

**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 (BARLD)'s Mammen Family Public Library (MFPL) and any future library (s); to develop appreciation of their 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 the library district'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 Rd., Bulverde, TX 78163. The registered agent for the corporation shall be the Foundation of the Bulverde Area Rural Library District. The corporation will 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 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 prior to the annual meeting.

**ARTICLE III
MEMBERSHIP MEETINGS**

Section 1. The annual meeting shall be held in January of each calendar year for the election of directors and other business as may properly come before the meeting.

Section 2. In the event the Board of Directors fails to call the annual meeting at the designated time, any five (5) members of the corporation may demand that such meeting be held within a reasonable time.

Section 3. Special meetings of the members may be called at any time by the President, the Board of Directors, or by any ten (10) members of the corporation. All members must be notified of special meetings at least 15 days in advance.

Section 4. A majority vote at any meeting at which a quorum is present shall be the act of the meeting, except as

required by these bylaws. A quorum shall consist of the number of members that equals 20% of the memberships as per membership classifications defined in the Standing Rules.

Section 5. Notices stating the place, day, hour and purposes of annual and special meetings of members shall be posted not less than fifteen (15) days before the date of the meeting.

ARTICLE IV DIRECTORS

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

Section 2. The Board of Directors shall consist of at least five (5) members, but not more than eight (8) members. The Board will include a president, vice-president, secretary, treasurer and director of committees. If there are more than five (5) members on the board, the others will be directors at large.

Section 3. Directors shall be elected at each annual membership meeting for a term of three (3) years and are eligible for election again not to exceed two (2) three-year terms. Any director may be eligible for election again after an interval of one year. Procedures for elections are in the Standing Rules. Nominees will be recommended by the Nominating Committee prior to the annual membership 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 Bulverde Area Rural Library District Board or an employee of the Mammen Family Public Library or any future libraries in the BARLD.

Section 4. Any vacancy occurring on the Board of Directors shall be filled by an affirmative vote of a majority of the remaining directors. A director appointed to fill a vacancy shall serve for the unexpired term of his/her predecessor in office.

Section 5. A simple majority of the directors shall constitute a quorum for the transaction of business. The act of the majority of the directors present and voting at a meeting shall be the act of the Board of Directors.

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. The officers of this corporation shall be selected from and by the Board of Directors.

Section 2. Directors shall, after their election at the annual meeting, meet for the purpose of selecting a president, vice president, secretary, treasurer and director of committees.

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

ARTICLE VI COMMITTEES

Section 1. The Board of Directors may designate committees composed of directors and/or 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 of Directors in February of each

year.

Section 3. Committee chairs shall report to the designated Board Coordinator 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 of Directors 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. No part of the income of this corporation shall be distributed to its members, directors, or officers. Directors and committee members shall receive no compensation for their services. This corporation may pay compensation in reasonable amounts to its members or agents for services rendered. Program speakers may be reimbursed for expenses and other persons may be hired from time to time to provide specific services to the corporation.

Section 4. No member or members of this corporation shall present or pledge the credit, sponsorship or cooperation of this corporation for any purpose unless authorized to do so by the Board of Directors.

ARTICLE VIII RULES OF ORDER

The official proceedings of the Friends of the Bulverde Area Rural Library District will be guided by Robert's Rules of Order.

ARTICLE IX AMENDMENTS

Section 1. Standing Rules may be amended or new rules adopted at any regular or special meeting of the Board of Directors. 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 library or on the library's website for membership review at least fifteen (15) days prior to the vote tabulation.

b. An affirmative vote by majority of the voting members at which a quorum is present or majority of the members 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 will 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 Disclosure Statement annually.
2. Whistle Blower: This policy shall include:
 - a. How the corporation will deal with complaints.
 - 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.
 - c. Requirements for regular documentation audits.
4. Financial. This policy shall include:
 - a. Accounting procedures.
 - b. Internal control and administration procedures, e.g., budgeting, spending limits, monthly reporting, and time constraints in depositing funds.

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 director, 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 Bulverde Area Rural Library District. If the Bulverde Area Rural Library District is unable, unwilling, or ineligible to receive the assets, they will be distributed to a like nonprofit organization exempt under Section 501(c)3 selected by the Board of Directors.

Amended and Approved:

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