



## FRIENDS OF THE PUBLIC LIBRARY OF BUDA, TEXAS

### BYLAWS

#### ARTICLE I: PURPOSE

Founded in 1992, the Friends of the Public Library of Buda, Texas (the Friends of the Buda Library) is a member-supported nonprofit dedicated to fundraising and advocating for the Buda Public Library. We believe the library is the heart of our community, welcoming and bringing diverse groups of people together to learn and grow, and to access information and resources.

The organization is led by a dedicated group of volunteers who work to ensure the library has the support it needs to remain a vibrant learning hub while serving a rapidly growing community. We do this by:

- Raising funds to fill the gap between what local/state/federal government provides and the cost of additional programs, resources, and services.
- Building awareness and promoting library services and programs.
- Advocating for the library and the critical role it plays in our community. Strong libraries = strong communities!

#### ARTICLE II: MEMBERSHIP

**Section 1:** Any individual or organization interested in the purposes of the Friends may become a member upon the completion of a membership application and payment of annual dues.

**Section 2:** Membership dues structure will be reviewed by the Board of Directors each year before the membership meeting and may be adjusted as necessary.

**Section 3:** Each organizational and individual member shall be entitled to one vote on each matter submitted to a vote of the members by the Board of Directors at the annual membership meeting. A family or organizational membership shall be considered as a single voting member. Members must be present at the meeting in person to vote and proxy votes will not be accepted. If the meeting is held only virtually, the votes may be virtual with protocols being followed.

**Section 4:** An individual or organization may donate to the Friends without becoming a member.

### **ARTICLE III: BOARD OF DIRECTORS AND OFFICERS**

**Section 1:** The Board of Directors (“the Board”) shall manage all of the affairs of the organization and shall have the authority to appoint committees consistent with the purposes of this organization.

**Section 2:** The number of Directors shall be three (3) but may be five (5). Upon majority vote of the Board of Directors, the number of Directors may be increased or decreased from time to time (but must always be either 3 or 5 Directors); in no event shall a decrease have the effect of shortening the term of an incumbent Director or decreasing the total number of Directors to less than three. Directors shall serve terms of two years and may serve no more than two consecutive terms. A minimum of one year must pass before being eligible for another term.

**Section 3:** Nominations to fill vacancies in the Board of Directors, due to an expiring term, or due to an increase in the number of Directors on the Board, shall be made by the Board of Directors. Nominations shall be submitted to the membership at the next annual members meeting. Active members seeking nomination shall submit a short application to the Board of Directors for consideration. Additional nominations/applications must be submitted no later than 48 hours before the annual meeting. Nominations will be listed on the ballot or agenda at the annual board meeting. The Directors shall be elected by majority vote of those members present at the annual meeting.

**Section 4:** Immediately following the annual meeting of the members, the newly elected Board of Directors shall meet to appoint the officers of the Friends each of whom shall serve for a term of one (1) year. Officers may serve no more than four (4) consecutive terms in the same office. Any officer may resign by submitting his or her resignation in writing to the Board of Directors. In the event that any officer resigns, then the Board of Directors shall appoint a person to complete the term of the resigning officer.

**Section 5:** Elected officers of this organization shall be a President, Vice President, Secretary, and Treasurer. The President must also be a Director. However, other officers may or may not also be Directors. The offices of President and Secretary shall not be held simultaneously by the same person.

**Section 6:** Any Director may be removed without cause, at any time, by a majority of the entire Board of Directors, at a Regular or Special Meeting of the Board called for that purpose. Any Director under consideration of removal must first be notified about the consideration by written notice at least five days prior to the meeting at which the vote takes place. If a vacancy on the Board should occur during the term of appointment, due to resignation of a Board member or a removal of a Board member under this section, then the Board of Directors, by majority vote of the remaining members of the Board, shall appoint a person to serve the remainder of the term of the person who resigned or was removed.

**Section 7:** Directors and Officers shall not receive compensation for serving as Directors or Officers of the Friends.

**Section 8:** For the purposes of this Article III of the Bylaws and the calculation of the terms of office of Directors or Officers, a “Year” shall be the period between two (2) consecutive annual meetings of the Friends.

## ARTICLE IV: DUTIES OF THE OFFICERS

**Section 1:** The officers shall have the usual duties and authority exercised by officers of a non-profit corporation or organization.

