

FRIENDS OF THE BULVERDE AREA RURAL LIBRARY DISTRICT ~~(BARLD)~~ ~~(FOL)~~ BYLAWS

ARTICLE I NAME, PURPOSE, AND POLICY

Section 1. The name of this corporation shall be Friends of the Bulverde Area Rural Library District ~~(BARLD)~~ ~~(FOL)~~.

Section 2. The purposes of this corporation are: To promote public use of the **Bulverde Area Rural Library District's (BARLD's)** Mammen Family Public Library (MFPL) and any future library(s); to **advocate the MFPL's** value as a cultural and educational asset to the community; to supplement library services and materials beyond the library's normal operating budget; and to encourage the extension and improvement of its services. The corporation also supplements **BARLD's** mission to provide an environment that inspires a life-long love of learning with programs and activities that make available educational and cultural opportunities not normally accessible to members of the community.

Section 3. This corporation shall be non-profit, non-partisan, and shall not issue stock. This corporation shall have no seal. The registered address of this corporation shall be 131 Bulverde Crossing., Bulverde, TX 78163. The registered agent for the corporation shall be the Foundation of the Bulverde Area Rural Library District ~~(BARLD)~~. The corporation **shall** be referred to as the Friends of the Library (FOL).

ARTICLE II MEMBERSHIP AND DUES

Section 1. Any individual, family, business, or organization interested in the purposes of this corporation may become a member **of the FOL** upon payment of dues as herein provided. The dues amount for members is described in the Standing Rules.

Section 2. Annual dues are due and payable in advance on or before January 31 of each year.

Section 3. The Board of Directors may establish various categories of membership. Examples of such categories may include, but not be limited to: Individual, Business/Organization, Sponsor, Contributing, and Lifetime. Dues of each category shall be reviewed annually by the Board of Directors ~~(Board)~~ prior to the annual meeting **and may be adjusted at such annual review.**

ARTICLE III MEMBERSHIP MEETINGS

Section 1. The **FOL** annual meeting shall be held **in-person or virtually, as described in Section 4 below**, in January of each calendar year to elect **Board Directors to replace those with an expiring term or to increase change the number of Directors, as provided in Article IV**, and to conduct other business as may properly come before the meeting.

Section 2. In the event the Board fails to call the annual meeting at the designated time,

any five (5) members of the corporation may make demand to the Board that such meeting be held within a reasonable time of such demand.

Section 3. Special meetings of the members of the corporation may be called at any time by the President, the Board, or by any ten (10) members of the corporation. All members must be notified of special meetings at least **fourteen (14)** days in advance of **such meeting date**.

Section 4. Notices stating the place, day, hour, and purposes of in-person or virtual meetings shall be posted at the MFPL and provided to members via email or the MFPL website at least **fourteen (14)** days in advance of such meeting date.

The Board has expressly authorized virtual meetings to provide flexibility and to accommodate health and safety concerns, natural disaster, and pandemic response, as well as to expand engagement of members through the use of technology. Acceptable media include videoconferencing and internet systems and other technologies as approved by the Board. The media should allow all members to hear each other and participate in all matters before the Board or membership. Participation in a virtual meeting shall constitute presence for all purposes, including quorum and voting.

Section 5. At the annual or special meetings, the presence of twenty percent (20%) of the voting memberships shall constitute a quorum for purposes of transacting business. Members must be current on their dues for the calendar year to vote at a meeting.

Section 6. A majority vote at any meeting at which a quorum is present shall be the act of the meeting as **required** by these Bylaws. A majority consists of fifty percent (50%) plus one (1) of the quorum at the meeting. For virtual meetings, ballot votes shall be cast electronically using email, electronic systems or an internet meeting service that supports anonymous voting. When voting for directors, voting shall be by acclamation if the number of nominees is the same as the number of open positions. Voting may also be conducted by unanimous consent.

