

CLAYTON LIBRARY FRIENDS BYLAWS

(Last amended February 12, 2005)

ARTICLE I - NAME

The name of this organization shall be Clayton Library Friends, hereinafter known as the Friends. It is a nonprofit corporation, incorporated under the Texas Non-Profit Corporation Act.

ARTICLE II - PURPOSE

The purpose of Clayton Library Friends as stated in Articles of Incorporation shall be for education and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954. In this connection, its purpose shall be the enrichment of the resources and facilities of Clayton Library Center for Genealogical Research, a unit of the Houston Public Library. Its further purpose shall be to do any other lawful act or thing incidental to or connected with the above purpose.

ARTICLE III - MEMBERSHIP

Section 3.1: Any person interested in supporting the purpose of the Friends may become a member upon completion of a membership application and payment of dues.

Section 3.2: Dues shall be set annually by the Executive Board.

Dues for renewal of membership shall be due on January 1. Dues not received by March 1, shall be considered delinquent, and the member's name will not be in the yearbook.

ARTICLE IV - MEETINGS

Section 4.1: Regular meetings of the Friends shall be held quarterly in the months of February, May, August, and November. This amendment shall take effect March 1, 1990.

Section 4.2: The Annual Meeting shall be the November regular meeting, which shall be held during daylight hours on a Saturday. Annual reports of the Officers and Committees shall be received; the election of Officers and Directors shall be held; and any other necessary business shall be transacted. The newly-elected Officers and Directors shall assume office on January 1 following their election.

Section 4.3: Special meetings may be called by the President, or at the request of five members of the Executive Board, or upon the written request of twenty members of the Friends. In the event that the President does not call the meeting within five days after being requested by five members of the Executive Board or upon the written request of twenty members, any elected officer may send out the call for the meeting. The purpose of the special meeting shall be stated in the call, and at least seven days notice shall be given to the entire membership. At the special meeting the business for which it was called shall be considered, and no other business shall be transacted.

Section 4.4: Twenty-five members shall constitute a quorum at any meeting of the Friends, regular or special.

ARTICLE V - EXECUTIVE BOARD

Section 5.1: The Friends shall be governed by an Executive Board. All members of the Executive Board shall be elected by the membership of the Friends except for those appointed according to provisions of these Bylaws.

The Executive Board is primarily responsible for all affairs and management of the Friends in accordance with these Bylaws. All officers are responsible to the Executive Board.

Section 5.2: The Executive Board shall consist of eleven voting members including the Officers of the Friends. The Manager of Clayton Library shall be an Ex-Officio member of the Board, but shall have no vote.

Section 5.3: Seven voting members of the Executive Board, present in person, shall constitute a quorum at all meetings of the Board. No votes shall be cast by proxy vote for other members. Voting on all matters may be conducted by e-mail.

Section 5.4: The Executive Board shall have regular meetings at such times and places as the Board may select, provided, however, that the Board shall meet at least once every two calendar months.

Special meetings may be called at the direction of the President or at the direction of at least three Board members. Notice of the time and place of meetings shall be given to each member of the Board at least three days prior to the time of the meeting. In an emergency, a majority of the Executive Board may waive the requirement for three days notice.

Section 5.5: Any member of the Executive Board who has failed to attend two consecutive Board meetings without just cause shall no longer be a member of the Board unless the Board votes to allow this member to remain. No dues-delinquent member shall be a member of the Executive Board.

Section 5.6: Any member of the Friends can bring an issue to the Executive Board after stating it in writing to the President. The President shall schedule presentation of the issue to the Board by the member as soon as practical.

Section 5.7: It shall be the duty of the Executive Board to care for the property and interests of the Friends and to determine policies for the conduct of its affairs. The Executive Board shall have the power to raise and expend funds to promote the welfare of the Clayton Library and to employ any and all lawful means it may deem proper and expedient to secure the object for which the Friends is organized.

