

# BYLAWS OF THE 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” or “the Organization”).

## 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 their purpose is to receive donated funds and personal and real property. In addition, the Friends raise funds for disbursement primarily for the benefit of the patrons and staff of the Round Rock Public Library (hereafter referred to as the RRPL), but also, for the benefit of other governmental or nonprofit organizations and personnel associated with and/or supported by the Round Rock Public Library.

**Section 2.** The Friends, through its Board of Directors (“the Board”), receive, hold in trust and safely keep all funds and properties and shall raise additional revenue through fundraisers and prudent investment of the funds.

## ARTICLE 3 – OFFICE LOCATIONS

**Section 1. Principal 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 200 E. Liberty Ave., 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. Membership.** The Organization shall offer the following types of membership: General Membership, Honorary Membership and In-Kind Membership. Membership is neither assignable nor transferable.

- a) **General Membership.** General membership is open to all persons or organizations interested in supporting the RRPL. General membership shall be composed of both dues-paying members (who shall elect the officers of the Board of Directors) and honorary members (see below). There are seven (7) general membership categories. Five (5) are annual: Individual, Family, Senior (65 or older), Student (age 16-22), and Business; two (2) are Lifetime: Individual (<65) and Senior (≥ 65).

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- b) **Honorary Membership.** Honorary membership imposes no dues-paying obligation and carries no voting privileges. All full-time paid staff at the Round Rock Public Library are offered honorary membership and are considered honorary members unless they decline. Other persons may be designated by the Board as honorary members. Former RRPL employees may become paid members by paying dues.
- c) **In-Kind Membership.** In-Kind Membership is available to businesses and organizations who wish to contribute in-kind donations (rather than cash) to the Friends, including but not limited to tangible goods, professional services or expertise relevant to the Organization's mission and activities. All In-Kind donations shall not be advertised or publicly promoted by the Organization, but the donor will be listed as a business partner of the Friends.

This category of membership must be approved by the Director of Membership in advance of any discussion with the prospective In-Kind member. The value of in-kind donations offered as part of an In-Kind Membership must be at least equal to the cost of an annual business membership; that value shall be determined by the Director of Membership in consultation with the donor. In-Kind Memberships can be renewed annually provided that the value of the donation of goods and/or services is equal to or greater than current annual Business dues.

**Section 2. Membership Dues.** Dues for all categories of membership, except honorary, are listed in notices, brochures and advertisements; dues for each category are subject to change if and when the Board deems it prudent to do so. Annual dues cover membership for a 12-month period from the date of payment (e.g., March 13<sup>th</sup> to March 12<sup>th</sup> or October 8<sup>th</sup> to October 7<sup>th</sup>). 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 lifetime.

**Section 3. Compensation.** No general member or 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 of the General Membership.** The Annual General Meeting of the general membership shall be held during the month of November to elect officers to the Board, to approve the budget for the following year and to transact any 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.

The Board shall designate the place of the Annual General 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 fifty (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.

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Annual General Meetings and special meetings may not be held unless there is a quorum of at least ten percent (10%) of eligible voting members of the general membership present. At the Annual General Meeting all members present shall have a vote. A motion is passed if a majority present at a duly called meeting approves the motion. Meetings shall be conducted in consonance with the 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 Bylaws.

- a) **Budget.** Prior to the Annual General meeting of the Friends, the Board shall review and approve the annual budget presented by the Treasurer in accordance with Article 5, Section 9 (f) of these Bylaws. The approved budget shall be presented at the Annual General meeting for final approval by the general membership. If it becomes necessary to deviate from the budget during the budget year, the financial status reports provided by the Treasurer to the Board at each meeting shall reflect any/all such deviations with an explanation for same.
- b) **Books and Records.** The Friends shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of all Board meetings and Annual General meetings for seven (7) years. The records will be filed within thirty (30) days at the registered office of the Friends. Retention of records beyond seven (7) years of items such as meeting minutes, bank statements, invoices, receipts etc. will be at the discretion of the Treasurer. All books and records of the Friends may be inspected by any member or their agent or attorney for any proper purpose at any reasonable time.

**Section 2. Elected Officers.** Officers of the Board shall include a President, Vice President, Director of Events, Director of Membership, Director of Communications, Treasurer, and Secretary. These seven (7) officers shall serve as the Executive Committee.

Only paid-up members of the Friends are eligible to be elected to the Board.

**Section 3. Members-at-Large.** Each January, no fewer than three (3) nor more than six (6) 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 deems appropriate. These include, but are not limited to, the Chair of the Book Nook Committee. Members-at-Large have the right to vote at Board meetings.

Only paid-up members of the Friends are eligible to be appointed to the Board.

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**Section 4. Library Liaison.** The position of the Library Liaison is a non-voting, ex-officio member of the Board and shall be filled by the Director of the RRPL, or their designee.

**Section 5. Vacancies.** The Board may fill a vacancy in any elected or appointed position for the unexpired portion of the term without general membership approval.

**Section 6. Exclusion.** Elected city officials or employees of the City of Round Rock may not hold an elected or appointed position on the Board.

**Section 7. Removal/Recall.** Any Board member (elected or appointed) 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 10 (a)] 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 4 of these Bylaws. A Board member shall be removed from office if, at the special meeting, a majority of those present vote to recall that person.

**Section 8. Terms of Office.** Members elected to the Board and Members-at-Large appointed by the Board shall serve from January 1<sup>st</sup> to December 31<sup>st</sup>. Terms should not exceed three (3) consecutive years in the same position; however, a Board member may continue to serve subsequent terms with a majority vote of the Board of Directors each year after the third year.

