

By-Laws
of the
Friends of Libraries and Archives of Texas

ARTICLE I. Purpose

The Friends of Libraries and Archives of Texas, Inc. (hereinafter the Friends) is organized:

- To promote the interests and welfare of the Texas State Library and Archives and to assist the Texas State Library and Archives in carrying out its mission and achieving its goals; and
- To engage in fundraising, programs, services and other activities that will promote the visibility of the Texas State Library and Archives and increase public awareness of its mission, function, programs, activities and needs; and
- To foster the development of local groups with similar purposes in support of local libraries and archives in Texas, and to collaborate with such groups in pursuit of common interests; and
- To raise, receive, invest and distribute funds, and to hold property, in furtherance of the above stated purposes.

ARTICLE II. Membership

Membership in the Friends is open to any individual or organization that subscribes to the mission and purposes of the organization. The Friends shall have seven categories of members:

1. **Student**-Any full-time student at any level; "full-time student" means full-time as defined by the institution in which the student is enrolled
2. **Senior**-Any individual aged 65 and over
3. **Individual**
4. **Family**-Families including children under age 18
5. **Business Friend**-Corporation or business
6. **Affiliate Organizations**-Organizational membership for other Friends of the Library groups and similar archives organizations, or related support groups.
7. **Life Member**-Any individual, corporation, or organization that has paid the life membership fee.

Evidence of qualification for a specific category of membership may be required. The membership year will be from January 1 to December 31. The Board of Directors shall establish the dues for each category of membership.

ARTICLE III. Board of Directors

Members. There shall be an odd number and no fewer than seven nor more than twenty-five Directors, who will be members of the Friends elected at large by the majority of membership at the annual meeting. In addition, the chair or designee of the Library Friends, Trustees, and Advocates Roundtable of the Texas Library Association, and the executive director of the Texas Library Association will be ex-officio, voting members. One member of the Texas State Library and Archives Commission shall be designated by the Commission to serve as a non-voting member. The Director and Librarian of the Texas State Library and Archives Commission will be an ex-officio, non-voting member. Elected Directors shall serve three-year terms, staggered so that the terms of approximately one third of sitting Directors expire each year. Directors may be re-elected for an additional term. In the event of a vacancy on the Board of Directors, the Executive Committee will recommend for the Board's consideration a successor to complete the unexpired term.

Powers and Responsibilities. The Board of Directors shall:

- be the chief governing body of the Friends.
- determine all policies for the operation of the Friends. Its decisions shall be binding upon the Friends. Any action of the Board of Directors may be set aside by a three-fourths vote at a membership meeting.
- establish the dues for each category of membership.
- adopt an annual budget, prior to the beginning of the fiscal year, based on the draft budget submitted by the Executive Committee.
- confer with the President, through advice and consent, on the establishment of standing and temporary committees and the terms of membership to such committees.
- enter into contracts, execute stock powers, or execute and deliver legal instruments in the name of and on behalf of the Friends, unless such authority has been delegated to the Executive Committee by the Board for a limited period of time or in a particular instance.
- approve any budgeted expenditure over \$10,000.
- approve any changes to the budget during the course of the fiscal year.
- amend the By-Laws under the provisions of Article XII.

ARTICLE IV. Officers and Executive Committee

The officers of the Friends will be: President, Vice President, Secretary, Treasurer and Immediate Past President. The officers will be elected by the membership at the annual meeting and serve terms of one year; there is no limitation on the number of terms they may serve except for the limitation on the number of years of service on the Board of Directors. The Board Development Committee shall provide a written proposed slate of officers to the full membership of the Friends one month prior to the Annual Meeting chosen from the membership of the Board of Directors. Officers will continue to serve until their successors are elected. Should any elected officer cease to serve, the Executive Committee will appoint a successor to serve until the Friends' next annual meeting.

President. The President shall be the principal executive officer of the Friends and shall in general supervise and control all of the business and affairs of the Friends. He/she shall preside at all meetings of the members, the Board of Directors, and the Executive Committee. He/she may sign, with the Secretary or any other officer of the Friends authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-laws or by statute to some other officer or agent of the Friends; and in general he/she shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors from time to time.

Vice President. In the absence of the President or in the event of his/her 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 upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him/her by the President or Board of Directors.

Secretary. The Secretary shall keep the minutes of the meetings of the members, the Board of Directors and the Executive Committee; give all notices in accordance with the provisions of these By-laws or as required by law; be custodian of the corporate records and of the seal of the Friends and affix the seal of the Friends to all documents, the execution of which on behalf of the Friends under its seal is duly authorized in accordance with the provisions of these By-laws; keep an accurate record of the address of each member, which shall be furnished to the Secretary by each member; and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

Treasurer. The Treasurer shall have charge to oversee and be responsible for all funds and securities of the Friends; receive and give receipts for moneys due and payable to the Friends from any source whatsoever and deposit all such moneys in the name of the Friends in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these By-laws; and in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine, the cost of which shall be borne by this organization.