ARTICLE VI - OFFICERS AND DIRECTORS

Section 6.1: The officers of the Friends shall consist of a President, a First Vice President, a Second Vice President, a Secretary, and a Treasurer who shall be elected from the membership. Each shall serve as a voting member of the Executive Board.

The Parliamentarian shall be an appointed officer and shall be a non-voting member of the Executive Board.

The term of office for officers shall be for one calendar year, except that any officer shall serve until his successor has been duly elected. No officer shall serve more than two terms in succession in any one position except in the position of Treasurer.

Section 6.2: Six Directors shall be elected from the membership to serve as voting members of the Executive Board.

The term of office for each Director shall be two calendar years beginning on January 1 following the Annual Meeting at which the Director is elected, except that any Director shall serve until his successor has been duly elected.

The terms of Directors shall be staggered so that normally three Director's will be elected each year. In the event that a vacancy shall occur in the first year of a Director's term, that vacancy shall be filled by appointment by the Executive Board for the time remaining of the current calendar year. A Director shall be elected at the next Annual Meeting to fill the remaining year of the vacancy that was created. No Director shall serve more than two consecutive full terms.

Section 6.3: The Nominating Committee shall have five members: one member shall be elected by the Executive Board at its meeting, and the remaining four shall be elected by the membership at the regular May meeting. Nominations for this committee shall be made from the floor. If only four are nominated, voting shall be by voice vote; if more are nominated, voting shall be by ballot. A plurality vote will elect.

The Committee member elected by the Executive Board shall call the first meeting of the Committee, and at that time the Committee will elect a Chairman. It shall be the duty of the Nominating Committee to submit one nominee for each office to be filled. A report in writing, including a list of the nominees, shall be sent to the Executive Board and then to the Membership by the Nominating Committee no later than three weeks prior to the Annual Meeting in November.

Nominations may be made from the floor at the Annual Meeting. No name shall be placed in nomination without the consent of the nominee. Nominees for the office of President shall have served as a member of the Executive Board. The election of the Officers and Directors shall be by ballot; however, if there is but one nominee for any office, then election for that office may be by voice vote. A majority vote of the members present and voting shall be required to elect.

Section 6.4: The Executive Board is authorized and empowered to fill any vacancy which may occur on the Board for the remainder of the calendar year in which the vacancy occurs, and is hereby authorized and empowered to fill any vacancy in office, except President and First Vice President, for the balance of the unexpired term so filled. In case of a vacancy in the office of President, the First Vice President shall become President; in case of a vacancy in the office of First Vice President, the Second Vice President shall become First Vice President.

ARTICLE VII - DUTIES OF OFFICERS AND DIRECTORS

Section 7.1: The President shall preside at all general meetings and meetings of the Executive Board; shall sign, with the Treasurer, all orders on the treasury of the Friends; shall appoint the Parliamentarian and Historian, subject to the approval of the Executive Board; shall appoint Chairmen of Special and Standing committees, except as otherwise provided in these Bylaws; shall be an Ex-Officio member of all such committees except the Nominating Committee; shall coordinate the work of the Officers and Directors in order that the purposes of the Friends may be promoted.

The President shall call meetings of the Executive Board at the times provided in the Bylaws and at such other times as he may deem advisable. The President shall call special meetings of the Executive Board on the written request of three or more members of the Board.

It shall be the duty of the President to carry out the will of the Executive Board as expressed at its meetings and, in general, to conduct the affairs of the Friends in a manner consistent with the

authority and responsibility pertaining to the office. Upon assuming office, the President shall appoint a certified auditor for the annual audit of the Treasurer's books for the preceding year.

Section 7.2: The First Vice President shall act as coordinator of various committee chairmen as assigned by the President. At the discretion of the President, the committees assigned to the First Vice President shall include either the Membership Committee or the Ways and Means Committee, the other being assigned to the Second Vice President. The First Vice President shall perform any duties as assigned by the President, the Executive Board, or the Membership.

In the absence of the President, or in the event of his inability to act, the First Vice President shall serve in that capacity. The First Vice President shall be authorized to co-sign checks in the absence of either the President or the Treasurer.

