

## **AMENDED AND RESTATED BYLAWS**

**Of**

## **THE COLLEYVILLE PUBLIC LIBRARY FOUNDATION**

A Texas Corporation

### **ARTICLE I**

#### **NAME & OFFICERS**

- 1.1 Name. The name of this non-profit Texas Corporation is The Colleyville Public Library Foundation (referred to in these Bylaws as the "Foundation").
- 1.2 Principal Office. The principal office of the Foundation shall be 110 Main Street, Colleyville, Texas 76034.
- 1.3 Other Offices. The Foundation may also have offices at other places, as the Board of Directors may from time to time determine or as the activities of the Corporation may require.
- 1.4 Registered Office and Registered Agent. The Foundation will comply with the requirements of the Texas Non-Profit Corporation Act and maintain a registered office and registered agent in Texas. The registered office may, but not need be, identical with the Foundation's principal office. The Board of Directors may change the registered agent and registered office as provided in the Act.

### **ARTICLE II**

#### **BOARD OF DIRECTORS**

- 2.1 Management. The activities, property, business and affairs of the Foundation will be managed by the Board of Directors, who may exercise all powers of the Foundation.
- 2.2 Composition. The membership of the Board of Directors shall consist of a minimum of five (5) directors, which number may be increased or decreased from time to time by amendment to these Bylaws; provided that at no time shall the number of directors be less than three (3) and no decrease in number shall have the effect of shortening the term of any incumbent director. Any person, who is a resident of Colleyville, shall be qualified to serve as a director. The Library Director shall be non-voting ex-officio member of the Board.
- 2.3 Term of Office. The directors of the Foundation shall be those persons named in the Articles of Incorporation as the initial directors, and they shall hold office for a term of three (3) years. Members of the Board of Directors elected for terms beginning October 1, 2002 will be assigned two or three year terms at the time of the election. Thereafter, at the annual meeting of the Board of Directors, the

members of the Board of Directors will be elected to three-year terms. A member of the Board of Directors who has served for three (3) full three-year terms will not be eligible for re-election to a fourth consecutive three-year term until at least one year's absence from the Board of Directors. A member of the Board of Directors may be elected to a fourth consecutive term if that person is serving as Vice President.

2.4 Nomination. A nominating committee of not less than three (3) members of the Board will choose a slate of individuals to replace outgoing Board members. The nominating committee shall choose the slate of officers no less than seven-days prior to the annual meeting.

2.5 Removal. Any one or more of the members of the Board of Directors may be removed either with or without cause, by a majority of the Board of Directors, not counting the vote of the member of the Board of Directors being removed.

2.6 Vacancies. Any vacancy occurring in the Board of Directors (by death, resignation, removal or otherwise) may be filled by an affirmative vote of a majority of the remaining directors, though less than a quorum of the Board of Directors. A director elected to fill a vacancy will be elected for the unexpired term or his or her predecessor.

## **ARTICLE III**

### **MEETINGS**

3.1 Regular Meetings. There will not be more than twelve (12) nor less than four (4) regular meetings of the Board of Directors each year, to be held at such time as called by the President or, during his or her absence, by the Vice-President, except when otherwise ordered by the Board of Directors.

3.2 Annual Meeting. The annual meeting of the Board of Directors will be held no later than November of each year, at which time officers shall be elected, and members shall transact any and all other business as may properly come before the meeting.

3.3 Special Meetings. The President on seven- (7) day's written notice to each director may call special meetings of the Board of Directors by fax or mail. Special meetings may also be called in a similar manner by the Vice President or by the President on the written request of three (3) directors. At any special meeting, only such business that is mentioned in the notice as the purpose for which the meeting was called may be discussed or acted upon.

3.4 Notice. Written notice of all meetings of the Board of Directors will be given by or at the direction of the President, or Secretary, to each Director no less than seven (7) days nor more than thirty (30) days before the date of such meeting.

3.5 Waiver of Notice. Whenever any notice is required to be given to any director or committee of the Foundation under the provision of the statute, or of the Articles of Incorporation, or of these Bylaws, a waiver thereof in writing signed by the person or persons entitled to receive such notice whether before or after the time stated therein, shall be equivalent to giving of such notice.

3.6 Quorum. At meetings of the Board of Directors, one third of the voting members of the Board of Directors will constitute a quorum for the transaction of business. The act of a majority of the members of the Board of Directors present at a meeting at which a quorum is present will be the act of the Board of Directors, except as otherwise specifically provided by statute, the Articles of Incorporation, or these Bylaws. The directors present at a duly organized meeting at which a quorum is present at any time during that meeting may transact business until adjournment. If a director whose presence at the meeting was counted toward the quorum thereafter leaves the meeting, or a quorum is not present at anything during the meeting, discussion may be held but no business can be transacted without a quorum present, except that adjournment of the meeting.

3.7 Compensation. No director shall receive compensation for their services as director or as a member of a standing or special committee of the Board.

