

# **By-Laws of the Friends of the Laguna Vista Library**

These Bylaws govern the affairs of Friends of the Laguna Vista Library, a nonprofit corporation (hereinafter called "Corporation"), organized under the Texas Non-Profit Corporation Act (hereinafter called the "Act").

## **ARTICLE I**

### **OFFICES**

#### **Principal Office**

1.01 The Principal Office of the Corporation shall be located in Cameron County, Texas. The Corporation may have such other offices as the Board of Directors may determine. The Board of Directors may change the location of any office of the Corporation.

#### **Registered Office and Registered Agent**

1.02 The Corporation shall comply with the requirements of the Act and maintain a registered office and registered agent in Texas. The registered office may, but not need to, be identical with the Corporations principal office in Texas. The Board of Directors may change the registered office and registered agent as provided in this Act.

## **ARTICLE II**

### **MEMBERSHIP**

2.01 The Corporation shall have no voting members, but may have non-voting members.

#### **Membership and Dues**

2.02 Any person, association, corporation, partnership, or estate having an interest in the objectives of the corporation shall be eligible for membership.

#### **Admission of Members**

2.03 Applications for membership shall be in writing, or electronically, on forms provided for that purpose. Any applicant shall become a member upon payment of the regularly scheduled dues as provided in Section 2.04 of Article II, The Board of Directors may revoke a membership by a majority vote.

### **Membership Dues**

2.04 Dues shall be payable annually in an amount to be determined by the Board of Directors. The Board of Directors may set and change the amount of the annual membership dues. Dues shall be payable in advance on the first day of the fiscal year of the corporation.

### **Certification of Membership**

2.05 The Board of Directors may provide for the issuance of Membership cards evidencing membership in the corporation. Membership cards shall be signed by the President or the Secretary. If a membership card is lost, mutilated, or destroyed, a new membership card may be issued.

### **Waiver of Interest in Corporation Property**

2.06 All real and personal property, including all improvements located on property acquired by the Corporation shall be owned by the Corporation. A member shall have no interest in specific property of the Corporation. Members have no interest whatsoever in the Corporations property and have no voting power in the affairs of the Corporation.

## **Article III**

### **MEETINGS OF MEMBERS**

#### **MEETINGS**

3.01 Meetings of Members may be held at times and locations to be determined by the Board of Directors. Meetings of the Members are not required to be held.

## **ARTICLE IV**

## **BOARD OF DIRECTORS**

### **Management of the Corporation**

4.01 The affairs of the Corporation shall be managed by the Board of Directors. The Governing and policy making responsibilities of the Corporation shall be vested in the Board of Directors, which shall control its property, be responsible for its finances, and direct its affairs.

### **Composition of the Board of Directors**

4.02 (A) The Board of Directors shall be composed of nine (9) directors. The initial Board of Directors named in the Certificate of Formation shall serve until the first annual meeting of the Board of Directors or until such time as they elect new directors. Thereafter, the members of the Board of Directors shall be elected at each annual meeting. All Board members must be members of the Corporation.

(B) The Board of Directors may appoint one or more persons to an advisory board. Persons appointed to the advisory board shall serve until they resign or are removed by the Board of Directors. Advisory Board Members need not to be members of the Corporation. Advisory Board Members shall not be considered members of the Board of Directors and shall have no right to vote as Board Members.

### **Selection of President and Directors**

4.03 (A) Prior to the annual meeting, the President may appoint a Nominating Committee of (3) Board Directors or Members of the Corporation. The President shall designate the Chairpersons of the Committee.

(B) Prior to the annual meeting, the Nominating Committee (if one is appointed) shall present to the President a slate of candidates to fill the positions open on the board. The Nominating Committee may also present a slate of candidates to fill the positions of the various officers. All candidates must be active members in good standing and must agree to accept the position of director.

### **Election of Directors and President**

4.04 (A) A person who qualifies to be an elected director and who has been duly nominated by the nominating committee or from the floor at the annual meeting, may be elected as a director for that position. Each director will be designated with a position number respectively 1, 2, 3, 4, 5, 6, 7, 8, 9, Position numbers 1, 3, 5, 7 and 9 will be up in odd years and positions 2, 4, 6, and 8 will be up in even years every two years. A reminder will be sent out to the members of the Corporation notifying of the directors whose seats are up for re-election allowing other members to apply for a position on the Board of Directors. All officers must be elected Board Directors and serve a two-year term, the Board of Directors elect the Board of Directors. A director may choose to run for re-election if he or she is still a qualified member of the Corporation.

