

BYLAWS FRIENDS OF THE WELLS BRANCH COMMUNITY LIBRARY

ARTICLE I

These bylaws consist of the code of rules adopted by the Friends of the Wells Branch Community Library (FOL), a 501c3 organization, located at 150001 Wells Port Drive, Austin, Texas, 78728.

ARTICLE II

Purpose

The purposes for which the FOL is organized are:

- (1) Support the organization, operation, and maintenance of the District;
- (2) Improve and promote the District and the betterment of all lines of communication;
- (3) Raise funds and accept donations, money and other property on behalf of the District which will then be used by the District under the direction of its elected Board of Trustees;
- (4) Serve as the advocate for the District to enhance cooperation beneficial to the library resource in the Wells Branch Community;
- (5) To have and exercise all the rights and powers conferred on corporations under the Texas Business Code, as such law is now in effect or may at any time hereafter be amended; and
- (6) To do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of the FOL.

ARTICLE III

Board of Directors

SECTION 1 –Powers

The Board of Directors (the board) of this Corporation is vested with the management of business and affairs of this Corporation subject to The Texas Business Organizations Code, the Certificate of Incorporation, and these bylaws.

SECTION 2 - Qualifications

- a. Directorships shall not be denied to any person on the basis of race, sex, creed, religion, or national origin.
- b. Directors must be 18 years of age at the start of their elected or appointed term.
- c. Directors must be registered members of Friends of the Library.
- d. Employees and Trustees of the Wells Branch Community Library District are ineligible to serve as Directors (other than as specified in Section 3 Article III).

SECTION 3 Number of Directors

- a. The Board of Directors will consist of Six directors.
- b. One director must be appointed by the Board of Trustees of the Wells Branch Community Library District; this is a non-voting position.

SECTION 4 Term of Directors

Directors shall serve terms of one year.

SECTION 5 Elections

Elections for Directors filling expired terms shall be held at the last regular meeting of the fiscal year. Any directorship to be filled by appointment shall be filled at the next regular meeting of the Board of Directors or at a special meeting called for that purpose. When a re-appointment or replacement is made, the re-appointment or replacement shall be considered effective on the date that the prior term expired (i.e., the new term does not begin on the date of the election). Board members whose terms have expired may continue serving for forty-five days until they are either re-appointed or until their successors are chosen. After forty-five days, the term shall be considered vacant.

SECTION 6 Resignations

Any Director may resign at any time by delivering written notice to the Secretary or President of the Board of Directors. Such resignation shall take effect upon receipt or, if later, at the time specified in the notice.

SECTION 7 Vacancies in Directorships

Vacancies shall be filled by majority vote of the remaining members of the Board of Directors, unless less than a quorum, and the Director filling the vacancy shall serve for the remainder of the term of the directorship that was vacated. Vacancies shall be filled as soon as practical. Any Director may make nominations to fill vacant directorships from the membership list of the FOL. If there is no quorum, the Board of the Trustees of the Wells Branch Community Library District and the remaining Board of Directors will appoint directors from the membership of the FOL until there is a quorum.

SECTION 8 -- Officers

The Directors shall be elected from a proposed slate at the last meeting of the fiscal year of the FOL, though the terms will not go into effect until the start of the next fiscal year. These officers shall be President, Vice President, Secretary, and Treasurer.

a. President -- who shall be the chief executive officer and, in general, will supervise and control all of the business and officers. Specifically, the President shall:

1. Preside over Board meetings, both scheduled and special
2. Preserve order and decorum.
3. Establish the agenda for Board meetings,
4. Assign tasks relating to Board functions to Board members and monitor the progress of assigned tasks through reports by Board members;
5. Sign, with the Secretary or another proper officer of the board any instruments that the Board has authorized to be executed.
6. Have such other authority and perform such other duties as may be prescribed from time to time by the Board.

b. Vice President -- who shall assist the President in directing the affairs of the FOL, and, in the absence or unavailability of the President, assume the duties of President and perform such other duties as may be assigned by the President or by the Board.

c. Secretary -- who shall:

1. Serve as President in the absence or unavailability of both the President and Vice President;
2. Be responsible for the accuracy of the minutes of the Board meeting and bring any

correction to the attention of the Board at its next meeting;

3. Ensure that all records and books of the corporation are properly kept including an alphabetical list of registered members including mailing addresses and emails;
4. The Secretary shall, with the approval of the Board of Directors, set up procedures for any elections held by the Corporation. The Secretary shall keep a record of all votes cast in such elections.
5. In the case of the absence or unavailability of the Secretary, or the Secretary's refusal or neglect to fulfill the duties of Secretary, the Vice President shall perform the functions of the Secretary. If the Vice President is absent or unavailable then the Treasurer shall perform these functions; and
6. Perform such other duties as may be assigned by the President or by the Board.

d. Treasurer who shall:

1. Maintain all financial records of income and expense;
 2. Pay all bills and expenditures approved by the Board;
 3. Shall present two times per year at regular membership meetings an accounting of the financial activities of the Board; and
 4. The Treasurer shall keep all financing records, books, and annual reports of the financial activities of the Corporation at the principal office of the Corporation and make them available in a timely manner at the request of any Director or member of the Corporation during regular business hours for inspection and copying; and
 5. Have such other authority and perform such other duties as may be prescribed from time to time by the Board.
- e. One At Large Director; duties as assigned by the President or by the Board as required.
- f. One FOL Liaison to be appointed by the Wells Branch Community Library District -- this is a non-voting position.

SECTION 9 Vacancies in Officers

Vacancies in office shall be handled as follows:

- a. In the event of resignation or incapacity of the President, the Vice-President shall become the President for the unexpired portion of the term.
- b. In the event of resignation or incapacity of the Treasurer, the Trustees of the Wells Branch Community Library District will appoint an individual for the unexpired portion of the term.
- c. Vacancies in officers other than the President or Treasurer shall be filled for the unexpired term by appointment from the membership of the FOL by majority of the Board.

SECTION 10 Compensation

Directors shall not receive any salaries or other compensation for their services, but by resolution of the Board of Directors, may be reimbursed for any actual expenses incurred in the performance of their duties for the Corporation including trainings, as long as a majority of interested Board of Directors approve the reimbursement. The Corporation shall not loan money or property to, or guarantee the obligation of any Director.

ARTICLE IV Committees

1. Executive Committee: The President, Treasurer, and Secretary will serve as the executive committee. All decisions made by the Executive Committee must be approved by the full Board of Directors at the next regular meeting or special meeting, but within 60 days of decisions or the decisions will not be binding.

2. Additional Committees: The Board of Directors may from time to time designate and appoint additional standing or temporary committees by majority vote of the Board of Directors. Such committees shall have and exercise such prescribed authority as is designated by the Board of Directors. The Directors may authorize these committees to exercise any powers, responsibilities, and duties consistent with the Certificate of Incorporation and these bylaws.

ARTICLE V

Meetings

SECTION 1 - Regular Meetings

Regular meetings shall be held at least two times per year at the Wells Branch Community Library located at 15001 Wells Port Drive, Austin, TX 78728. Regular meetings will be when the library is open, but after 5 pm or on weekends.

SECTION 2 Special Meetings

Special meetings shall be called as needed and the notice given to members must contain the reason for the meeting. A special meeting may be called by the President, a quorum of the Board of the Directors, or not less than one tenth of members entitled to cast votes at a meeting.

SECTION 3 Notice

Both regular and special meetings shall be announced with at least ten days advance notice, but not more than sixty using the current email list of registered FOL members, posted on the library's community board, and if feasible using other forms of neighborhood communication.

SECTION 4 – Quorum

A quorum of the board shall be a majority of the board. There is no quorum needed of members.

SECTION 5 -- Agenda

The posted agenda at any meeting shall outline business to be enacted. The board will accept citizen input and may act on items as agreed to by a quorum of the Board.

SECTION 6 - Conduct of Meetings

All meetings shall be held in accordance with Robert's Rules of Order, Newly Revised, in all cases to which they are applicable.

SECTION 7 - Membership

All residents living within the boundaries of the Wells Branch Community Library District or persons who are patrons of the Wells Branch Community Library with active library cards are eligible to become members of the FOL, if they meet registration guidelines.

SECTION 8 - Registration Guidelines

The Board of the Friends of the Library will draft registration guidelines and make them available online and at the library.

SECTION 9 Voting

1. All registered members of the FOL are eligible to vote for the Board of Directors.
2. Members must be registered by the close of business of the Wells Branch Community Library the day before a Board of Directors election. Members registering after notice is given waive notice of the meeting.
3. Proxy voting is not permitted.

ARTICLE VI
Financial Matters

SECTION 1 -- Dues

The FOL may establish a dues schedule.

SECTION 2 –Grant funds solicited by the library or the FOL

From time to time the FOL as a 501C-3 corporation may receive grant funds from corporations or other entities for specific projects. Dedicated grant funds received by the FOL shall be conveyed to the library upon written request. The library will assume the responsibility for all grant compliance and supply the secretary of the FOL with copies for file. All grant applications must be approved by the Library Director or the Board of Trustees of the Wells Branch Community Library District prior to submission.

SECTION 3 - Audit

At the end of each fiscal year, the Wells Branch Community Library District shall have an audit of the affairs of the District performed by an independent certified public accountant, which will include the funds of the FOL.

SECTION 6 – Fiscal Year

The fiscal year for the District shall be January 1 to December 31.

ARTICLE VII
Dissolution

In the event of the dissolution of the organization by its members, all funds and property of the organization will go to the Wells Branch Community Library District.

ARTICLE VIII
Amendments

SECTION 1 - Amendments

Amendments to these bylaws may be made by a majority vote of members at any regular meeting, or at a special meeting held for that purpose, notice of which has been given by the Secretary to each member at least ten days but no more than sixty days in advance of the meeting, whether regular or special. The notice must contain the exact language of the proposed amendment.

SECTION 2 - Parties to be Notified when Amending Bylaws

Notice of at least ten days and no more than sixty days must be given to the Board of Trustees of the Wells Branch Community Library District and to the Library Director of any proposed amendments to these bylaws. The Board of Trustees of the Wells Branch Community Library District and the Library Director must also receive a copy of any approved bylaw amendments.

SECTION 3 - Amendments to the Certificate of Incorporation and Purpose Clause

Any amendment to the purpose clause of these bylaws or to the Certificate of Incorporation must be approved by the Board of Trustees of the Wells Branch Community Library District before such amendments go into effect.

Amended 12-12-2016