**BYLAWS OF THE**

**HARPER LIBRARY CORPORATION**

**ARTICLE 1**

**NAME**

The name of the corporation (hereinafter referred to as the “Corporation”) is Harper Library (hereinafter referred to as “Library”).

**ARTICLE 2**

**OFFICE**

The principal business office of the Corporation shall be located at:

Harper Library

23247 W. US Highway 290

Harper, TX 78631

830-864-4993

**ARTICLE 3**

**PURPOSES**

The operations of the Corporation shall be confined to the purposes set forth in its Articles of Incorporation, Article 3:

“The Corporation is organized and shall be operated exclusively for charitable, educational, and literary purposes within the Harper, Texas community, including such programs, activities and services as are generally associated with community libraries. Specific purposes include the development and maintenance of a collection of books and other materials of local interest and of literary, educational, historical, artistic and cultural value, to promote literacy, cultural enrichments, and life-long learning; the establishment and maintenance of a community resource center to house that collection and provide meeting and exhibition space for the informal exchange of information, ideas, knowledge and experience; and the solicitation of donations, gifts, bequests, grants, and other forms of public and private assistance to support these activities.”

In conjunction with the Library, the Harper Library Resale Shop (hereinafter referred to as “Resale Shop”) exists to support the Library and serve the outlying community. All profits from the Resale Shop provide support for the Harper Library.

**ARTICLE 4**

**MEMBERSHIP**

Section 1: Definition

The Corporation may have members with a common interest in the goals to which the Corporation is dedicated: literary pursuits; life-long learning and cultural enrichment; and the informal sharing of ideas, information, knowledge and experience. Eligibility for membership, privileges and conditions of membership shall be determined by the Harper Library Executive Board of Directors (hereinafter referred to as “the Board of Directors” or “the Board”).

Section 2: Members

The Harper Library is a 501(c)3 public library that supports the community of Harper, Texas and surrounding areas as outlined in the Library’s General Operations Policy.

Any resident or landowner within the Harper Independent School District may become a permanent member of the Library. Visitors residing in the area served by the Library may become a temporary member when they provide contact information for their permanent residence along with their local information.

Members shall be entitled to vote on matters submitted to the membership. Member qualifications are:

1. any person at least sixteen (16) years of age who possesses a Library card, OR
2. any person who is an active volunteer in the Library or Resale Shop for two (2) months, OR
3. any person who is a sustaining donor.

**ARTICLE 5**

**GOVERNMENT OF THE CORPORATION**

Section 1: Governing Body and Power

The Board of Directors shall be an administrative body charged with overseeing the everyday affairs of the Corporation. They shall have such powers and authority as conferred upon them by the Articles of Incorporation of the Harper Library (hereinafter referred to as “Articles of Incorporation”), these Bylaws, and the general laws of the State of Texas.

Section 2: Board of Directors

A. Qualifications

Officers of the Corporation shall be voting members in good standing, and at least eighteen (18) years of age. Officers shall have current volunteer experience in the Corporation or experience/know-how beneficial to the operation of the Corporation.

A member in good standing is a person who is seen as interested in and supportive of the Library and Resale Shop missions.

B. Composition

The Board of Directors shall consist of seven (7)members: four (4) officers identified as President, Vice-President, Secretary and Treasurer; and three (3) Directors.

C. Term of Office

Board members shall serve for two (2) years beginning with the first Board meeting following their election. No Board member shall be elected to the same position for more than two (2) consecutive terms or a total of five (5) years. If their successor has not been elected and sworn in by the end of said term, the member shall serve until a successor has been elected or appointed. The maximum total number of years served on the board for any one person shall not exceed ten (10) consecutive years.

D. Nepotism

Relatives may not serve terms concurrently on the Board. “Relative” herein is defined as a spouse, child, parent or sibling.

E. Missed Meetings

A member of the Board who is absent from two (2) consecutive Board meetings or Board workshops during a twelve (12)-month period, unless the Board President was notified of the expected absence prior to the Board meeting/workshop, is required to meet with the Board President to re-evaluate his/her commitment to the Harper Library.

