

FRIENDS OF THE BELLAIRE LIBRARY
BYLAWS

ARTICLE I

NAME AND PURPOSE

The name of the organization is "Friends of the Bellaire Library"; a nonprofit organization incorporated under the Texas Non-Profit Corporation Act, herein after referred to as "the Friends".

The purpose of the Friends is to actively support and encourage the continuous improvements and enhancement of the Bellaire City Library.

ARTICLE II

MEMBERS AND DUES

- 2.01 Any person interested in furthering the purpose and aims of this organization shall be eligible for membership and, upon payment of required dues, shall become a member. Subsequent annual dues shall be payable each January. Dues of a new member's first year, if received after September 30, may apply to the following year.
- 2.02 The following annual dues are for the various classes on membership and may not be changed except by amendment of these bylaws:

Annual	\$ 20.00
Lifetime	\$100.00

ARTICLE III

- 3.01 An Annual Meeting of the membership shall be called and held by the Executive Board in January of each year, in addition, a Bi-Annual meeting may be called.

At the Annual Meeting, the membership shall elect the officers and directors of the Executive Board, receive the annual financial report and a report on library events, and approve major expenditure proposals and take action on any other business presented.

At the Bi-Annual Meeting, the membership shall receive a report on library events, approve the minutes of the Annual Meeting and take action on any other business presented.

SPECIAL MEETINGS

- 3.02 The Board may call meetings of the Friends at such times during the year as shall appear appropriate and needed.

PLACE OF MEETING

- 3.03 The Annual Meeting may be held in the Bellaire City Library; however, the Board may designate another place for that or any other special meeting.

NOTICE OF MEETINGS

- 3.04 Written notice of any meeting of the membership shall be sent via email, if email is known, or mail if not, to each member entitled to vote not less than 10 days nor more than 50 days before the date of the meeting. The notice shall state the place, time, day and general purpose of which the meeting is called.

QUORUM

- 3.05 One-tenth of the currently paid members shall constitute a quorum at any meeting of the membership.

ACTIONS OF THE MEMBERSHIPS

- 3.06 The vote of a majority of members present and voting at a meeting at which a quorum is present shall be sufficient to constitute action of the membership. Voting shall be by voice vote unless otherwise requested and agreed to by vote. Each member in good standing shall be entitled to one vote.

PROXIES

- 3.07 A member entitles to vote may vote by proxy executed in writing by that member.

ARTICLES IV

EXECUTIVE BOARD

MANAGEMENT

- 4.01 The affairs of the Friends shall be managed by the Executive Board, herein after referred to as "the Board", which shall consist of five directors and the officers of the organization, each of whom shall be a member in good standing and shall serve without compensation and shall act in good faith and take actions they reasonably believe to be in the best interest of the Friends in pursuit of their stated purpose.

INDEMNIFICATION

- 4.02 A director or officer is not liable to the organization or its members for monetary damages for an act or omission in the director's capacity as a director, except for: a breach of a director's duty of loyalty to the organization or its members; an act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law; a transaction from which a director received an improper benefit, whether or not the benefit resulted from an action taken within the scope or the director's office; or an act or omission for which liability of a director is expressly provided for by statute; or an act related to an unlawful payment of a dividend.

OFFICERS AND DUTIES

- 4.03 The officers of the Friends shall consist of the following: President, Vice President, Secretary, Treasurer, and Immediate Past President. Each office may be filled by a single individual or a husband and wife team.
- 4.04 The President shall preside at all meetings of the membership and the Board, have responsibility for the proper functioning of the organization assuming all duties incident to the office of president and perform any other duties prescribed by a majority of the Board.
- 4.05 The Vice President, in the absence, inability or refusal of the president to act, shall perform the duties of the president; and shall perform any other duties prescribed by a majority of the Board.
- 4.06 The Secretary shall:
- (a) Keep proper minutes and records of meetings of both the membership and the Board.
 - (b) Have custody of all the organization's records.
 - (c) Give all notices provided in the bylaws or required by law.
 - (d) Keep a register of the mailing address of each member.
 - (e) Perform any other duties assigned by the president or the Board.
- 4.07 The Treasurer shall:
- (a) Have charge and custody and be responsible for all funds of the Friends.
 - (b) Receive and give receipts (if indicated) for moneys due or contributed to the organization from any source.
 - (c) Deposit all moneys in the name of the Friends in banks or other depositories as provided by the bylaws or as directed by the Board.
 - (d) Write checks and disburse funds to discharge Board-approved obligations of the Friends. Any withdrawal of over \$100.00 shall require the signature of the president or his designee in addition to the signature of the treasurer.
 - (e) Maintain the financial books and records of the Friends and prepare financial reports at least annually at the end of the fiscal year.
 - (f) Perform other duties as assigned by the president or the Board.