The Executive Committee shall consist of the President, Vice President, Secretary, Treasurer, Immediate Past President, one member of the Texas State Library and Archives Commission designated by the Commission to serve as Liaison and the Director and Librarian of the Texas State Library and Archives Commission. The Executive Committee shall act for the Board of Directors in the administration of established policies and programs and shall be the body which manages the affairs of the Friends. The Executive Committee shall make recommendations to the Board of Directors with respect to matters of policy. The Executive Committee shall convene at such times and places as the President of the Friends may direct. The President shall have discretionary authority to invite others to attend meetings of the Executive Committee; however, only members of the Executive Committee may vote on any matter

being considered by the Executive Committee. The Commission Liaison and the Director and Librarian are non-voting members of the Executive Committee.

Commission Liaison. The Commission Liaison will represent the Texas State Library and Archives Commission on the Friends board. The Liaison will be appointed by the Commission and will serve at the pleasure of the Commission. The Liaison is a non-voting member of the Friends Board and the Executive Committee. The Liaison, along with the Director and Librarian, shall advise the Friends Board on the activities of the Commission. Likewise, the Liaison shall report the activities of the Friends Board to the Commission. The Liaison will be the chief negotiator between the two organizations when planning joint projects or initiatives.

Director and Librarian. The Director and Librarian of the Texas State Library and Archives Commission shall work with the Commission Liaison to negotiate initiatives and projects involving the Commission and the Friends. The Director and Librarian shall identify and communicate possible projects or initiatives of interest to the Friends Board, particularly those relating to the needs of the Commission. The Director and Librarian will advise the Board, along with the Commission Liaison, regarding the activities of the Commission.

ARTICLE V. Committees

The President may, with the advice and consent of the Board of Directors, establish such standing and temporary committees as are necessary, consistent with the purposes and resources of the Friends. The President may, with the advice of the Board of Directors, appoint the chairs and the members of such committees. The President shall appoint a standing Board Development Committee. The Board Development Committee, with the advice of the Board of Directors, shall be responsible for recruiting and orienting all new board members.

Board members shall chair committees of the Friends. Committee membership may be drawn from the general membership and members shall serve for a set term, as defined by the Board.

ARTICLE VI. Meetings

Annual Meeting. The membership of the Friends shall meet at least once each year, on a date and at a place to be determined by the Executive Committee. At the annual meeting, the membership shall elect Directors and Officers, and transact such other business as may properly be brought before the meeting. A quorum shall consist of the members present. The Board Development Committee shall present to the membership a proposed slate of Directors and Officers. Members may make nominations for Officers and Directors from the floor, provided that if a nominee is not present, written proof is presented that the nominee will serve if elected.

Board Meetings. The Board will meet at least three times during each period of twelve months following the annual membership meeting, at times and places to be determined by the Board. The Board may make decisions via electronic mail or conference call. A quorum for any meeting of the Board of Directors shall consist of four voting Directors.

Executive Committee Meetings. The Executive Committee may make decisions via electronic mail or conference call. The votes of all meetings shall be reported in the next open session of the Board of Directors. At any meeting of the Executive Committee, a quorum shall consist of three voting members.

Special Meetings. Special meetings of the Friends may be called at the President's discretion, upon request of the Executive Committee, or upon written request of at least twenty-five (25) members. Special meetings called by the President pursuant to a request of the Executive Committee or the members shall be held within thirty days after receipt of such requests.

Notice of Meetings. Written or printed notice of membership meetings shall be sent to the last known address of each member, as shown in the records of the Friends, stating the place, day and hour of any meeting of members and shall be mailed to each member not less than twenty one nor more than fifty days before the date of such meeting.

ARTICLE VII. Funds and Finances

The Friends may accept funds from any individual, association or corporation for any purpose consistent with its purposes as set forth in these By-Laws. All funds shall be deposited to the account of the Friends.

Contracts. The Board of Directors may enter into contracts, execute stock powers, or execute and deliver any legal instruments in the name of and on behalf of the Friends, unless the Board has delegated such authority to the Executive Committee for a limited period of time or in a particular instance.

Checks and Drafts. The President, Treasurer, or Director and Librarian shall sign all checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Friends if the expenditure is authorized in the adopted budget or otherwise approved by the Board of Directors through a budget amendment. Expenditures over \$10,000, authorized in the adopted budget, must be approved subsequently by the Board of Directors.

Deposits. All funds of the Friends shall be deposited as soon as feasible after receipt to the credit of the Friends in such depositories as the Executive Committee may select.

Gifts. The Executive Committee may accept on behalf of the Friends any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the Friends.

Fiscal Year. The fiscal year of the Friends shall begin on the first day of January and end on the last day of December in each year.