3.8 Participation in Meeting by Telecommunications. The members of the Board of Directors may participate in a meeting by means of a conference telephone or similar communications equipment so that all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute presence in person at the meeting.

3.9 Conflicts of Interest: Appendix A. Refer to separate conflict of interest policy attached at the end of these Bylaws.

## **ARTICLE IV**

### **OFFICERS**

4.1 Elections. Officers will be elected by and from the Board of Directors. The Board of Directors will receive a slate of Officers from the nominating committee seven (7) days prior to the annual meeting.

4.2 Term of Office. The term of office of an elected officer of the Foundation will be one year. No elected officer of the Foundation will serve more than two consecutive terms in the same elected office, unless it is determined to be useful to the completion of a special project or the effective operation of the Foundation. The term of office will commence at the beginning of the Library Foundation's fiscal year following the election.

4.3 Officers. The officers of the Foundation are:

President	Vice President
Secretary	Treasurer

The Board of Directors may create additional offices, define the authority and duties of each such office, and elect or appoint persons to fill the office.

#### 4.4 Duties of Officers.

**President.** The President will be the chief executive officer of the Foundation. The President will preside at all meetings of the Board of Directors, will exercise general and active management of the business and affairs of the Foundation, and will see that all orders and resolutions of the Board of Directors are carried into effect. The President will perform such other duties and have such other authority as the Board of Directors may from time to time prescribe.

**Vice President.** The Vice President, unless otherwise determined by the Board of Directors, will, in the absences or disability of the President, perform the duties and have the authority and exercise the powers of the President. The Vice President will perform such other duties and have such other authority and powers as the Board of Directors may, from time to time, prescribe or as the President may from time to time delegate.

**Secretary.** The Secretary will attend all meetings of the Board of Directors and record all votes, actions and minutes of all proceedings to be kept for that purpose. The Secretary will give, or cause to be given, notice of all meetings and special meetings of the Board of Directors.

**Treasurer.**

- (a) **Custody.** The treasurer will have custody of the Foundation's funds and securities, will keep full and accurate accounts of receipts and disbursements of the Foundation, and will deposit all funds and other valuables in the name and to the credit of the Foundation in the financial institutions designated by the Board of Directors.
- (b) **Bond.** If required by the Board of Directors, the Treasurer will give the Foundation (in such form, in such amount, and with such surety or sureties as are satisfactory to the Board of Directors) for the faithful performance of the duties of Treasurer, and for the restoration to the Foundation, in case of his or her death, resignation, retirement or removal from office of all books, papers, vouchers, monies and other property of whatever kind in the possession or under the Treasurer's control belonging to the Foundation.
- (c) The Treasurer will be chair of the Finance Committee.
- (d) **Other Duties.** The Treasurer will perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe, or as the President from time to time may delegate.

4.5 **Removal.** Any officer or agent elected or appointed by the Board of Directors may be removed, without cause, by the Board of Directors, whenever (in its sole judgment) the best interest of the Foundation will be served thereby.

4.6 Vacancies. Any vacancy occurring in any office of the Foundation (by death, resignation, removal or otherwise) may be filled by the Board of Directors for the remaining term of the officer whose position has become vacant.

4.7 Authority. Officers and agents will have such authority and perform such duties in the management of the Foundation as provided in these Bylaws, or as may be determined by resolution of the Board of Directors not consistent with these Bylaws.

4.8 Compensation. Unless provided by the Board of Directors, the officers or agents of the Foundation will not receive compensation.

4.9 Ex-Officio Members. The Board of Directors may establish ex-officio members. An Ex-Officio shall be subject to the terms of other regular Board of Director members.

## **ARTICLE V**

### **COMMITTEES**

5.1 Standing Committees Enumerated. The Board of Directors will annually confirm and appoint the following Standing Committees of the Board of Directors:

Executive Committee

Finance Committee

Nominating Committee

Each member of the Board of Directors will serve on at least one committee and no committee shall have fewer than three members. The President of the Board of Directors may appoint individuals who are not members of the Board of Directors to serve on the standing committees or on any other committees appointed as provided in the following section with the exception of the Executive and Nominating Committees that will be staffed solely with the members of the Board of Directors. All standing committees will have members of the Board of Directors serving in the majority. All committee chairs except the chair of the Executive Committee and the Finance Committee will be determined by the majority vote of the Executive Committee. The chair of the Executive Committee will be the President of the Board of Directors.

5.2 Other Committees. Other committees may be created and appointed by the President with the approval of the Executive Committee. Not all individuals serving on a committee will be required to be members of the Board of Directors in order to serve on such committees.

5.3 Executive Committee. The Executive Committee will consist of all elected officers, the chairs of the standing committee of the Foundation, and the immediate past President of the Board of Directors if still on the Board of Directors. With the approval of the Executive Committee, the chair of the Executive Committee may add members-at-large as needed. During intervals between the meetings of the Board of Directors, the Executive Committee will possess and may exercise all of the powers of the

Board of Directors in the management and direction of the business and affairs of the Foundation, except that it will not have the power of authority to:

- Elect officers
- Fill vacancies of the Board of Directors or newly created directorships;
- Authorize the sale of all or substantially all of the Foundation's assets;
- Negate any action of the board of Directors; and
- Do any other act that may be prohibited by applicable law.

