

**BYLAWS**  
**OF**  
***FRIENDS OF MISSION BEND BRANCH LIBRARY***

The name of the organization is Friends of Mission Bend Branch Library (FOLMB) and shall herein be referred to as the “Corporation.” The Corporation is organized in accordance with the Texas Civil Statutes, Chapter 9, as amended. The Corporation has not been formed for the making of any profit, or personal financial gain. The assets and income of the Corporation shall not be distributable to, or benefit the trustees, directors, or officers or other individuals. The assets and income shall only be used to promote corporate purposes as described below. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to employees and independent contractors for services provided for the benefit of the Corporation. This Corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from federal income tax. The Corporation shall not endorse, contribute to, work for, or otherwise support (or oppose) a candidate for public office. The purpose of the Corporation is the following:

The purpose of the Corporation is to promote the cause of the Mission Bend Branch Library in the community by fund raising events, cultural and educational activities; to supply items to enhance the overall quality of the library; focus public attention on library services; to provide volunteer services; and do those things necessary and appropriate to carry out such purposes.

The Corporation is organized exclusively for purposes pursuant to section 501(c)(3) of the Internal Revenue Code.

## **ARTICLE I**

### **DIRECTORS**

**Section 1. Number of Directors.** The Corporation shall be managed by a Board of Directors consisting of 3 directors.

**Section 2. Election and Term of Office.** The directors shall be elected at the annual meeting. Each director shall serve a one year term or until a successor has been elected or appointed.

**Section 3. Removal / Vacancies.** A director shall be subject to removal, with or without cause, at a meeting called for that purpose. Any vacancy that occurs on the Board of Directors, for any reason, may be filled by the remaining directors. A director elected to fill a vacancy shall serve the remaining term of his or her predecessor, or until a successor has been elected.

**Section 4. Quorum.** A majority of the directors shall constitute a quorum at a meeting. In the absence of a quorum, a majority of the directors present may adjourn the meeting to another time without further notice. If a quorum is represented at an adjourned

meeting, any business may be transacted that might have been transacted at the meeting as originally scheduled. The directors present at a meeting represented by a quorum may continue to transact business until adjournment, even if the withdrawal of some directors results in representation of less than a quorum.

**Section 5. Annual Meeting.** An annual meeting shall be held once each calendar year for the purpose of electing directors and for the transaction of such other business as may properly come before the meeting. The annual meeting shall be held at the time and place designated by the Board of Directors. The Board of Directors shall meet immediately after the annual meeting for the purpose of electing its new officers, appointing new committee chairpersons and for transacting such other business as may be deemed appropriate.

**Section 6. Regular Meetings.** The Board of Directors may provide, by resolution, for additional regular meetings without notice other than the notice provided by the resolution.

**Section 7. Special Meetings.** Special meetings maybe be requested by the President or the Board of Directors. A special meeting of members is not required to be held at a geographic location if the meeting is held by means of the internet or other electronic communication technology in a manner pursuant to which the members have the opportunity to read or hear the proceedings substantially concurrent with the occurrence

of the proceedings, note on matters submitted to the members, pose questions, and make comments.

**Section 8. Notice.** Written notice of all meetings shall be provided under this section or as otherwise required by law. The Notice shall state the place, date, and hour of meeting, and if for a special meeting, the purpose of the meeting. Such notice shall be delivered to all directors of record at their address shown on the corporate books, at least 10 days prior to the meeting. Such notice shall be deemed effective when deposited in ordinary U.S. mail, properly addressed, with postage prepaid, or sent via electronic communication.

**Section 9. Place of Meeting.** Meetings shall be held at the Corporation's principal place of business unless otherwise stated in the notice. Unless the articles of incorporation or bylaws provide otherwise, the board of directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during this meeting. A director participating in a meeting by this means shall be deemed to be present in person at the meeting.

**Section 10. Informal Action.** Any action required to be taken, or which may be taken, at a meeting, may be taken without a meeting and without prior notice if there is consent in writing, setting forth the action so taken, and is signed by the directors with respect to the subject matter of the vote.

**Section 11. Procedures.** The vote of a majority of the directors present at a properly called meeting at which a quorum is present shall be the act of the Board of Directors, unless the vote of a greater number is required by law or by these by-laws for a particular resolution. A director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless their dissent shall be entered in the minutes of the meeting. The Board shall keep written minutes of its proceedings in its permanent records.

**Section 12. Committees.** To the extent permitted by law, the Board of Directors may appoint from its members a committee or committees, temporary or permanent, and designate the duties, powers and authorities of such committees.

## **ARTICLE II**

### **OFFICERS**

**Section 1. Number of Officers.** The officers of the Corporation shall be a President, a Vice-President, a Treasurer, a Secretary and a Program Director. Two or more offices may be held by one person, although the offices of Secretary and President cannot be held concurrently by the same person. The President may not serve concurrently as a Vice President.