**Section 2:** The President shall preside at all Board of Directors and members meetings and shall exercise parliamentary control in accordance with Roberts Rules of Order Modified Procedure.

**Section 3:** The President will present a report of the past year's activities and financial status to the membership at the annual members meeting.

**Section 4:** The President shall be an Ex-Officio member of all committees of the Friends.

**Section 5:** The Secretary shall keep the minutes of all meetings of the Board, and the Annual Members Meeting. In the absence of the Secretary, the presiding officer may appoint any person to act as secretary of the meeting.

**Section 6:** The Treasurer shall have custody of all funds of the corporation and perform all of the duties incident to the office, including the writing of checks as required to complete items approved by a majority of the Board of Directors. Checks for an amount greater than One Thousand Dollars (\$1,000) may not be drawn without the signature of a Director.

The Treasurer shall furthermore:

- Provide the Board with a monthly report of the financial status of the organization and current bank statements for each account held by the Friends.
- Provide the members of the Friends with an annual report of the Friends' financial status.
- File the appropriate forms with the Internal Revenue Service to maintain the Friends section 501 (c)(3) tax exempt status.

**Section 7:** The financial records of the organization shall be reviewed annually by a person, other than the Treasurer, as selected by the Board.

## ARTICLE V: MEETINGS

**Section 1:** The Friends shall hold an annual in person or virtual meeting of its members in January or February of each year for the purpose of (a) electing Directors to fill any vacancy that might occur due to the expiration of the Director's term of office or by a resignation of a Director and (b) transacting such other business as may be brought before such a meeting by the Board.

**Section 2:** Members must be given no less that ten (10) days' notice, in writing, of the annual in person or virtual meeting via email or website. Notice and agenda of such a meeting shall be posted at the Buda Public Library and Friends of the Buda Library website. Additionally, meeting agendas shall include a Public Comment section and members shall be provided the opportunity to email questions concerning agenda items to board members before said meeting.

**Section 3:** Regular in person or virtual meetings of the Board shall be held at such times and places as designated by the Board. These in person or virtual meetings shall be open to all members of the Friends.

**Section 4:** Special in person or virtual meetings of the Board shall be held whenever called by the President or a majority of the Directors who are serving duly elected terms of office at the time the meeting is called. The Secretary shall give notice to each Director of any special in person or virtual meeting by email, or telephone at least 24 hours before the meeting.

**Section 5:** Quorum of Directors. A majority of the incumbent Directors (not counting vacancies) shall constitute a quorum for the purposes of convening a meeting or conducting business. At Board meetings where a quorum is present, a majority vote of the Directors attending shall constitute an act of the Board. Directors must be present in person in physical and virtual meetings to vote and proxy votes will not be accepted.

**Section 6:** Quorum of the Members. The Members present at any members meeting, called after due notice has been given to all members, shall constitute a quorum and all actions to be taken by the members at the meeting shall be decided by the majority vote of those members present and entitled to vote.

**Section 7:** The President shall preside at all meetings of the Board; the Vice President shall preside in the absence of the President. In the absence of both the President and Vice President, the Board will select a chairperson. All Board Members and Committee meetings will be guided by Robert's Rules of Parliamentary Modified Procedure.

#### **ARTICLE VI: AMENDMENTS**

**Section 1:** These Bylaws may be altered, amended or repealed and new bylaws adopted by the majority vote of the Board of Directors. If any amendment is made to the Bylaws under this provision then the Board of Directors shall notify the membership of the changes before the next annual meeting of the membership.

**Section 2:** Every even-number year, and at such times as may be needed, the Board will appoint a committee to review these bylaws.

#### **ARTICLE VII: MISCELLANEOUS PROVISIONS**

**Section 1:** Each Director, Officer and committee member shall fully and promptly disclose any and all financial interests involving themselves or one of their family members in regard to any matter which is presented to the Board or a committee for a vote and shall abstain from voting on such matters.

**Section 2:** Should this organization be dissolved, all assets will be distributed to the Public Library of Buda, Texas.

**Section 3:** No part of the organization's net earning may inure to the benefit of any person have a personal or private interest in the activities of the organization.

Adopted on: January 4, 2023