

The Friends of the Georgetown Public Library

Bylaws -- *DRAFT*

Article I

Name:

The name of the Corporation shall be “The Friends of the Georgetown Public Library,” hereafter referred to as “The Friends.”

Article II

Purpose:

1. The Friends funds projects that are outside of the library’s budget and supports the Georgetown Public Library’s mission of engaging, enlightening, and empowering the community.
2. The Friends is organized as a nonprofit 501(c)3 corporation, a legally distinct entity, and is not part of the Georgetown Public Library.
3. The Friends shall have and continuously maintain a registered office and a registered agent as required by the Texas Nonprofit Corporation Act. The registered agent must be a current member of the Board of Directors.

Article III

Fiscal Year: The fiscal year shall begin October 1 and end September 30.

Article IV

Membership:

1. Any individual, family, or organization interested in supporting The Friends and its mission may be a member.
2. Each membership in Good Standing shall have one (1) vote. “In Good Standing,” for this purpose means that all financial obligations related to membership in The Friends are current.
3. Membership is neither assignable nor transferable.
4. Annual dues for categories of membership shall be set by the Board.

Article V

Board of Directors:

1. The Friends shall have a Board of Directors (“Board”) composed of three (3) to six (6) Officers and sufficient Directors to bring the total of Officers and Directors to no more than sixteen (16).
2. Directors and Officers elected by the membership shall be responsible for all decisions of the organization not otherwise assigned in these Bylaws, with all powers to execute the same.
3. Only members with paid-up dues are eligible to be elected or appointed to the Board.

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4. The immediate Past President shall serve as a voting Director for one (1) year following the expiration of his or her term as President.
5. All Board members shall take an active role in the work of The Friends.
 - 5.1. Attendance is required at all Board meetings, except for good cause.
 - 5.2. Any Board member missing three or more meetings without prior notice and/or good cause may be dismissed and their position be declared vacant.
 - 5.3. The President may initiate the action of dismissal only with the approval of a majority of the remaining Board members.
6. No member of the Board shall also be a member of the Library Advisory Board.
7. The Director of Library Services of the Georgetown Public Library shall be an ex-officio member of the Board.

Article VI

1. **Officers:** The Officers of The Friends shall be, at a minimum, President, Secretary, and Treasurer.
2. **Additional Officers:** The Friends may also have a President-Elect, Immediate Past President, and Assistant Treasurer as Officers.

Article VII

Duties of Officers:

1. The **President:**
 - 1.1. shall preside at all meetings of the Friends and of the Board,
 - 1.2. shall be an ex-officio member of all teams except the Recruitment Team,
 - 1.3. shall perform all other duties incumbent upon a President or assigned by the Board.
2. The **President-Elect** shall assume office in the absence of the President and perform all other duties incumbent upon a President or assigned by the Board.
3. The **Immediate Past President** shall assume office in the absence of the President and the President-Elect and perform all other duties incumbent upon a President or assigned by the Board.
4. The **Secretary:**
 - 4.1. shall keep accurate minutes of all Board and membership meetings;
 - 4.2. shall read the minutes (if requested) for adoption at the next meeting;
 - 4.3. shall perform other duties assigned by the Board;
 - 4.4. shall sign and date all approved minutes;
 - 4.5. shall maintain all historical and nonfinancial records about The Friends' organization and operations.
5. The **Treasurer:**
 - 5.1. shall be custodian of The Friends' funds,
 - 5.2. shall deposit The Friends' funds in a bank designated by the Board,
 - 5.3. shall pay all obligations approved by the Board,
 - 5.4. shall keep accurate and complete records of all funds and transactions,

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- 5.5. shall provide a financial status report to the Board at each Board meeting,
 - 5.6. shall prepare a preliminary budget for the forthcoming year for approval by the Board and the Membership,
 - 5.7. shall procure and review an internal audit within thirty days of the end of the fiscal year,
 - 5.8. shall provide a written report of the results of the audit to the Board of Directors.
6. The **Assistant Treasurer** may assume the duties of the Treasurer in the absence of the Treasurer and assist the Treasurer on an as-needed basis with the full authority, duties, and responsibilities of the Treasurer as described in the Assistant Treasurer's job description.

Article VIII

Conflict of Interest:

See The Friends Conflict-of-Interest Policy.