### **Vacancies**

4.05 Any vacancy occurring in the Board of Directors, and any directorship to be filled due to an increase in the number of directors, shall be filled by the Board of Directors. A vacancy shall be filled by the affirmative vote of a majority of the remaining directors, even if it is less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office.

### **Annual Meetings**

4.06 The Annual Meeting of the Board of Directors shall be held on a date and time to be designated by the President.

### **Regular Meetings**

4.07 The Board of Directors may provide for regular meetings by resolution stating the time and place of such meetings. No notice of regular meetings of the Board is required other than a resolution of the Board of Directors stating the time and place of the meetings.

### **Special Meetings**

4.08 Special Meetings of the Board of Directors may be called by or at the request of the President or any three (3) Directors. A person or persons authorized to call special meetings of the Board of Directors may fix any place within or without the

State of Texas as the place for holding a special meeting. The person or persons calling a special meeting shall notify the Secretary of the information required to be included in the notice of the meeting. The secretary shall give notice to the Directors as required in these Bylaws.

## **Notice**

4.10 Written or printed notice of any special meeting of the Board of Directors shall be delivered to each Director not less than 3 days nor more than 15 days before the date of the meeting. The notice shall state the place, day, and time of the meeting, and the purpose or purposes for which the meeting is called.

## **Quorum**

4.11 Four (4) Directors or a majority of the number of directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The Directors present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough directors leave the meeting so that less than a quorum remains. However, no action may be approved without a vote of at least a majority of the number of Directors required to constitute a quorum. If a quorum is present may adjourn and reconvene the meeting one time without further notice.

## **Actions of Board of Directors**

4.12 The Board of Directors shall try to act by consensus. However, the vote of a majority of directors present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Board of Directors. The Directors, unless the act of a greater number is required by law or these Bylaws. A director who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining a quorum, and for the decision of the Board of Directors.

## **Proxy**

4.13 A Director may not vote by proxy.

## **Compensation**

4.14 Directors shall not receive salaries for their services.

## **Removal of Directors**

4.15 The Board of Directors may vote to remove a director at any time with good cause. A meeting to consider the removal of a director may be called and notice given following the procedures provided in the Bylaws. The notice of the meeting shall state the issue of the possible removal of a Director will be on the agenda. The director shall have the right to present evidence at a meeting as to why he or she should not be removed, and the director shall have the right to be represented by an attorney at and before the meeting. At the meeting, the Board of Directors shall consider possible arrangements for resolving the problems that are in the mutual interest of the Corporation and the Director. A director may be removed from the position by the affirmative vote of the majority of the Board of Directors.

## **Article V**

### **OFFICIERS**

## **Elections of Officers**

5.01 The President and officers shall be elected by the Board of Directors at its first meeting. Thereafter, the Officers of the Corporation shall be elected annually by the Board of Directors at the annual meeting of the Board of Directors. If the election of officers is not held at this meeting, the election shall be held as soon thereafter as conveniently possible. Each officer shall hold office until a successor is duly selected and qualified. Officers will be elected from members of the new board. All officers shall serve a term of two years or until their successors assume the duties of office. Officers shall not be restricted to a term of two years and may be re-elected by the Board of Directors. The President and Treasurer shall be elected in odd numbered years. The secretary and Vice President shall be elected in even numbered years.

## **Removal**

5.02 Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors.

## **Vacancies**

5.03 A vacancy in any office may be filled by the Board of Directors for the unexpired portion of the Officers term.

## **President**

5.04 The president shall serve as the Chief Executive Officer of the Corporation and shall preside at all meetings of the membership and the Board of Directors. The President shall supervise all the business and affairs of the corporation and provide the business agenda. The president shall assign Board or Corporation Members to committees subject to Board of Directors approval. The president shall, with advice and counsel of the Board determine all committees, select all committee leaders, assist in the selection of committee personnel, subject to approval of the Board of Directors. The President may execute any deeds, mortgages, bonds, contracts, or other instruments that the Board of Directors has authorized to be executed. However, the president may not execute instruments on behalf of the corporation if this power is expressly delegate to another officer or agent of the corporation or board of directors, the Bylaws, or statute. The president shall not make motions, or second unless its by ballot form, or to break a tie.