ARTICLE VIII. Books and Records

The Friends shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, Executive Committee and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. Any member or his or her agent or attorney may inspect all books and records of the Friends for any proper purpose at any reasonable time.

ARTICLE IX. Liability

No member of the Friends shall be liable except for unpaid dues and no personal liability shall in any event attach to any member of the Friends in connection with any of its undertakings; but its liabilities shall be limited to its common funds and assets. The Friends may purchase and maintain, at its expense, insurance to protect itself and any member serving as director, officer, or agent against any such liability. The Executive Committee shall have the authority to authorize the Treasurer to borrow money or incur any other similar indebtedness in the name of or on behalf of the Friends, to the extent that such debt is secured by certificates of deposit or similar investments held by the fund benefiting from the money borrowed. Contracts in the normal course of the conduct of its affairs may be entered into. No obligation shall be incurred by such contracts beyond the amount on hand or in the bank, including certificates of deposit or similar investments, after deducting therefrom, or providing for, the total of all unpaid accounts and unpaid obligations and liabilities.

ARTICLE X. Endowment Fund

At such time as the Board of Directors deems it appropriate, the Friends may establish an Endowment Fund, in accordance with and subject to the following provisions:

The Endowment shall be administered and invested in accordance with standard principles and practices for administering such a fund, and in accordance with the Texas Trust Code, as amended and in effect at the time the investment is made.

The Board of Directors shall have full authority to select the methods and instruments in which the assets of the Endowment Fund are invested, to contract with an appropriate corporation or institution for the management of the Fund, and to otherwise oversee the management and development of the Fund's assets. The Board of Directors may delegate these responsibilities to a Committee formally established for this purpose.

Income derived from the Endowment assets shall be used exclusively for such charitable and educational purposes of the Friends as the Board of Directors of the Friends shall from time to time determine.

The principal of the Endowment shall be kept intact and only the income therefrom used for any purpose, except as provided in the remainder of this paragraph. In an emergency, the Board of Directors, upon the favorable vote of the majority of the whole number of Directors, may authorize the use of all, or portions of, the

principal of the Endowment exclusively to meet the urgent needs of the Friends or its beneficiary organization, the Texas State Library and Archives Commission.

Additions to the Endowment may be made by gift, bequest, devise or other transfer. If requested by the contributor or for other reasons deemed appropriate by the Executive Committee, additions to the Endowment received from, or as a memorial to, a particular person may be accounted for as a separate fund of the Endowment, to be designated by the name selected by the contributor, or if no designation is made, in the name of the person from whom or in whose memory the gift is received.

If the contributor of a separate fund of the Endowment directs the use of such separate fund, or the income therefrom, the Executive committee and the Board of Directors shall comply with such directions in making distributions of such separate fund, and the income therefrom, subject only to the restriction that distributions shall be made exclusively to promote the interest and welfare of the Texas State Library and Archives Commission. By acceptance of such gift, bequest, devise or other transfer, the Executive Committee agrees on behalf of the Friends that the Friends accept the restrictions imposed by the person making such gift, bequest, devise or other transfer to the Friends. The Board of Directors may determine, however, by a majority vote of the whole number of Directors, that because of unforeseen changes in circumstances it is no longer in the best interest of the Texas State Library and Archives Commission for the Friends to abide by the directions of a donor or testator for the use of a separate fund. In such an event, the Board of Directors shall have the authority to designate a substitute use for such separate fund and the income therefrom.

From time to time, when directed by the Executive Committee, the Treasurer shall transfer the income from the Endowment to the general fund of the Friends. If all or any portion of the funds so transferred represents income from a special fund in the Endowment, the Treasurer shall so state and specify the amount thereof and such amount may be used by the Friends only for a purpose permitted for such separate funds as provided by paragraph (e) of this Article.

In the event of the dissolution of the Friends, the Executive Committee shall, after paying or making provision for payment of unpaid expenses of administration of the Endowment, dispose of all the assets in the Endowment as directed by the Board, in accordance with Article Six, section (d) of the Articles of Incorporation of the Friends.

ARTICLE XI. Parliamentary Authority

The Rules contained in *Robert's Rules of Order Newly Revised* (latest edition) shall govern the Friends in all cases to which they apply and in which they are not inconsistent with these By-laws, the Friends Articles of Incorporation, or any special rules of order the Friends may adopt. The president of the Friends may appoint a parliamentarian.

ARTICLE XII. Amendments

These By-laws may be amended:

By the Board of Directors

By the Membership at an annual or special meeting

Proposed amendment of the By-laws may be considered at a meeting of the Board of Directors only if the proposed amendment is included in the notice of the meeting.

All amendments of the By-laws by the Board of Directors will be reported to the Membership at the next annual meeting following such amendment.

Proposed amendments of the By-laws may be considered at a Membership meeting only if the proposed amendment has been submitted in writing to the Executive Committee at least thirty (30) days before the meeting to be held to vote thereon and the proposed amendment is included in the notice of the Membership meeting.

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