Section 7.3: The Second Vice President shall act as coordinator of various committee chairmen as assigned by the President. At the discretion of the President the committees assigned to the Second Vice President shall include either the Membership Committee or the Ways and Means Committee.

The Second Vice President shall perform any duties as assigned by the President, the Executive Board, or the Membership. In the absence of the First Vice President, the Second Vice President shall act in that capacity.

Section 7.4: The Secretary shall give notice of all meetings of the Membership and of the Executive Board, shall keep the minutes of each regular meeting and special meeting of the Membership and the Executive Board, and shall keep on file all annual reports of committees and the Historian.

The Secretary shall keep the Friends official membership roll and call the roll of the Membership where it is required; shall have on hand at each meeting a list of all existing committees and their members; shall keep official copies of the Articles of Incorporation of the Friends and other important documents and correspondence; shall maintain record books in which the Bylaws, Standing Rules, and minutes are entered with any amendments to these documents properly recorded; and shall have the current record books on hand at every meeting.

The Secretary shall appoint an assistant, the Corresponding Secretary, who will be responsible for the correspondence of the organization as instructed by the President and/or the Executive Board. The Secretary shall send a copy of the minutes to the President within ten days after each meeting.

Section 7.5: The Treasurer shall receive and deposit all funds into the account of the Friends in such banks as the Executive Board may direct; shall serve as Chairman of the Finance and Budget Committee; shall present a budget for the coming year to the Executive Board for approval prior to the February meeting of the Membership, and then present the Board-approved budget to the Membership at the February meeting.

The Treasurer shall sign all checks along with the President or other officer according to these Bylaws; shall submit lists of paid memberships to the Membership Committee Chairman in a timely manner; shall pay all bills authorized by the budget or approved by the Executive Board; shall keep a record of all income and expenditures and submit a quarterly report to *The CLF Newsletter* editor for publication in the edition of the newsletter immediately following the end of the calendar quarter; shall keep a record of all donations to the Friends and submit a list of such to the President for proper acknowledgment; and shall notify the President of cash gifts restricted for a certain item or purpose so that the President can apply the gift as the donor wishes.

The Treasurer or his appointee shall see that an itemized list showing all acquisitions by Clayton Library purchased with money raised by the Friends be kept in a publicized place where anyone can see what the purchases were; shall be responsible for keeping an inventory of all property owned by the Friends with its current location.

The Treasurer shall, with the help of the Secretary and/or Membership Committee Chairman, be responsible for sending out dues notices by the end of the year.

The outgoing Treasurer shall be responsible for seeing that the incoming Treasurer, President, and First Vice President are authorized to sign checks on all Friends bank accounts.

The Treasurer may at any time be required to give a bond in such sum as the Executive Board may deem advisable; the cost of such bond to be paid out of the funds of the Friends. The Treasurer's accounts shall be audited annually or as often as deemed necessary by the Executive Board in such manner as may be determined by the Board.

Section 7.6: The Parliamentarian shall be appointed by the President with the approval of the Executive Board. The Parliamentarian shall attend all regular and special meetings of the Membership and Executive Board to assist with parliamentary authority and shall be ready with such advice between meetings. The Parliamentarian shall have the privilege of voting at meetings of the Membership only when the voting is by ballot.

Section 7.7: Each of the six Directors shall act as coordinator for committees as assigned by the President.

Section 7.8: All Officers and Directors except the Treasurer shall deliver to their successors all official material by January 1 following their successors' election or within fifteen days following their successors' appointment and shall assist them in becoming familiar with the duties of their offices. The Treasurer shall turn over all monies, books, and other materials which may be in his possession or under his control to his successor by January 15 after the election of his successor or within fifteen days following his successor's appointment. The Treasurer-elect shall work with the Treasurer to assist in preparing the next year's budget.

Section 7.9: All officers and directors shall serve without compensation, but the Executive Board may authorize the disbursement of such necessary incidental expenses as may be properly incurred in the transaction of business of the Friends by way of reimbursement.