**President/Chairman.** The President shall be the chief executive officer and shall preside at all meetings of the Board of Directors.

**Vice President.** The Vice President shall perform the duties of the President in the absence of the President and shall assist that office in the discharge of its leadership duties.

**Secretary.** The Secretary shall give notice of all meetings of the Board of Directors, shall keep an accurate list of the directors, and shall have the authority to certify any records, or copies of records, as the official records of the Corporation. The Secretary shall maintain the minutes of the Board of Directors' meetings and all committee meetings.

**Treasurer.** The Treasurer shall be responsible for conducting the financial affairs of the Corporation as directed and authorized by the Board of Directors, and shall make reports of corporate finances as required, but no less often than at each meeting of the Board of Directors.

**Program Director.** The Program Director shall be responsible for evaluating and improving the operations of the Corporation as directed and authorized by the Board of Directors, and shall study and interpret applicable laws, bylaws and governmental policies relating to the Corporation.

**Section 2. Election and Term of Office.** The officers shall be elected annually by the Board of Directors at the first meeting of the Board of Directors immediately following the Board's annual meeting. Each officer shall serve a one year term or until a successor has been elected or appointed.

**Section 3. Removal or Vacancy.** The Board of Directors shall have the power to remove an officer or agent of the Corporation. Any vacancy that occurs for any reason may be filled by the Board of Directors. An officer elected to fill a vacancy shall serve the remaining term of his or her predecessor, or until a successor has been elected.

**Section 4. Quorum.** A majority of the officers shall constitute a quorum at a meeting. In the absence of a quorum, a majority of the officers present may adjourn the meeting to another time without further notice. If a quorum is represented at an adjourned meeting, any business may be transacted that might have been transacted at the meeting as originally scheduled. The officers present at a meeting represented by a quorum may continue to transact business until adjournment, even if the withdrawal of some officers results in representation of less than a quorum.

**Section 5. Regular Meetings.** The officers meet once per month on the first Saturday of the month at the Corporation physical location or using a designated electronic communication method as agreed upon by the officers. The officers may provide, by resolution, for additional regular meetings without notice other than the notice provided by the resolution.

**Section 6. Special Meetings.** Special meetings may be requested by the President, Vice-President, Secretary, Program Director, or any two officers by providing five days written notice by ordinary United States mail or electronic communication technology. A special meeting of officers is not required to be held at a geographic location if the meeting is held by means of the internet or other electronic communication technology in a manner pursuant to which the officers have the opportunity to read or hear the proceedings substantially concurrent with the occurrence of the proceedings, note on matters submitted to the members, pose questions, and make comments. Minutes of the meeting shall be sent to the Board of Directors within two weeks after the meeting.

**Section 7. Committees.** To the extent permitted by law, the officers may appoint a committee or committees, temporary or permanent, and designate the duties, powers and authorities of such committees.

### **ARTICLE III**

#### **CORPORATE SEAL, EXECUTION OF INSTRUMENTS**

The Corporation shall not have a corporate seal. All instruments that are executed on behalf of the Corporation which are acknowledged, and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the Corporation, including a release of mortgage or lien, may be executed by the President or any Vice-President.



Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the Board of Directors.

#### **ARTICLE IV**

#### **AMENDMENT TO BYLAWS**

The bylaws may be amended, altered, or repealed by the Board of Directors by a majority of a quorum vote at any regular or special meeting. The text of the proposed change shall be distributed to all board members at least ten (10) days before the meeting.

#### **ARTICLE V**

#### **INDEMNIFICATION**

Any director or officer who is involved in litigation by reason of his or her position as a director or officer of this Corporation shall be indemnified and held harmless by the Corporation to the fullest extent authorized by law as it now exists or may subsequently be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights).

## **ARTICLE VI**

### **DISSOLUTION**

The Corporation may be dissolved only with authorization of its Board of Directors given at a special meeting called for that purpose, and with the subsequent approval by no less than two-thirds (2/3) vote of the Directors. In the event of the dissolution of the Corporation, the assets shall be applied and distributed as follows:

All liabilities and obligations shall be paid, satisfied and discharged, or adequate provision shall be made, therefore. Assets not held upon a condition requiring return, transfer, or conveyance to any other corporation or individual shall be distributed, transferred, or conveyed, in trust or otherwise, to charitable and educational corporations, organized under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of a similar or like nature to this Corporation, as determined by the Board of Directors.

## **Certification**

Richard Scheiber, President of Friends of Mission Bend Branch Library, and Idiat Babajide, Secretary of Friends of Mission Bend Branch Library certify that the foregoing is a true and correct copy of the bylaws of the above-named Corporation, duly adopted by the initial Board of Directors on September 21, 2024.

I certify that the foregoing is a true and correct copy of the bylaws of the above-named Corporation, duly adopted by the initial Board of Directors on September 21, 2024.

By:

Date:

Richard Scheiber, President

By:

Date:

Idiat Babajide, Secretary