Article IX

Teams:

1. Teams shall be established by the Board and may be changed by a majority vote of the Board.
2. Team Coordinators' job is to keep the team members organized and focused on the project and goals.
 - 2.1. Team Coordinators are responsible for the following:
 - 2.1.1. Team member training
 - 2.1.2. Assigning tasks to team members
 - 2.1.3. Motivating team members
 - 2.1.4. Solving conflicts
 - 2.1.5. Reporting to the Board or other Team Coordinators
3. Coordinators of Teams shall be approved by the Board.

Article X

Meetings:

1. Annual Membership Meeting
 - 1.1. shall take place at least annually.
 - 1.2. shall be at a time and place set by the Board.
 - 1.3. shall elect Officers and Directors.
 - 1.4. shall hear any Board of Director's reports.
 - 1.5. shall act upon other issues presented by the Board, or by written petition of at least five members of The Friends.

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- 1.6. shall require a majority vote of members present and voting for any action.
- 1.7. shall require written notice given to all members in good standing at least three (3) business days in advance of the meeting.
- 1.8. shall give notice electronically or by mail.
2. The Board of Directors may call other Member Meetings as needed.
3. Board Meetings
 - 3.1. Regular meetings shall be held each year at dates, times, and places determined by the Board.
 - 3.2. The Secretary, in coordination with the President, shall prepare an agenda.
 - 3.3. A quorum consisting of a majority of the filled Board positions, one (1) of whom is an Officer, is required for the transaction of business.
 - 3.3.1. All transactions shall require the vote of the majority of the Board members present and voting.
 - 3.4. Any action of the Board may be taken by electronic poll.
 - 3.4.1. A quorum of the Board must vote in an electronic poll.
 - 3.4.2. The votes will be recorded by the designated officer.
4. Membership and Board meetings shall be conducted according to The Friends Meeting Policy.

Article XI

Elections:

1. A slate of candidates will be presented by the Board of Directors at the Annual Membership Meeting.
2. Any member may make additional nominations from the floor, provided the nominee's prior consent has been obtained.
3. Board elections shall be by simple majority vote of the members present and voting.
4. All Officers shall be elected for a one (1) year term.
5. Directors shall be elected for a two (2) year term and may serve no more than three (3) full terms consecutively in the same office.
6. Officers' and Directors' terms shall begin on October 1 following their election.
7. When a vacancy occurs in any position, it shall be filled on an interim basis by the Board of Directors.
 - 7.1. Persons selected to fill a vacancy may serve for the remainder of the unexpired term, and
 - 7.2. shall be eligible for further elections,
 - 7.3. and shall not have the unexpired term considered as part of the three (3) term limit.
8. The Directors' terms of office should be grouped so that half of the Directors are elected each year.

Article XII

Bylaws Restatement:

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1. A restatement of the Bylaws may be proposed by the Board and presented to the membership for a vote.
2. A restatement of the Bylaws may be passed at any Membership Meeting of The Friends by a two-thirds (2/3) vote of the members present and voting, provided that notice of the proposed restatement was provided with all notices of the meeting.
3. The Restated Bylaws, when approved, shall become effective on the date of their adoption.

Article XIII

Bylaws Amendments:

1. These Bylaws may be amended at any Membership Meeting of The Friends by a two-thirds (2/3) vote of the members present and voting provided that notice of the proposed changes was provided with all notices of the meeting.
2. Amendments, when approved, shall become effective on the date of their adoption.

Article XIV

Indemnification:

1. General
 - 1.1. To the full extent authorized under the laws of the State of Texas, The Friends shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of the Friends, or any person who may have served at The Friends' request as a director or officer of another corporation (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in this Article individually as an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party because of being or having been such member, director, officer, employee, or agent, except concerning matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty.
 - 1.2. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.
2. Expenses

Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by The Friends in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.
3. Insurance

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The Friends may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not The Friends would have the power or obligation to indemnify such person against such liability under this Article.

Article XV

Dissolution:

Upon dissolution, the surplus assets of The Friends of the Georgetown Public Library shall be distributed to the Georgetown Public Library, following all applicable local, state, and federal laws.

This restatement of the Bylaws was adopted on September ??, 2024, and supersedes all Bylaws dated before that date.

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