### **Section 9. Duties of the Officers.**

a) **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.

b) **Vice President.** The Vice President shall assist the President as requested.

In the absence of the President or in the event of the President's inability or refusal to act, the 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. In the event of the resignation or death of the President, the Vice President shall automatically succeed as President.

c) **Director of Events.** The Director of Events shall be responsible for all events, both fundraising and social.

In the absence of the President and Vice President, or in the event of their inability or refusal to act, the Director of Events 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.

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- d) **Director of Membership.** The Director of Membership shall manage all matters related to membership. They shall maintain and make available to the Board a list of each member (including their mailing address, phone number, and email address). They shall review and approve all requests for In-Kind Membership including determining the value of In-Kind donations offered as a part of an In-Kind Membership, and shall maintain an accurate record of all In-Kind Memberships and donations.
- e) **Director of Communications.** The Director of Communications shall work directly with the Library Liaison and shall also be responsible for maintaining the Friends portion of the RRPL website, all social media platforms used by the Friends such as Facebook, and for publishing information related to outreach to current and potential members of the Friends. Publications include, but are not limited to, newsletters, posters, flyers and notices. The Director of Communications may distribute these items via hard copy, electronic means or any other method that they and the Library Liaison deem appropriate.
- f) **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, provide receipts when requested, record transactions as they occur and deposit all funds received in a timely manner in financial accounts established by the Friends. 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 adoption at the Annual General Membership Meeting.
- g) **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 Bylaws and/or as required by law, and maintain historical and other non-financial records pertaining to the establishment and operation of the Friends and the Board. They shall distribute the approved monthly minutes, including the treasurer's report and Library Director's report, to all members of the Friends.

**Section 10. Meetings of the Board of Directors.** Board meetings shall be held a minimum of nine (9) times a year. The Board may meet at any time if all Board members have been notified of the meeting verbally, in writing, or electronically, at least 24 hours prior to the meeting. Board meetings are open to all the members of the Friends, but only elected and appointed members of the Board may vote at Board meetings.

- a) **Quorum.** A quorum for Board meetings shall be no fewer than four (4) elected members present at the meeting.
- b) **Voting.** At the Board meeting, each elected or appointed officer and each Member-at-Large shall have one vote. A motion is passed if a majority present at a duly called meeting approves the motion.
- c) **Proxy voting.** Proxy voting will be permitted.
- d) **Electronic Voting.** Any action taken by the Board may be taken by electronic poll, with the votes recorded by the pollster and the results reported to all Board members. All Board

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members must be offered the opportunity to cast a vote. The President or their 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 may include the use of any or all of the following means of communication: phone, email, or any other electronic messaging system.

### **ARTICLE 6 – COMMITTEES**

**Section 1. Nominating Committee.** The Nominating Committee shall be appointed by the Board at the August or September Board meeting and shall be made up of three (3) members, one of whom must be an elected Board member (excluding the President) They shall elect their own chairman. Announcement of the nominated officers shall be made at the October meeting of the Board, at which time other nominations may be accepted from the Board members present. The names of all nominees shall be included in the announcement of the November Annual General membership meeting. During the Annual General meeting other nominations may be accepted from the floor if accompanied by written permission of the nominee.

**Section 2. 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.

- a) **The Book Nook.** Volunteers manage donations from the public and from library withdrawals. They also keep the Book Nook organized and keep monthly records.

**Section 3. 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 Financial Review Committee.

**Section 4. Committee Membership.** The chairperson for each of the committees, except the Nominating Committee, shall be appointed by the Board from the membership. All committees, unless otherwise stated, are open to participation by any member.

### **ARTICLE 7 – FISCAL YEAR, CHECKS, DEPOSITS, FUNDS AND FINANCIAL REVIEW**

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

**Section 2. Finances.**

- a) **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,

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the President or other designated signer.

- b) **Deposits.** All funds of the Friends shall be deposited on a regular basis to the credit of the Friends in such depositories as the Board may select.
- c) **Gifts.** The Board may accept on behalf of the Friends any contribution, gift, or bequest for the general purposes of, or for any special purpose of, the Friends.

**Section 3. Financial Review.** An annual financial review of the previous fiscal year must be performed and presented to the Board, ordinarily, by the May Board meeting. The number of people to serve on a Financial Review Committee shall be set by the Board. Immediate past and current Treasurers and immediate past and current Presidents may not serve on the Financial Review Committee.

### ARTICLE 8 - AMENDMENTS TO THE BYLAWS

These Bylaws may be altered, amended, or repealed and new Bylaws adopted at any Annual General Meeting or special meeting of the membership by a 2/3rds vote of the members present, provided that at least fourteen (14) days' notice is given of the intention to alter, amend or repeal these Bylaws, or to adopt new Bylaws.

### ARTICLE 9 – INDEMNIFICATION

**Section 1. Indemnification.** The Friends shall have the power to indemnify any officer or member-at-large of the Friends for expenses and costs (including attorney's fees) actually and necessarily incurred by them in connection with any claim asserted against them by action in court or otherwise, by reason of their being or having been such officer or member-at-large, 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 reasonable cause to believe that their conduct was unlawful, or that such person did not act in good faith or in a manner which they reasonably believed to be in, 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 they had met the applicable standards of conduct as set forth in Section 1 hereof. Such determination shall be made: (a) 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

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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 they are not entitled thereto as provided in this Article.

**Section 3. Other Provisions.** To the extent that an officer or member-at-large 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 reasonably 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 member-at-large 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 Board 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 10 – EFFECTIVE DATE**

These Bylaws shall become effective on the date of their adoption, until altered, amended or repealed by a 2/3rds majority vote.