisions from the general assembly annual meeting and discuss activity implementation.

### **Section 4. Notice of Meetings**

An emailed notice for each meeting will be sent to the Board of Directors two weeks prior to the meeting, except in cases of a special meeting. For special meetings, Directors will be notified via email as soon as meeting is called.

## **Section 5. Quorum**

A quorum for a meeting of the Directors shall consist of at least two (2) Directors.

## **Section 7. Forfeiture**

Any member of the Board of Directors who fails to fulfill any of her or his requirements as set out through this entire Article for a consecutive two (2) month period shall automatically forfeit her or his seat on the Board.

The Executive Director shall notify the Director in writing that his or her seat has been declared vacant, and the Board of Directors may forthwith immediately proceed to fill the vacancy.

## **Section 8. Vacancies**

Whenever any vacancy occurs in the Board of Directors it shall be filled without undue delay by a majority vote of the remaining members of the Board of Directors at a regular meeting. Vacancies may be created and filled according to specific methods approved by the Board of Directors.

## **Section 9. Compensation**

Members of the Board of Directors shall not receive any compensation for their services as Directors.

## **Section 10. Informal Action by Directors**

Any action required by law to be taken at a meeting of the Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by two-thirds (2/3) of all of the Directors following notice of the intended action to all members of the Board of Directors.

## **Section 11. Removal.**

Any member of the Board of Directors may be removed with or without cause, at any time, by vote of three-quarters (3/4) of the present members of the Board of Directors if in their judgment the best interest of the Nonprofit Corporation would be served thereby. Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. An officer who has been removed as a member of the Board of Directors shall automatically be removed from office.

Members of the Board of Directors who are removed for failure to meet the minimum requirements in Section 2 of this Article in these bylaws automatically forfeit their positions on the Board pursuant to Section 7 of this Article, and are not entitled to the removal procedure outlined in Section 11 of this Article.

## **ARTICLE VI. OFFICERS**

The officers of this Board shall be the President, Vice President, Secretary and Treasurer. All officers must have the status of active members of the Board. Officers must attend three (3) of the four quarterly regular meetings.

### **Section 1. President**

The President shall have the following duties:

- a. He/She shall preside at all meetings of the Executive Committee.
- b. He/She shall have general and active management of the business of this Board.
- c. He/She shall see that all orders and resolutions of the membership are brought to the Board.
- d. He/She shall have general superintendence and direction of all other officers of this nonprofit corporation and see that their duties are properly performed.
- e. He/She shall submit a report of the operations of the program for the fiscal year to Board and members at their annual meetings, and from time to time, shall report to the Board all matters that may affect this program.
- f. He/She shall be Ex-officio member of all standing committees and shall have the power and duties usually vested in the office of the President.
- g. He/She shall oftentimes act as a face for the organization and work with outside corporations on partnerships.

### **Section 2. Vice-President**

The Vice President shall be vested with all the powers and shall perform all the duties of the President during the absence of the latter. The Vice President's duties are:

- a. He/She shall have the duty of chairing their perspective committee and such other duties as may, from time to time, be determined by the Board
- b. He/She shall work closely with the President on implementing activities and events.
- c. He/She shall oftentimes act as a face for the organization and work with outside corporations on partnerships.
- d. He/She shall be Ex-officio member of all standing committees and shall have the power and duties usually vested in the office of the Vice President.

### **Section 3. Secretary**

The Secretary shall attend all meetings of the Board, all meetings of members, and will act as a clerk thereof. The Secretary's duties shall consist of:

- a. He/She shall record all votes and minutes of all proceedings in a book to be kept for that purpose. He/She in concert with the President shall make the arrangements for all meetings of the Board, including the annual meeting of the organization.
- b. He/She shall send notices of all meetings to the members of the Board of Directors and shall take reservations for the meetings.

#### **Section 4. Treasurer**

The Treasures duties shall be:

- a. He/She shall submit for the Financial Committee approval of all expenditures of funds raised by the Board, through sponsorships, through fundraisers, and finally through in-kind donations.
- b. He/She shall present a complete and accurate report of the finances raised by the Litterbugz at each meeting of the members, or at any other time upon request to the Board of Directors.
- c. He/She shall have the right of inspection of the funds resting with the Litterbugz including budgets and subsequent audit reports.
- d. It shall be the duty of the Treasurer to assist in direct audits of the funds of the program according to funding source guidelines and generally accepted accounting principles.
- e. He/She shall perform such other duties as may be prescribed by the Executive Director or the President under whose supervision he/she shall be.

#### **Section 5. Election of Officers**

The entire membership shall act as the Nominating Committee and shall submit prospective Board nominees prior to the annual meeting. The election shall be held at the annual meeting of the Board of Directors. Those officers elected shall serve a term of one (1) year, commencing at the next meeting following the annual meeting.