F. Removal

A member of the Board of Directors may be removed, with or without cause, at any regular or special-called Board meeting by a unanimous affirmative vote of then serving other Board members present.

G. Board Vacancy

A member of the Board may submit a signed resignation letter at any Board meeting.

a. President: If a vacancy shall occur during his/her term in office, the Vice President of this Corporation shall assume full duties, responsibilities and powers of the Office of President until the next election meeting held in May of each year.

b. Vice President, Secretary, and Treasurer: If a vacancy shall occur, by majority vote, the Board shall appoint a qualified member as successor for the remainder of the unexpired term at the next Board meeting.

c. Directors: If a vacancy occurs, the Board shall appoint by majority vote a qualified member as successor for the remainder of the unexpired term. If fewer than three (3) months are remaining in the term, the position may be left vacant.

H. Duties and Powers

a. President

The President shall serve as the Chief Executive Officer and shall preside at meetings of this Corporation. He/she shall carry out duties and responsibilities as may be directed by the membership. He/she shall be an ex-officio member of committees but shall not be required to attend committee meetings.

The President shall not make or second motions. The President votes only to break a tie.

In addition, his/her responsibilities shall include:

1. Supervising the affairs and activities of the Corporation.

2. Representing the Corporation within the community.

3. Overseeing the preparation of the Budget.

4. Supervising the preparation of the five-year plan.

5. Approving Board agendas.

6. Presiding and maintaining order at meetings.

7. Supervising and assisting the officers in the performance of their duties.

8. Reviewing and signing non-routine correspondence.

9. Providing liaison to the Library and Resale Shop staff, both volunteer and paid.

10. Presenting an annual report to the membership in the month of January.

11. Overseeing the creation of a performance plan and job description for paid employees. The President and the Board shall be responsible for evaluating the employee’s performance pursuant to the plan.

12. Providing for the formation of committees as necessary.

b. Vice President

The Vice President shall report to the President and shall preside at meetings in the event the President is absent. The Vice President shall further carry out duties as assigned by the President and/or the Board.

c. Secretary

The Secretary shall report to the President and maintain the official records of the Corporation. His/her responsibilities shall include:

1. Preparing agendas with the President.

2. Maintaining attendance records at meetings.

3. Recording and maintaining the minutes of Board and membership meetings.

4. Preparing a list of eligible voters who meet the voter member qualifications as of March 31 with the assistance of the Treasurer and the Library Director and presentingthe list of eligible voters to the Board at the April board meeting.

5. Preparing official correspondence of the Corporation.

6. Maintaining the calendar of the Corporation.

7. Carrying out those further duties as assigned by the President and the Board.

d. Treasurer

The Treasurer shall report to the President and shall be the Chief Financial Officer of the Corporation. His/her responsibilities shall include:

1. Assisting in maintaining a good financial structure.

2. Helping prepare the annual budget.

3. Reporting monthly on the financial status comparing actual performance against the plan of the Corporation.

4. Keeping records of monies owed to and owed by the Corporation and handling accounts receivable and payable.

5. Preparing the list of sustaining donors as of the April Board meeting.

6. Preparing official correspondence of the Corporation.

7. Maintaining a list and location of the Corporation assets.

8. Requiring full statements of financial status of projects.

9. Arranging for preparation and filing of the Corporation’s annual tax return (Form 990) with the IRS.

10. Preparing charitable contribution acknowledgement letters for donations to the Corporation.

11. Carrying out those further duties as assigned by the President and the Board.

Section 3: Election of Officers and Directors

A. Election of Board Officers and Directors of this Corporation shall be made during the Board meeting of this Corporation held in May of each year, unless otherwise specified in these Bylaws. The Secretary and Treasurer shall confirm members present at the May meeting are eligible to vote. The list of eligible voting members shall be presented and confirmed at the April Board meeting and shall be available for inspection by any member entitled to vote after the April Board meeting.