## **Vice President**

5.05 When the president is absent, is unable to act, or refuses to act, a Vice President shall perform the duties of the president. When a Vice President acts in place of the president, the vice president shall have all the powers of and be subject to all the restrictions upon the president. If there is more than one vice president, the vice president shall act in place of the president in the order of the votes received when elected. A vice president shall perform other duties as assigned by the president or Board of Directors.

## **Treasurer**

5.06 The treasurer shall:

- (A) Have charge and custody of and be responsible for all funds and securities of the corporation.
- (B) Receive and give receipts for money due and payable to the corporation from any source.
- (C) Deposit all money in the name of the corporation in banks, trust companies, or other depositories as provided in the Bylaws or as directed by the Board of Directors.
- (D) Write checks and disburse funds to discharge obligations of the corporation. Funds may not be drawn from the corporation or its accounts for amounts greater than \$500.00 without the signature of the president in addition to the signature of the treasurer.
- (E) Maintain the financial books and records of the corporation.
- (F) Prepare financial reports at least annually.
- (G) Perform other duties as assigned by the President or by the Board of Directors.
- (H) If required by the Board of Directors, give a bond of faithful discharge of his or her duties in a sum and with surety as determined by the Board of Directors.
- (I) Perform the entire duties incident to the Office of Treasurer.

## **Secretary**

5.07 The Secretary shall:

- (A) Give all notices as provided in the Bylaws or as required by law.
- (B) Take minutes of the meetings of the members and of the Board of Directors and keep minutes of as part of the corporate records.
- (C) Maintain custody of the corporate records and of the seal of the corporation.
- (D) Affix the seal of the corporation to all documents as authorized.
- (E) Keep a register of the mailing address of each member, director, officer, and employee of the corporation.
- (F) Perform duties as assigned by the President, or Board of Directors.



(G) Perform all duties incident to the Office of Secretary.

## **Article VI**

### **COMMITTEES**

#### **Appointment and Authority**

6.01 (A) The president, by and with the approval of the Board of Directors, shall appoint all committees and committee Chairpersons. The President may appoint such committees, and their chairpersons as deemed necessary to carry out the programs of the corporation, committee appointments shall be at the will and pleasure of the president and shall serve concurrent with the term of the appointing president, unless different terms are set by the Board of Directors.

(B) It shall be the function of committees to make investigations, conduct studies, make recommendations to the Board of Directors, and to carry on such activities as may be delegated to them by the President or Board.

6.02 Ex-Officio member shall serve on the Board of Directors as a nonvoting member. The Ex-Officio member may partake in any discussions that come before the Board, but may not make motions, seconds, or vote. The Ex-Officio member does not constitute a member for a quorum. The Library Director serves as the Ex-officio member, and he/she may designate the duties to another library staff member if he/she chooses to do so.

6.03 The president may choose to appoint a parliamentarian for the Board of Directors. The Parliamentarian does not partake in any discussions, does not make motions or seconds, he/she will give a recommended opinion if the presiding officer demands, and he/she will assure that the Bylaws and Roberts Rule of Order are followed at all times. The Parliamentarian does not need to be a member of the corporation and will serve a term concurrent to the president's term. He/she may be removed by the president with approval of the Board of Directors.

## **ARTICLE VII**

### **TRANSACTION OF THE CORPORATION**

#### **Contracts**

7.01 The Board of Directors may authorize any officer or agent of the corporation to enter into a contract or execute and deliver any instrument in the name of and on behalf of the corporation. This authority may be limited to a specific contract and instrument.

## **Funds**

7.02 All Money paid to the corporation shall be placed in a general operating account. Funds unused from the current year's budget may be placed in a reserve account.

## **Deposits**

7.03 All funds of the corporation shall be deposited to the credit of the corporation in banks, trust companies, or other depositories that the Board of Directors selects.

## **Gifts**

7.04 The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or any special purpose of the corporation. The Board of Directors may take gifts and give charitable contributions that are not prohibited by the Bylaws, the articles of incorporation, state law, and any requirements for maintaining the Corporations federal and state tax status.

# **ARTICLE VIII**

## **BOOKS AND RECORDS**

### **Required Books and Records**

8.01 The Corporation shall keep correct and complete books and records of account. The corporation's books and records shall include:

(A) A file-endorsed copy of all documents filed with the Texas Secretary of State relating to the corporation, including, but not limited to, the articles of incorporation, and any articles of amendment, restated articles, articles of merger, articles of consolidation, and statement of change or registered office or registered agent.

(B) A copy of the Bylaws, and any amended versions or amendments to the Bylaws.

(C) Minutes of proceedings of the members, Board of Directors, and committees having any of the authority of the Board of Directors.

(D) A list of names and addresses of the members, directors, officers, and any committee members of the corporation.

(E) A financial statement showing the assets, liabilities, and net worth of the corporation at the end of the five most recent fiscal years.

(F) A financial statement showing the income and expenses of the corporation for the five most recent fiscal years.

(G) All rulings, letters, and other documents relating to the corporations' federal state and local tax status.

(H) The Corporations federal, state, and local information or income tax returns for each of the corporations five most recent fiscal years.

## **ARTICLE IX**

### **FISCAL YEAR**

9.01 The fiscal year of the corporation shall begin on the first day of January and end on the last day of December each year.

## **ARTICLE X**

### **NOTICES**

#### **Notice by Mail or Email**

10.01 Any notice required or permitted by the Bylaws to be given to a director, officer, or member of a committee of the corporation may be given by mail or email (if an email address has been provided to the corporation by the recipient for such purpose). If mailed, a notice shall be deemed to be delivered when deposited in the United States mail addressed to the person at his or her address

as it appears on the records of the Corporation, with postage prepaid. A person may change his or her mailing address or email address by giving written notice to the Secretary of the Corporation.

### **Signed Waiver of Notice**

10.02 Whenever any notice is required to be given under the provisions of the Act or under the provisions of the articles of incorporation or the Bylaws, a waiver in writing signed by a person entitled to receive a notice shall be deemed equivalent to the giving of the notice. A waiver of notice shall be effective whether signed before or after the time stated in the notice being waived.

### **Waiver of Notice by Attendance**

10.03 The attendance of a person at a meeting shall constitute a waiver of notice of the meeting unless the person attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

## **ARTICLE XI**

### **SPECIAL PROCEDURES CONCERNING MEETINGS**

#### **Meeting by Telephone or Video Conference**

11.01 The Board of Directors, and any committee of the corporation may hold a meeting by telephone or video conference call procedures in which all persons participating in the meeting can hear each other. The notice of a meeting by telephone or video conference must state the fact that the meeting will be held by telephone or video conference as well as all other matters required to be included in the notice. Participation of a person in a conference call meeting constitutes the presence of that person at the meeting.

#### **Decision without a Meeting**

11.02 Any decision required or permitted to be made at a meeting of the Board of Directors, or any committee of the corporation may be made without a meeting. A decision without a meeting may be made if a majority agrees to the decision by all persons entitled to vote on the matter. The original consents (written or

electronic) shall be placed in the Corporations minute book and kept with the corporation's records.

## **ARTICLE XII**

### **AMENDMENTS TO THE BYLAWS**

12.01 These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by the Board of Directors. The notice of any meeting at which the Bylaws are altered, amended, or repealed, or at which new Bylaws are adopted shall include the text of any existing provisions to be altered, amended, or repealed.

## **ARTICLE XIII**

### **MISCELLANEOUS PROVISIONS**

#### **Legal Authorities Governing Construction of Bylaws**

13.01 The Bylaws shall be construed in accordance with the laws of the State of Texas. All references in the Bylaws to Statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

#### **Legal Construction**

13.02 If any Bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision and the Bylaws shall be construed as if the invalid, illegal or unenforceable provision had not been included in the Bylaws.

#### **Headings**

13.03 The headings used in the Bylaws are used for convenience and shall not be considered in construing the terms of the Bylaws.

#### **Seal**

13.04 The Board of Directors may provide for a corporate seal in a form to be determined by the Board.

## **ARTICLE XIV**

### **ROBERTS RULE OF ORDER**

14.01 The proceedings of the Corporation meetings shall be governed by and conducted according to the latest edition of Roberts Manual of Parliamentary Rules when not in conflict with these Bylaws.

### **CERTIFICATE OF PRESIDENT**

I certify that I am the duly elected and acting President of Friends of the Laguna Vista library, a Texas Non-profit Corporation and that the foregoing Bylaws constitute the Bylaws of such Corporation. These Bylaws were duly adopted by unanimous written consent to action of the Board of Directors dated November 12, 2008.

Revised: (DATE)

Angie Westbrook, **President**

Friends of the Laguna Vista Library

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Attest:

Teresa Bryant, **Secretary**

Friends of the Laguna Vista Library

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