ARTICLE VIII - HISTORIAN

The Historian shall be appointed by the President with the approval of the Executive Board. The Historian shall collect and preserve in the Historian's Record Book all documents relating to the History of the Friends and shall compile and keep a record of all current Friends events and activities to be presented in the form of an annual history, the form to be approved by the Executive Board.

ARTICLE IX - COMMITTEES

Section 9.1: Standing committees of the Friends shall be the following:

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| Finance & | Library | Public |
| Budget | Service | Relations |
| Gifts & | Volunteers | Telephone |
| Donations | Membership | Ways & |
| Grants & | Newsletter | Means |
| Endowments | Program | Yearbook |
| Hospitality | Publicity | |

Section 9.2: At the discretion of the Executive Board, standing committees may be combined or divided into separate committees.

Section 9.3: Additional Standing Committees and Special Committees may be authorized as needed by the Executive Board.

Section 9.4: The Officers and Directors of the Friends shall be appointed by the President as coordinators of the Standing and Special Committees. The Membership and Ways and Means Committee shall each report to a separate Vice President.

Each coordinator shall have meetings with his committee chairmen to plan work and shall report the committee's plans and activities to the Executive Board.

ARTICLE X - RELATIONS WITH CLAYTON LIBRARY

It is recognized that Clayton Library is a unit of the Houston Public Library and that the Friends plays a supporting role. Projects of the Friends directly affecting the facilities of, or the materials owned by, Clayton Library will be undertaken only upon agreement with the Library management. Publication of materials jointly developed by volunteers of the Friends and Clayton Library shall be published only with the agreement in writing of Clayton Library and the Friends.

ARTICLE XI - LIMITATION ON LIABILITY AND AUTHORITY TO INCUR INDEBTEDNESS

No member shall be liable except for unpaid dues subscribed by such member, and no personal liability shall in any event be attached to any member, including Officers and Directors, in connection with any undertakings of the Friends. Liabilities of the Friends shall be limited to common funds and assets.

Members of the Executive Board shall not have the authority to borrow money or to incur any indebtedness or liability for borrowed money in the name of or on behalf of the Friends. No contract shall be entered into and no financial obligation shall be incurred by the Executive Board beyond the amount of funds on hand or in the bank, after providing for the total of all unpaid accounts, unpaid obligations and liabilities, and the corpus of The Clayton Library Friends Endowment Fund.

ARTICLE XII - RECOGNITION OF CONTRIBUTORS

In order to encourage and recognize contributors to the fundraising efforts of the Friends, individuals and groups who make monetary contributions aggregating to the following amounts in any one year shall be honored by having their names published during the following year under the indicated designation. Contributions will not be recognized in this manner for individuals who request anonymity.

- Contributor — \$1 to \$49
- Donor — \$50 to \$99
- Patron — \$100, to \$249
- Sponsor — \$250 to \$499
- Benefactor — \$500 and above

ARTICLE XIII - AMENDMENTS

These Bylaws may be amended at any meeting by a two-thirds vote of the members present and voting, provided that notice of the proposed amendment is given in writing to all of the members at least ten days before said meeting and provided twenty-five or more members are present.

ARTICLE XIV - RULES OF ORDER

All parliamentary procedures not covered by these Bylaws or by special Rules of Order adopted by the Friends or the Executive Board shall be governed by the current edition of *Robert's Rules of Order*, Newly Revised.

ARTICLE XV - DISSOLUTION

If the corporation, Clayton Library Friends, should be dissolved, either voluntarily or involuntarily, it shall be liquidated in accordance with the provisions of the Texas Non-Profit Corporation Act and all other applicable laws of the State of Texas and after all debts, obligations, and liabilities of the corporation shall have been paid, satisfied, and discharged, all money and property constituting the residue of the assets of the corporation shall be paid over and delivered to Clayton Library if it is then in existence, otherwise to the Houston Public Library System.