B. Officers and Directors shall be elected by show of hands or by voice vote of the membership. An election by secret ballot shall be held if requested by a member. Nominees from the floor shall be in attendance at the May Board meeting. However, a candidate nominated by the Nominating Committeefor a Board position is not required to be in attendance at the election if prior notification of the absence and acceptance of the nomination has been given to the Nominations Committee Chairperson.

C. Compensation

a. Officers and Directors

Officers and Directors of this Corporation, whether elected or appointed, shall serve without compensation.

b. Paid Employees

The need for paid employees shall be determined by the Board, who will also develop pay ranges, create job descriptions, and evaluate candidates for employment.

**ARTICLE 6**

**MEETINGS**

A. Robert’s Rules of Order, current edition; the Texas Open Meetings Act, current version; and Texas Government Code Section 551.001 et seq., current revision, shall be used as guidelines for conducting meetings of this Corporation.

B. The Board may only hold a meeting if a quorum of the Board is present and voting. A quorum is a majority of the Board; for example, four (4) members of a seven (7) member Board, regardless of the number of vacancies.

C. Meetings shall be open to the public unless they are called to discuss personnel matters, consultations with the Corporation’s attorney or discussions about the value or transfer of real property, security personnel, security devices, or a security audit. If during a scheduledmeeting, the Board determines that a closed meeting (also called executive session) is necessary, then such closed meeting or executive session as outlined in the Texas Open Meetings Act, will be held by the Board at the date, hour and place given in the posted agenda. No votes shall be taken during a closed (executive) meeting.

D. Regular meetings of the Board will be held on the third Monday of each month at 4:30 p.m. in the Library building. When determined necessary and for the convenience of Board members, the Board President may change the date, time or location of a regular meeting with proper notice.

E. The Board must give the public notice of the date, time, place and subject of any upcoming meeting. The notice must always be posted in a place readily accessible to the general public at least seventy-two (72) hours before the meeting. In the case of an emergency or “urgent public necessity”, a meeting notice or addition to a meeting agenda may be posted at least two (2) hours prior to the meeting.

F. Aspecial meeting of the membership or Board may be called at the request of the President or two other members of the Board. The time and placewill be coordinated by the President and the Board members requesting the meeting.

G. Election of Board Officers and Directors shall be made during the Board meeting in May of each year.

H. Voting at Board meetings shall be by voice or show of hands of Board members, as directed by the Board President. No vote shall be taken by secret ballot.

I. The Secretary shall prepare and keep minutes of each Board meeting. The minutes shall state the subject matter of each deliberation and indicate each vote, order, decision or other action taken. The minutes of a regular or special meeting of the Board must reflect each Board member’s attendance at or absence from the meeting. Board action shall be carefully recorded by the Board secretary. When approved, these minutes shall serve as the legal record of official Board actions. The written minutes of meetings shall be approved by vote of the Board and signed by the presiding officer and Board Secretary.

**ARTICLE 7**

**CONTRACTS, DEPOSITS, CONTROL OF FUNDS AND**

**EMERGENCY EXPENDITURES**

Section 1: Contracts

The Board may authorize two (2) or more officers or agents of the Corporation, in addition to the officers authorized by the Bylaws, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Corporation.

Such authority may be general or confined to the specific instances, provided that such authorization shall be in writing. Contracts of the Corporation must be signed by two (2) officers.

Section 2: Debts

No member of this Corporation shall contract or cause to be made in the name of the Corporation, any debt of any nature whatsoever without the proper authorization of the Board.

Section 3: Gifts

The Board may accept on behalf of the Corporation any gifts, bequests, grants, devices (either general or specific purpose) or any monetary contribution for deposit in a Corporation account.

Section 4: Control of Funds

Three (3) Board signees are on accounts: President, Vice President and Treasurer. Checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness in the amount of One Thousand Five Hundred Dollars ($1,500) or less issued in the name of the Corporation shall bear the signature of any one (1) of these signees. Checks for any amount over One Thousand Five Hundred Dollars ($1,500) shall be signed by any two (2) of these signees.