The Executive Committee will keep regular minutes of its proceedings and all actions by the Executive Committee will be reported to the Board of Directors at its next meeting. A majority of the members of the Executive Committee will constitute a quorum and the Committee may act by unanimous written consent.

5.4 Finance Committee. The Finance Committee will consist of the President of the Board of Directors, Treasurer, and other members of the Board of Directors to be appointed by the President of the Board of Directors. The Finance Committee will:

- Assist the Treasurer in making recommendations on financial and fund-raising matters to the Board of Directors;
- Be responsible for developing the annual operating budget of the Foundation, consistent with the long-range plan of the Foundation;
- Formulate or revise policies and practices for the safeguarding of all monies of the Foundation and dealing with the internal controls of the Foundation, of which all policies will be recommended by the Committee for review and approval by the Executive Committee and final approval by the Board of Directors;
- Evaluate and recommend investment advisors and/or administrators to consult with the Committee regarding investment holdings, investment policies and practices, with final approval of any such advisors and/or administrators to be made by the Executive Committee;
- Cause, authorize and contract for an annual audit of the Foundation's financial operations by a firm of certified public accountants; and
- Report at each meeting of the Board of Directors and the Executive Committee relative to the status and safeguarding of all monies in the treasury.
- Review Form 990 prior to the filing of the Form 990. While neither the approval of the Form 990 or a review of the 990 is required under Federal law, the corporation's Form 990 shall be submitted to each member of the finance committee via (hard copy or email) at least 5 days before the Form 990 is filed with the IRS by the CPA firm who prepares Form 990.

Investment decisions must be ratified by the Board of Directors prior to implementation, and the Finance Committee will coordinate its activities with the Executive Committee of the Board of Directors.

5.5 Nominating Committee. The Nominating Committee will consist of five members, two from the Executive Committee and three from the Board of Directors. The members of the Nominating

Committee will be selected by the Board of Directors, and will serve for a one-year term, unless otherwise designated by the Board of Directors. Any vacancies on the Nominating Committee will be filled by the Board of Directors. The Nominating Committee will present its recommendations for new directors to the Board of Directors at such time as the Board of Directors will direct and will nominate individuals to fill unexpired terms of officers and the members of the Board of Directors.

## **ARTICLE VI**

### **FINANCIAL OBLIGATIONS AND AUTHORITY**

(Contracts, Checks, Deposits and Funds)

6.1 Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Foundation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation. Such authority may be general or confirmed to specific instances.

6.2 Checks and Drafts. All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Foundation will be issued in accordance with the Foundation's policies, practices, and system of internal controls, as formulated by the Finance Committee.

6.3 Deposits. All funds of the Foundation will be deposited from time to time to the credit of the Foundation in such banks, trust companies, or other depositories as the Board of Directors may select.

6.4 Gifts. The Board of Directors may accept on behalf of the Foundation any contribution, gift or bequest for any special purpose of the Foundation.

## **ARTICLE VII**

### **GENERAL PROVISIONS**

7.1 Members. The Foundation will have no members.

7.2 Fiscal Year. The fiscal year of the Foundation will begin January 1 and end on December 31.

7.3 Books and Records. The Foundation will keep complete books and records of account, and minutes of the proceeding of its Board of Directors, which will be kept at its registered office.

7.4 Relation to Article of Incorporation. These Bylaws are subject to and governed by the Articles of Incorporation.

## **ARTICLE VIII**

### **INDEMNIFICATION**

Indemnification of Officers and Directors; Insurance. Article 1396-2.22A of the Texas Non-Profit Corporation Act (the "Act"), as in effect at the time of the adoption of these Bylaws, is adopted as Article

VIII of these Bylaws and is incorporated into these Bylaws, the words, "corporation," "a corporation," or "the corporation" means the Colleyville Public Library Foundation, which is also referred to in these Bylaws as the "Foundation". The other terms contained in Article 1396-2.22A of the Act will have the same meaning when used in this Article VIII as given to those terms in Article 1396-2.22A of the Act.

#### **ARTICLE IX**

##### **DISSOLUTION**

In the discontinuance of the Corporation by dissolution or otherwise, the Executive Committee will dispose of all assets as set forth under Section 501 c 3 of Internal Revenue Code of 1986, as amended.

#### **ARTICE X**

##### **PARLIMENTARY AUTHORITY**

*Robert's Rules of Orders, Newly Revised*, will be parliamentary authority for all matters of procedures not specifically covered by the Bylaws or by any specific rules of procedures adopted by this Board of Directors.

#### **ARTICLE XI**

##### **AMENDMENTS**

These Bylaws may be amended by two-thirds of the Board of Directors. Proposed amendments will be presented in writing to the Board of Directors at least one week prior to voting on such amendments.