Section 7. If the Board deems it necessary and efficient, voting on business may be done without conducting a meeting. Members must be given notice of date(s) and procedures for voting at least **fourteen (14)** days in advance of the voting date. Members shall vote using online ballots. Votes shall be recorded, verified, and documented by two Board members and one non-Board member and maintained for the FOL files. Results of the voting will be provided by the Board to the membership.

ARTICLE IV BOARD OF DIRECTORS

Section 1. The Board shall manage the affairs of this corporation independent of any other entity.

Section 2. The **Board** shall have up to eight (8), but at least five (5) members. **The number of Board members may be increased or decreased, when necessary, upon majority vote of the Board. In no event shall a decrease have the effect of shortening**

the term of an incumbent Board member or decrease the number of Board members to fewer than five (5).

Section 3. In addition to the regular members of the Board, the President of the BARLD Board of Trustees, the MFPL Director, and the President of the Foundation of the BARLD shall be Ex-Officio Board members. They shall not have voting power, shall not count as one of the regular Board members, and shall not be eligible for office.

Section 4. Board members shall be elected by majority vote at the annual membership meeting for a term of three (3) years and are eligible for election again not to exceed two (2) consecutive, three-year terms. After serving two consecutive terms, a Board member must wait at least one (1) year before seeking reelection to another term. Nominations to fill vacancies in the Board due to an expiring term or increase in the number of Board members, shall be made by the Nominating Committee prior to the annual membership meeting. Nominations will be listed on the ballot and agenda at the annual meeting. Nominations will also be accepted from the floor. Each nominee must be a member in good standing and shall not be a member of the BARLD Board or an employee of the MFPL or any future libraries in the BARLD. If the number of nominees is the same as the number of open positions, the voting will be by acclamation. Procedures for elections shall be detailed in the Standing Rules.

Section 5. There shall be staggered terms for Board members so not all Board members are up for election in the same year.

Section 6. Any Board member may resign at any time by submitting written notice to the President of the Board. Such resignation shall take effect upon receipt of the written notice or, if later, at the time specified in the notice. Any vacancy occurring on the Board shall be filled by an affirmative vote of a majority of the remaining Board members. A Board member appointed to fill a vacancy shall serve for the unexpired term of his/her predecessor in office.

Section 7. A Board member may be removed with cause at any time by a majority of the Board at a regular or special meeting called for that purpose. Conditions for removal include, but are not limited to, poor attendance, lack of participation in meetings and corporation programs, or being poor ambassadors. A Board member under consideration for removal must first be notified about the consideration by written notice at least fourteen (14) days in advance of the date of the meeting at which the vote will take place. The Board may remove a Board member without notice after two (2) unexcused¹ absences during a twelve (12) month period.

Section 8. Regular meetings of the Board shall be held quarterly or more frequently as deemed necessary by the Board. Special meetings may be called by the President or any two Board members. A simple majority of the Board members shall constitute a quorum for the transaction of business. The act of the majority of the Board members present and voting at a meeting shall be the act of the Board of Directors. Telephone, email, or electronic voting will be conducted only if an issue is time-sensitive such that the issue cannot be handled in the normal in-person manner.

Section 9. Board members shall not receive a salary or compensation for serving on the Board. They may be reimbursed for actual expenses incurred in the performance of their duties as long as the expenses comply with the fiscal management policy of the corporation.

ARTICLE V OFFICERS, ELECTIONS, DUTIES, AND POWERS

Section 1. The officers of this corporation shall consist of a president, vice-president, secretary, treasurer, and director of committees. **If there are more than five (5) members on the Board, the other Board members shall be directors-at-large or any other position designated by the Board.** The officers of this corporation shall be selected from and by the Board of Directors.

Section 2. Board members shall, after their election at the annual meeting, meet for the purpose of selecting a president, vice president, secretary, treasurer, and director of committees. **Officers shall be selected for a one-year term.**

Section 3. Duties of officers shall be described in the Standing Rules.

ARTICLE VI COMMITTEES

Section 1. The Board may designate committees composed of Board members and/or **FOL members** in good standing at any time to carry out the purposes for which this corporation is formed, or the Board may authorize the President to designate such committees.

Section 2. Duties of committees are those defined in the Standing Rules or proposed at the time the committee is formed. All committee chairs shall be appointed or reconfirmed by the Board in February of each year. The Board President shall be an ex-officio member of all committees.

Section 3. Committee chairs shall report to the **Director of Committees** as defined in the Standing Rules.

ARTICLE VII FISCAL MANAGEMENT

Section 1. The fiscal year of this corporation shall begin on the first day of January and end on the 31st day of December of each calendar year.

Section 2. The Board shall prepare and approve annually a budget covering the needs of this corporation for such expenses as it deems necessary to carry out the purposes of this corporation.

Section 3. **The Board shall approve a fiscal management policy to guide the Board in sound financial decision making while remaining accountable to all stakeholders,**

including FOL members, contributors, and the community. The policy shall address procedures to ensure financial resources are used appropriately, accurate financial records are maintained, and to provide a written set of internal financial controls. The Board shall review the fiscal management policy annually.

Section 4. No part of the income of this corporation shall be distributed to its members or Board members. Board members and committee members shall receive no compensation for their services. This corporation may pay compensation in reasonable amounts for expenses and services rendered in accordance with the corporation's fiscal management policy.

Section 5. No member or members of this corporation shall present or pledge the credit, funding, sponsorship, or cooperation of this corporation for any purpose unless authorized to do so by the Board.

ARTICLE VIII RULES OF ORDER

Robert's Rules of Order shall guide the official proceedings of the corporation.

ARTICLE IX AMENDMENTS

Section 1. Standing Rules may be amended, or new rules adopted, at any regular or special meeting of the Board. No Standing Rule may conflict with the provisions of these Bylaws.

Section 2. These Bylaws may be amended, or new bylaws adopted, at any meeting of the members of this corporation in accordance with the following procedures and conditions:

- a. The proposed amendment(s) or revision(s) must be posted in the MFPL and provided to the FOL membership via email or MFPL website for review at least fourteen (14) days in advance prior to the date of the vote tabulation.
- b. An affirmative vote by majority of the voting members at which a quorum is present or majority of the members voting by a mail-in and/or electronic vote shall be necessary for ratification of amendments.

ARTICLE X POLICIES

The corporation shall have written policies adopted by the Board of Directors. These policies shall be included with the Standing Rules and ratified by the Board annually in March. The corporation shall maintain the following policies:

1. **Conflict of Interest.** This policy shall include a requirement that all Board members and committee chairs sign a Conflict of Interest Statement annually.

2. **Whistle Blower.** This policy shall include:
 - a. How the corporation will deal with complaints; and
 - b. Procedures to ensure complaints are taken seriously and handled expeditiously, including investigation, problem resolution, and justification why certain actions were or were not taken.

3. **Documentation Retention.** This policy shall include:
 - a. Circumstances under which documents must not be destroyed (paper and electronic);
 - b. Types of documents that must be saved and length of time for each type; and
 - c. Requirements for regular documentation audits.

4. **Fiscal Management.** This policy shall include:
 - a. Accounting procedures; and
 - b. Internal control and administration procedures, e.g., budgeting, spending limits, monthly reporting, time constraints in depositing funds, and review of financial records.

ARTICLE XI DISSOLUTION

This corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)3 of the Internal Revenue Code. No part of the net earnings shall go to the benefit of any individual member, Board member, or private individual (except reasonable compensation may be paid for services rendered to or for the corporation). In the event of dissolution of the corporation, the assets of the corporation shall be distributed to the BARLD. If the BARLD is unable, unwilling, or ineligible to receive the assets, they will be distributed to the **Foundation of the BARLD** or a like nonprofit organization exempt under Section 501(c)3 selected by the Board.

Amended and Approved:

August 3, 2022

August 27, 2019

January 24, 2019

December 19, 2012

December 17, 2011

June 7, 2010

March 30, 2010

January 22, 2009

January 25, 2007

February 22, 2003