Officers of the Executive Committee shall be eligible to succeed themselves in their respective offices for five (5) terms only.

### **ARTICLE VII. COMMITTEES**

### **Section 1. Committee Formation**

The board may create committees as needed, such as fundraising, housing, public relations, data collection, etc. The Executive Director appoints all committee chairs.

### **Section 2. Executive Committee**

The four officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board.

### **Section 3. Finance Committee**

The treasurer is the chair of the Finance Committee. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other board members. The board must approve the budget and all expenditures must be within 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 4. Logistics Committee**

The Logistics Committee is responsible for working through the necessary factors to allow the Litterbugz to carry out events and meetings. This includes working with members of the city, state, and private corporations.

### **Section 5. Volunteer Committee**

The Volunteer Committee is responsible for working with active membership to seek out and recruit volunteers and participants for Litterbugz events.

## **ARTICLE VIII. NONPROFIT CORPORATE STAFF**

## **Section 1: Executive Director**

The Litterbugz shall bring on an Executive Director who will serve at will for the Board. The Executive Director shall have immediate and overall supervision of the operations of the Corporation, and shall direct the day-to-day business of the Corporation, maintain the properties of the Corporation, hire, discharge, and determine the salaries and other compensation of all staff members under the Executive Director's supervision, and perform such additional duties as may be directed by the Executive Committee or the Board of Directors. No officer, Executive Committee member or member of the Board of Directors may individually instruct the Executive Director or any other employee. The Executive Director shall make such reports at the Board and committee meetings as shall be required by the President or the Board. The Executive Director shall be an ad-hoc member of all committees.

The Board of Directors will determine the compensation of the Executive Director. Compensation must follow Article IX of these bylaws.

## **Section 2. Development Position**

These bylaws allow for a Development Position to be created with approval by the Founder, Executive Director, and Board of Directors. When this position becomes filled, it is understood that the compensation must follow Article IX of these bylaws.

## **ARTICLE IX. CONFLICT OF INTEREST AND COMPENSATION**

### **Section 1: Purpose**

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

### **Section 2: Definitions**

- a. Interested Person  
Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
  
- b. Financial Interest  
A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:



1. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
2. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

### **Section 3. Procedures**

- a. **Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
- b. **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
- c. **Procedures for Addressing the Conflict of Interest**
  1. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
  2. The Executive Director or committee chair shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
  3. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

d. Violations of the Conflicts of Interest Policy

1. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

#### **Section 4. Records of Proceedings**

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

#### **Section 5. Compensation**

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Litterbugz for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

### **Section 6. Annual Statements**

Each director and member of a committee with governing board-delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Litterbugz is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

### **Section 7. Periodic Reviews**

To ensure the Litterbugz operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

## **ARTICLE X. INDEMNIFICATION**

## **Section 1. General**

To the full extent authorized under the laws of the District of Columbia, the corporation shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of the corporation, or any person who may have served at the corporation's request as a director or officer of another corporation (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in this Article individually as an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

## **Section 2. Expenses**

Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

## **Section 3. Insurance**

The corporation may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the corporation would have the power or obligation to indemnify such person against such liability under this Article.

## **ARTICLE XI. BOOKS AND RECORDS**

The corporation shall keep complete books and records of account and minutes of the proceedings of the Board of Directors.

## **ARTICLE XII. AMENDMENTS**

**Section 1. Articles of Incorporation**

The Articles may be amended in any manner at any regular or special meeting of the Board of Directors, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each director at least three days in advance of such a meeting if delivered personally, by facsimile, or by e-mail or at least five days if delivered by mail. As required by the Articles, any amendment to Article III or Article VI of the Articles shall require the affirmative vote of all Directors then in office. All other amendments of the Articles shall require the affirmative vote of an absolute majority of Directors then in office.

**Section 2. Bylaws**

The Board of Directors may amend these Bylaws by majority vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given to each director within the time and the manner provided for the giving of notice of meetings of directors.

**ADOPTION OF BYLAWS**

We, the undersigned, are all of the directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the thirteen (13) preceding pages, as the Bylaws of this nonprofit corporation.

ADOPTED AND APPROVED by the Board of Directors on this \_\_\_\_ day of \_\_\_\_\_, 20\_\_.

\_\_\_\_\_  
Jeff Schlekic, Founder and Executive  
Director, The Litterbugz

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\_\_\_\_\_, Secretary, The LitterBugz

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\_\_\_\_\_, President, The LitterBugz

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\_\_\_\_\_, Treasurer, The LitterBugz

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\_\_\_\_\_, Vice President, The LitterBugz

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ATTEST: