

BYLAWS OF FRIENDS OF THE ROUND ROCK PUBLIC LIBRARY, INC.

ARTICLE 1 – NAME

The name of this organization shall be the Friends of the Round Rock Public Library, Inc. (hereafter referred to as “the Friends”).

ARTICLE 2 – PURPOSE

Section 1. The Friends are organized and operate as an incorporated non-profit entity in accordance with Section 501(c)(3) of the Internal Revenue Code and whose purpose is to receive donated funds and personal and real property as well as raise funds for disbursement primarily for the benefit of the patrons and staff of the Round Rock Public Library but also for the benefit of other governmental or nonprofit organizations and personnel associated with and/or support the Round Rock Public Library (hereafter referred to as the RRPL).

Section 2. The Friends, through its Board of Directors, receive, hold in trust and safely keep all funds and properties and shall raise additional revenue through prudent investment.

ARTICLE 3 – OFFICES

Section 1. Principle Office. The principal office of the Friends in the State of Texas shall be located in the City of Round Rock, County of Williamson.

Section 2. Registered Office. The Friends shall have and continuously maintain in the State of Texas a registered office at 216 East Main St., Round Rock, Texas 78664, and a registered agent whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Act.

ARTICLE 4 – ORGANIZATION

Section 1. General Membership. General membership shall be composed of both dues-paying members who shall elect the officers of the Board of Directors (hereafter referred to as the

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Board) and honorary members. General membership is open to all persons or organizations interested in supporting the RRPL. Membership is neither assignable nor transferable.

Section 1a. General Membership Categories. There are currently six (6) general membership categories. Annual memberships include I: Individual, Family, Senior (65 or older), and Business. Lifetime memberships applicable only to individuals include: Individual (<65) and Senior (≥ 65). In addition to the general memberships, Honorary memberships are also given.

Section 2. Membership Dues.

Honorary membership imposes no dues-paying obligation and carries no voting authority. All full-time paid staff at the Round Rock Library are offered honorary membership and are considered honorary members unless they decline. Other persons so designated by the Board are honorary members. Former RRPL employees may become paid members by paying dues.

The amount of dues for all other categories of membership is as currently set and is promulgated in notices, brochures and advertisements. The amount of dues for each category is subject to change if and when the Board deems it prudent to do so. Dues collected for all categories except Lifetime cover a member for the membership year (January 1 – December 31) in which the dues are collected; however, dues collected from the inception of the yearly membership drive held in October through the end of the year (November and December) entitle the dues payer to membership from date of paying dues through the next complete calendar year. During the last two months of a membership year (November/December) entitle the dues payer to membership for the entire subsequent membership year. Lifetime membership is for the life of the member from the date of payment of Lifetime dues and shall not be subject to change during that person's life.

Section 3. Compensation. No general member or member of the Board Member shall receive compensation, monetarily or otherwise, for their services. They may, however, be reimbursed for actual expenses if/when approved by the Board.

Section 4. Meetings.

The annual meeting of the general membership shall be held during the month of November to elect officers of the Board, to approve the budget for the following year and to transact other business that may be brought forth at the meeting.

Special meetings may be called by the Board or when requested in writing by not less than one tenth of the general membership.

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The Board shall designate the place of the annual meeting, and special meetings. Written, printed or electronic announcement of a meeting shall state the place, day, hour and purpose of any meeting and shall be posted not less than ten (10) nor more than (50) days before the date of the meeting. Posting shall be accomplished by the Board and shall be done in one or more of the following manners: personally, by mail or electronically to each member entitled to vote at such meeting.

General Annual and special meetings may not be held unless there is a quorum of at least ten percent (10%) of the general membership of eligible voting members. The Board meetings may not be held unless there are at least three or three incumbent members of the Board present. Meetings shall be conducted in consonance with the most current edition of Robert's Rules of Order.

ARTICLE 5 – THE BOARD

Section 1. Responsibilities. The Board shall manage the affairs of the Friends, which shall include conducting and/or approving all fundraising and fund disbursing activities sponsored by or supported by the organization in accordance with Article 2, Section 1 of the by-laws. All board members must be current with their membership dues.

Section 2. Elected Officers. Officers of the Board shall include a President, 1st Vice President Events, 2nd Vice President Membership, 3rd Vice President Communications, Secretary and Treasurer. These officers shall serve as the Executive Committee.

Only paid-up members of the RRPL may serve as an elected officer.

Section 3. Appointed Board Members. No less than two (2) nor more than (4) members shall be appointed by a majority of the elected officers to serve as Members at Large functioning as committee chairpersons or in other positions as the Board sees fit. Only paid-up members of the Friends are eligible to be appointed to the Board.

These may include but is not limited to the Chair of the Book Nook Committee.

Section 4. Vacancies. The Board may fill a vacancy in any elected or appointed office position may be filled by the Board for the unexpired portion of the term without general membership approval.

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Section 5. President. The President shall be the principal executive officer of the Friends and shall, in general, supervise and control all the business affairs of the Friends. The President shall preside at all meetings of the general members and of the Board.

Section 6. 1st Vice President Events. In the absence of the President, or in the event of the President's inability or refusal to act, the 1st Vice President shall perform the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions placed upon, the President. The 1st Vice President shall also be responsible for all events, both fundraising and social.

Section 7. 2nd Vice President Membership. In the absence of the President and 1st Vice President, or in the event of their inability or refusal to act, the 2nd Vice President shall perform the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions placed upon, the President. The 2nd Vice President shall manage all matters related to membership. He/she shall keep a register of the mailing address, phone number and email of each member which shall be furnished made available to the Board.

Section 8. 3rd Vice President Communications. In the absence of the President, 1st Vice President and 2nd Vice President, or in the event of their inability or refusal to act, the 3rd Vice President shall perform the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions place upon, the President. No The 3rd Vice President shall work directly with the Library Liaison board member and shall also be responsible for published activities related to the outreach to current and potential members of the Friends. Activities include, but are not limited to newsletters, posters, flyers, and notices. The 3rd Vice President may use hard copy, electronic or any other method that he/she and the Library Liaison deem appropriate.

Section 9. Treasurer. The Treasurer shall have custody of and be responsible for all funds and securities of the Friends and shall maintain an inventory of any non-monetary property of value. The Treasurer shall account for all receipts and disbursements, providing receipts and recording transactions as they occur and depositing in a timely manner, in financial accounts established by the Friends, all funds received. The Treasurer shall provide a financial status report to the Board at each Board meeting and prepare, with the Board's approval, a budget for the forthcoming year for presentation at the general membership meeting.

Section 10. Secretary. The secretary shall keep the minutes of the meetings of the Board, prepare and disseminate all notices in accordance with the provisions of these by-laws and/or as required by law, and maintain historical and other non-financial records pertaining to the

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establishment and operation of the Friends and the Board. Monthly file approved minutes, treasurer report and Library Director's report.

Section 11. Library Liaison. The position of the Library Liaison is a non-voting, ex-officio member of the Board. This position on the Board will be filled by the Director of the RRPL, or his or her by the Director's designee.

Section 12. Meetings. The Board may meet at any time, if all Board members have been notified of the meetings verbally, in writing or electronically at least 24 hours prior to the meeting.

Section 13. Quorum. A quorum for the monthly Board meetings shall be no less than three (3) elected or appointed Board members present at the meeting. A quorum for the Annual Meeting should be no less than 10% of the membership.

Section 14. Voting. At the monthly Board meeting, each elected or appointed member of the Board shall have one vote. At the Annual Meeting all members present shall have a vote. A motion is passed if a majority present at a duly called meeting approves the motion.

Proxy voting will be permitted.

Section 15. Electronic Voting. Any action taken by the Board may be taken by electronic poll, with the votes recorded by the pollster. All Board members must be offered the opportunity to cast a vote. The President or his/her designee may do the polling. For any action to be valid and binding a quorum of the Board must vote in the electronic poll. Electronic voting will include the use of any or all of the following electronic means of communication: telephone, email, and instant messaging.

Section 16. Nominating Committee. The nominating committee shall be made up of three (3) members, one of whom must be an elected Board member (excluding the President). Incumbent Board members may continue to serve in their respected offices unless there are nominations for, and elections of replacements. Announcements of nominated officers will be made at the Board's October meeting, and any other nominations accepted from the Board membership at that time. The nominations from the committee and Board will be included in the announcement of the November general membership meeting. Nominations may be made from the floor at the November meeting.

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Section 17. Budget. Prior to the general meeting of the FRRPL, the Board shall review the annual budget presented by the Treasurer in accordance with Article 5, Section 9 of these bylaws, and approve the budget. The approved budget shall be made available for review at the general meeting. If it becomes necessary to deviate from the budget during the budget year, the monthly financial status reports provided by the Treasurer to the Board shall reflect any/all such deviations with an explanation for same.

Section 18. Terms of Office. Members elected to the Board and appointed by the Board shall serve the entire membership year. There is no limit on the number of terms one person may serve, either consecutively or cumulatively. Terms shall not exceed three (3) consecutive years in the same position. However, Board Members may continue to serve subsequent terms with a majority vote of the Board Members.

Section 19. Exclusion. Elected city officials or employees of the City of Round Rock may not hold an elected or appointed position on the Board.

Section 20. Removal/Recall. Any Board member not personally attending three (3) consecutive meetings shall be deemed to have resigned as a Board member effective as of the conclusion of the third meeting, unless a quorum (see Section 12) of the Board, upon good cause having been shown, votes to reinstate such person to the Board. The general membership may request a vote for recall of any member of the Board by calling a special meeting in accordance with the second paragraph of Article 4, Section 1d of the bylaws. A board member shall be removed from office if, at the special meeting, a majority of those present vote to recall that person.

ARTICLE 6 – INDEMNIFICATION

Section 1. Indemnification. The Friends shall have the power to indemnify any officer of the Friends for expenses and costs (including attorney's fees) actually and necessarily incurred by him or her in connection with any claim asserted against them by action in court or otherwise by reason of their being or having been such officer, provided that with respect to: (a) any criminal action or proceeding, such person had no reasonable cause to believe that their conduct was unlawful; or (b) any civil claim, issue, or matter, such person shall not be guilty of gross negligence or willful misconduct in the performance of their duties to the Friends. Termination or any action, suit, or proceeding by judgment, order, settlement, conviction or upon plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that such person had

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reasonable cause to believe that his or her conduct was unlawful, or that such person did not act in good faith or in a manner which they reasonably believed to be or not opposed to the best interest of the Friends.

Section 2. Procedure for Indemnification. Indemnification shall be made by the Friends only as authorized in each specific case upon the determination that indemnification of such person is proper in the circumstances because he/she has met the applicable standards of conduct as set forth in Section 1 hereof. Such determination shall be made: (2a) by the Board by a majority vote of a quorum; or (b) if such a quorum is not obtainable by independent legal counsel and a written opinion. Indemnification so determined may be paid, in part, before the termination of such action, suit or proceeding upon the receipt by the Friends of an undertaking by or on behalf of the person claiming such indemnification to repay all sums so advanced if it is subsequently determined that he/she is not entitled thereto as provided in the Article.

Section 3. Other Provisions. To the extent that an officer or agent of the Friends has been successful on the merits or otherwise in the defense of any action, suit, or proceeding, whether civil or criminal, such person shall be indemnified against such expenses (including costs and attorney's fees) actually and reasonable incurred by them in conjunction therewith. Indemnification provided herein shall incur to the benefit of the heirs, executors, and administrators of any person entitled thereto under the provisions of this section. The Friends shall have the power to purchase and maintain insurance on behalf of any person who is or was an officer or agent of the Friends, against any liability asserted against them and incurred by them in any such capacity, arising out of the status as such, whether or not the Friends would have the power to indemnify them against such liability under the provision of this section.

Section 4. Limitation. Indemnification and the amount of indemnification is solely at the discretion of the Bboard and may not exceed the assets of the Friends or of any policy of insurance purchased by the Friends as provided in this Article or of both such assets and policy of insurance.

ARTICLE 7 – COMMITTEES

Section 1. Standing Committees. The Board may establish, as it sees fit, standing committees to carry out the business of the Friends. These include but are not limited to the Book Nook. The Book Nook volunteers manage donations from the public and library withdrawals. They also keep the Book Nook organized with donated materials, collect money paid for items from the Nook, and keep monthly records.

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Section 2. Ad Hoc Committees. Ad hoc committees will be created by the Board as needed to fulfill the plan of service for the year, and will exist for as long as the Board deems appropriate. These include but are not limited to the Nominating Committee and the Audit Committees.

Section 3. Committee Membership. The chairpersons for each all other committees shall be appointed by the Board from the membership. All committees, unless otherwise stated, are open to participation from any member.

ARTICLE 8 – FISCAL YEAR, CHECKS, DEPOSITS, FUNDS AND AUDIT

Section 1. Fiscal Year. The fiscal year of the corporation shall be from January 1 to December 31.

Section 2. Checks and Drafts. All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Friends shall be signed by the Treasurer, the President, or a designated signer.

Section 3. Deposits. All funds of the Friends shall be deposited from time to time to the credit of the Friends in such depositories as the Board may select.

Section 4. Gifts. The Board may accept on behalf of the Friends any contribution, gift, bequest for the general purposes or for any special purpose of the Friends.

Section 5. Audit. A draft of an annual audit report of the previous fiscal year must be performed and presented to the Board ordinarily by May 1. The number to serve on an Audit Committee may be set by the Board. Immediate past and present Treasurers and immediate past and present Presidents may not serve on the Audit Committee.

ARTICLE 9 – BOOKS AND RECORDS

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Section 1. Books and Records. The Friends shall keep correct and complete books and records of account and shall also keep minutes of the proceeding of its general members of the Board. The records will be filed within thirty (30) days at the registered office of the Friends.

Section 2. Right of Inspection. All books and records of the Friends may be inspected by any member or his/her member's agent or attorney for any proper purpose at any reasonable time.

ARTICLE 10 - WAIVER OF NOTICE

Section 1. Amendments to Bylaws. These bylaws may be altered, amended, or repealed and new bylaws may be adopted at any annual or special meeting of the membership through a majority vote. A quorum must be present (10% of the current membership) with a majority of the members present at any regular meeting of the general membership, or at any special meeting of the general membership, if at least ten (10) days is given of an intention to alter, amend, or repeal these bylaws or to adopt new bylaws at such meeting.

ARTICLE 11 – EFFECTIVE DATE

Section 1. Effective Date. These bylaws shall become effective on the date of their adoption, and any prohibitions contained herein shall only act prospectively unless otherwise provided by these bylaws.