

# The Friends of the Georgetown Public Library

## Bylaws

(These amended Bylaws were adopted September 20, 2023, and supersede All Bylaws dated prior to that date.)

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:** To promote the public use and community support of the Library, foster appreciation of its value as a cultural and educational asset to the community, and encourage the extension and improvement of its services.

The Friends is organized as a nonprofit 501(c)(3) corporation, a legally distinct entity, and it is not part of the Library. 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    **Membership:** Any individual, family, or organization interested in supporting library services and development shall be eligible for membership. Each membership shall have one (1) vote. Membership is neither assignable nor transferable. All except individual memberships may apply to one (1) or more persons.

Article IV     **Board of Directors:**

Section A. 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). Directors elected by the membership shall be responsible for all decisions and activities of the organization not otherwise assigned in these Bylaws, with all powers to execute the same. Only paid-up dues members are eligible to be elected or appointed to the Board.

Section B. The immediate past President may serve as a voting Director for one (1) year following the expiration of his or her term of office.

Section C. All Board members shall take an active role in the work of the Friends of the Georgetown Public Library. Attendance is required at all Board meetings, except for good cause. Any Board member missing three or more meetings without prior notice and/or good cause may be dismissed and their position be declared vacant. The President may initiate the action of dismissal only with approval of a majority of the remaining Board members.

Amended 9/20/2023.

Section D. No member of the Board shall also be a member of the Library Advisory Board.

Section E. The Director of Library Services of the Georgetown Public Library shall be an ex-officio member of the Board.

Article V **Committees:**

Section A. Committees shall be established by the Board and may be changed by a majority vote of the Board.

Section B. Board members may act as Chairpersons of Committees. Chairs who are not Board members will provide periodic reports to the Board as requested.

Article VI **Meetings:**

Section A. The Membership shall meet in September, at a time and place set by the Board, to elect Officers and Directors, to hear reports, and to act upon other issues presented by the Board or by written petition of at least five members of the Friends. The Board may call other meetings of the members as needed. Action shall require a majority vote of members present and voting. Notice of membership meetings shall be given to all members in good standing at least three (3) business days in advance of the meeting. Notice shall be given electronically or by mail.

Section B. The Board shall hold regular meetings each year at dates, times, and places determined by the Board. The presiding Officer shall prepare an agenda which includes the approval of minutes, Treasurer's report, and other items for discussion. A quorum of a majority of the filled Board positions, one (1) of whom is an Officer, is required for the

transaction of business. All transactions shall require the vote of the majority of the Board members present and voting.

Any action of the Board may be taken by electronic poll, with the votes recorded by the designated officer. A quorum of the Board must vote in an electronic poll.

Section C. All meetings of the Membership and Board shall be conducted according to Parliamentary Rules (Robert's Rules of Order Newly Revised) in all instances where they are applicable and are not inconsistent with these Bylaws.

Article VII **Fiscal Year and Dues:**

Section A. The fiscal year shall begin October 1 and end September 30.

Section B. Annual dues for categories of membership shall be set by the Board. All memberships except "Individual" and "Business" shall be considered as family memberships. A couple may be considered as one (1) lifetime membership.

Article VIII **Officers:** The officers of the Friends of the Georgetown Public Library shall be, at a minimum, President, President-Elect, Secretary, Treasurer, and Assistant Treasurer.

Article IX **Duties of Officers:**

Section A. The President shall preside at all meetings of the Friends and of the Board; shall appoint, after consulting with the Board, all committees (except the Nominating Committee which shall be appointed by the whole Board); shall be an ex-officio member of all committees except the Nominating Committee; and shall perform all other duties incumbent upon a President or assigned by the Board.

Section B. The President-Elect shall assume office in the absence of the President and perform all the duties of that office.

Section C. The Secretary shall keep accurate minutes of all Board and membership meetings; read them (if requested) for adoption at the next meeting; and perform other duties assigned by the Board. The Secretary shall sign and date all approved minutes and keep a copy as a permanent record. The Secretary shall maintain historical and nonfinancial records pertaining to the Friends' organization and operations.

Section D. The Treasurer shall be custodian of The Friends' funds; deposit them in a bank designated by the Board; pay all obligations approved by the Board; and keep accurate and complete records of the funds and transactions. Written checks shall require the signature of the Treasurer, Assistant Treasurer, or the President. Electronic disbursements may also be made via the bill-pay service offered by the bank which The Friends of the Library uses.

The Treasurer shall provide a financial status report to the Board at each Board meeting and prepare a preliminary budget for the forthcoming year for Board approval at the September meeting.

Two (2) Friends of the Library members other than the current Treasurer or a Director shall audit the books within thirty days of the end of the fiscal year and report the results of the audit to the Board of Directors.

All books and records of The Friends may be inspected by any member or his/her agent or attorney for any proper purpose at any reasonable time.

Section E. 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 X **Elections:**

Section A. A Nominating Committee composed of one (1) Officer (other than the President), one (1) Director of the Board, and one (1) member of the membership who is not on the Board shall be appointed by the Board in June to report to the September membership meeting. Any member may make additional nominations from the floor, provided the nominee's prior consent has been obtained. Election shall be by majority vote of the members present and voting.

Section B. New Officers and Directors shall assume office on October 1 following their election.

Section C. All Officers shall be elected for a one (1) year term. 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. A person assuming the remainder of an unexpired term shall not have the unexpired term considered as part the three (3) term limit.

Section D. The Directors' terms of office should be grouped so that half of the Directors are elected each year.

Section E. When a vacancy occurs in any position, it shall be filled by the Board within ninety 90 days. Persons selected to fill a vacancy shall serve for the remainder of the unexpired term and shall be eligible for further elections.

Article XI     **Amendment:** These Bylaws may be amended at any membership meeting of the Friends of the Georgetown Public Library by a two-thirds (2/3) vote of the members present and voting, provided that notice of the proposed changes were provided with all notices of the meeting.

These bylaws when amended shall become effective on the date of their adoption.

Article XII     **Dissolution:** Upon dissolution, the surplus assets of The Friends of the Georgetown Public Library shall be distributed to the Georgetown Public Library.