Section 5: Expenditures

Expenditures of Five Hundred Dollars ($500) or less per incident do not need Board approval. Any expenditure of more than Five Hundred Dollars ($500) per incident must be authorized by the Board.

Section 6: Deposits

Corporation funds shall be deposited in a timely manner to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select.

**ARTICLE 8**

**COMMITTEES**

Section 1: Designation

The President shall determine the committees deemed proper and necessary to fulfill the objectives and purposes of the Corporation.

Section 2: Reports

Each committee so constituted by the President shall elect a Chairperson from among the members of the Committee to preside at committee meetings and to prepare and present reports to the Board as required.

Section 3: Membership

The President shall select members in good standing within the Corporation for appointment as committee members.

Section 4: Nominations Committee

The President of this Corporation shall appoint a Nominations Committee at the February Board meeting to prepare for nominations to be presented at the April Board meeting. The President shall select three (3) members in good standing within the Corporation to become members of the Nominations Committee for a term of one (1) year. It shall be the explicit duty of the Nominations Committee to select, validate and nominate a minimum of one (1) candidate for each expiring office to be considered for election at the May Board meeting. Members of the Nominating Committee shall not be eligible for nomination unless placed in nomination from the floor.

**ARTICLE 9**

**BOOKS AND RECORDS**

The Corporation shall maintain correct and complete books and records of accounts according to Section 22.352 of the Texas Business Organizations Code for non-profit corporations and maintain membership rosters. Books, records and minutes from open Board meetings may be inspected by any individual during regular Library hours.

**ARTICLE 10**

**NONDISCRIMINATION POLICY**

The Corporation does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations. These activities include, but are not limited to, hiring and firing of staff, selection of volunteers and vendors, and provision of services. We are committed to providing an inclusive and welcoming environment for members of our staff, clients, volunteers, subcontractors, vendors, and clients.

**ARTICLE 11**

**FISCAL YEAR**

The Fiscal Year of the Corporation shall begin on the first day of January and end on the last day of December.

**ARTICLE 12**

**STATUTORY AUTHORITY**

This Corporation is incorporated under, and is subject to, the Texas Non-Profit Corporation Act. Its general provisions are incorporated herein by reference, notwithstanding anything herein to the contrary.

**ARTICLE 13**

**AUDIT**

The Board may cause the funds of the Corporation to be audited at any time.

**ARTICLE 14**

**AMENDMENTS TO BYLAWS**

These Bylaws may be amended or revised by the Board and approved by a majority of the members attending any regular meeting, provided that written notice of the proposed amendment(s) has been properly posted prior to the date of the meeting.

A Bylaw Review Committee shall be formed every five (5) years to complete a thorough review of the existing Bylaws for any changes that might affect the governance of the Corporation.

**ARTICLE 15**

**INDEMNIFICATION**

Section 1: Extent of Indemnification

The Corporation shall indemnify any person who is serving or has served as a director, officer, or committee member of the Corporation to the greatest extent then permitted by the Texas Non-Profit Corporation Act and other applicable law. Indemnification as provided for in this Article shall inure to the benefit of the heirs, executors, and administrators of any person who held or is holding a position named in this section.

Section 2: Other Remedies

Indemnification provided in this Article shall not be exclusive of any other rights to which a person who held or is holding a position identified in Article 5, Section 2, B. may be entitled by law, agreement, vote of disinterested directors, or otherwise.

Section 3: Insurance

The Corporation may purchase and maintain insurance on behalf of any person (or may reimburse any such person) for the reasonable and necessary cost of obtaining and maintaining personal insurance against any liability that may be incurred by him or her arising out of his or her status as a director, officer, committee member or employee of the Corporation.

**CERTIFICATE**

As the duly elected President, I certify that the foregoing document constitutes the revised Bylaws of the Harper Library Corporation, a Texas non-profit corporation, by a majority vote of the members of the Executive Board of Directors of the Harper Library Corporation.

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ \_\_

Carol Decker, President, Harper Library Corporation

Revised Bylaws approved by the Board

Date: February 21, 2022