- 4.08 The Immediate Past President shall serve ex-officio in a non-voting capacity to provide advice and assistance to the board and President as needed in order to help ensure continuity of the actions and decisions of the board.

NOMINATION, ELECTION AND TERMS OF OFFICERS AND DIRECTORS

Nomination

- 4.09 Prior to the annual meeting at which the officers and directors are to be elected; the president shall have named a nominating committee of three members in good standing, at least one of which shall not be a Board member. The chairman of that committee shall submit nominations for the ten positions of the Executive Board. Nominations may also be taken from the floor if prior consent of the member has been obtained.

Election

- 4.10 Election shall be by a majority vote of the members in good standing, present and voting.

Terms

- 4.11 Officers and directors shall serve a term of one year or until a successor is elected. An officer or director may be elected to succeed himself or herself.

Vacancies

- 4.12 Interim vacancies occurring in the Executive Board may be filled by a majority vote of the remaining Board members for the unexpired term.

Meetings

- 4.13 The Executive Board shall meet as soon as possible after the annual membership meeting and the president or a majority of the Board may call any additional meeting as needed by giving ample notice to the Board members.

Quorum

4.14 A majority of the members of the Board shall constitute a quorum for the transaction of business at any meeting of the Board.

Actions of the Board

4.15 The Board shall try to act by consensus; however, if a vote is requested, a majority vote shall be required for any action.

ARTICLE V

COMMITTEES

5.01 The Board may establish or appoint committees with specific purposes or projects for specified periods of time, which may or may not become standing committees as determined by the Board or membership. The nominating committee shall be constituted annually.

ARTICLE VI

FISCAL YEAR AND AUDIT

The fiscal year of the Friends shall begin on January 1 and end on December 31. Any member shall have the right to request an audit be conducted of the organization's books, so long as such a request is exercised no more than once a year.

ARTICLE VII

DISSOLUTION

7.01 The Friends shall use its assets only to accomplish the aims and purposes in these bylaws and no part shall inure or be distributed to members of the organization.

7.02 On dissolution of the Friends, any funds remaining shall be contributed to the Bellaire City Library or to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organization to be selected by the Board.

ARTICLE VIII

PARLIAMENTARY AUTHORITY

Robert's Rules of Order shall be the final source of authority in questions of parliamentary procedure when not inconsistent with the Charter and Bylaws of the Friends.

ARTICLE IX

AMENDMENTS OF BYLAWS

These bylaws may be altered, amended or repealed, and new bylaws may be adopted by a majority vote of the Friends present at any meeting called for such purpose, a quorum being present. Written notice shall have been emailed to each member in good standing no less than 10 days prior to the meeting and proposed changes posted in the Bellaire City Library.

ARTICLE X

ADOPTION

These Bylaws constitute the Bylaws of the Friends of the Bellaire Library, thus repealing the bylaws which created the Friends and were adopted December 10, 1951. Due notice was mailed to members, the proposed bylaws posted in the Bellaire City Library and the proposed bylaws were adopted at a membership meeting in January, 1994. Changes made in membership rates were adopted at the membership meeting in January 2006. The change in Section 4.01 from three directors to five directors and the addition of Section 4.03 and 4.08 adding the officer position of Immediate Past President was presented to members in accordance with the bylaws and these changes were adopted at the membership meeting on January 30, 2013.