

**REVISED BYLAWS**  
**OF**  
**CLAYTON LIBRARY FRIENDS**  
(a Texas nonprofit corporation)

**ADOPTED -- May 12, 2012**

**AMENDED – August 9, 2014**

**AMENDED – November 11, 2017**

# BYLAWS

## **Article I – Name**

The name of this organization shall be Clayton Library Friends (hereafter referred to as ~~the~~ Friends+).

## **Article II – Nonprofit Status**

Clayton Library Friends was incorporated as a Texas Nonprofit Corporation on April 20, 1987, and is recognized as a Tax-exempt Organization under Section 501(c)(3) of the Internal Revenue Code of 1954.

## **Article III – Purpose**

The purpose of Clayton Library Friends as stated in the Articles of Incorporation shall be for education and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. In this connection, its purpose shall be the enrichment of the resources and facilities of Clayton Library Center for Genealogical Research (hereafter referred to as ~~the~~ Clayton Library+), a Special Collections 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 IV – Membership**

### Section 4.1

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 4.2

Dues shall be set by the Executive Board (hereafter referred to as ~~the~~ Board+). The membership year begins January 1. Dues that are not renewed by March 1 will be considered delinquent, and all membership privileges shall be revoked. When dues are ultimately received, the member will be in good standing and privileges shall be reinstated.

## **Article V – Meetings**

### Section 5.1

Regular meetings of the Friends shall be held quarterly in the months of February, May, August, and November.

### Section 5.2

The annual meeting will be the November meeting, which shall be held during daylight hours on a Saturday. Annual reports of the officers and committee chairmen shall be received, the election of the Executive Board shall be held, and any other necessary business shall be transacted. The newly elected Board members will assume office on January 1 following their election.

### Section 5.3

Special meetings may be called by the President, or at the request of three members of the Board, or upon the written request of twenty members of the Friends. In the event the President does not call the meeting within five days after being requested by three members of the 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 membership. At the special meeting, the business for which it was called shall be considered, and no other business shall be transacted.

#### Section 5.4

Twenty-five members shall constitute a quorum at any meeting of the Friends, regular or special. Each member shall have the right to cast one vote on matters brought before the membership, provided the member is in good standing and complies with the provisions of the Articles of Incorporation and the Bylaws. No votes shall be cast by proxy for other members.

### **Article VI – Executive Board**

#### Section 6.1

The Friends shall be governed by the Executive Board. All members of the Board shall be elected by the membership of the Friends, except for those appointed according to provisions of these Bylaws. The Board is primarily responsible for all affairs and management of the Friends in accordance with the Articles of Incorporation and the Bylaws. Upon taking office, it is incumbent upon each Board member to become thoroughly familiar with these documents.

#### Section 6.2

The Board shall consist of eleven voting members: five officers and six directors. The Manager of Clayton Library shall be an ex-officio member of the Board and shall have no vote.

#### Section 6.3

Seven voting members of the Board shall constitute a quorum at all Board meetings. No votes shall be cast by proxy for other members. Voting on all matters may be conducted by e-mail, in accordance with guidelines detailed in the *Policy and Procedures Manual*.

#### Section 6.4

The Executive Board shall have regular meetings at least once every calendar quarter at such times and places as it may select. 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 Board may waive the requirement for three days notice.

#### Section 6.5

Any member of the 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. Each Board member must be a member of Clayton Library Friends prior to the annual meeting at which he is elected, and shall remain a member during his term.

#### Section 6.6

Any member of the Friends may bring an issue to the 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 is practical.

#### Section 6.7

It shall be the duty of the Board to care for the property and interests of the Friends and to determine policies for the conduct of its affairs. These policies shall be stated in the current *Policy and Procedures Manual*. The Board shall have the power to raise and expend funds to promote the welfare of Clayton Library and to employ any and all lawful means it may deem proper and expedient to secure the objectives for which the Friends is organized.

### **Article VII – Officers and Directors**

#### Section 7.1

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

the Board. The term of office shall be two calendar years, beginning January 1 following the annual meeting at which the officer is elected, except that any officer shall serve until a successor has been duly elected. No officer shall serve more than two consecutive full terms in any one position, except Treasurer.

#### Section 7.2

Six directors shall be elected from the membership to serve as voting members of the Board. The term of office shall be two calendar years, beginning January 1 following the annual meeting at which the director is elected, except that any director shall serve until a successor has been duly elected.

#### Section 7.3

The Board is authorized and empowered to fill any vacancy which may occur on the Board, excepting the offices of President and First Vice President. In the event that a vacancy should occur in the first year of an officer or director's term, that vacancy will be filled by appointment by the Board for the time remaining in the current calendar year. The officer or director shall be elected, in accordance with Section 7.4, at the next annual meeting to fill the remaining year of the vacancy. 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. These two vacancies are filled for the unexpired term of the office so vacated.

#### Section 7.4

The Nominating Committee shall have five members: one member shall be elected from the Board before the May general meeting, and the remaining four shall be elected from the membership at the May general 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 Board shall call the first meeting of the Nominating Committee and the Committee shall promptly elect a Chairman. It shall be the duty of the Nominating Committee to submit one nominee for each office to be filled. Nominees for the office of President shall have first served as a member of the Executive Board. Any member who has been dismissed from the Board for cause shall be ineligible for consideration. The Nominating Committee shall present a slate of candidates to the Board. If there is no just cause for elimination of any nominee, the slate will be published in *The Clayton Advocate* newsletter no later than ten (10) days prior to the annual meeting in November.

#### Section 7.5

Additional nominations may be made from the floor at the annual meeting. No name shall be placed into nomination without the consent of the nominee. The election of Board members shall be by ballot; however, if there is but one nominee for any office, election for that office may be by voice vote. A majority vote shall elect.

### **Article VIII – Duties of Officers and Directors**

#### Section 8.1

The President shall set the vision, goals, and direction for the Clayton Library Friends. It shall be the duty of the President to carry out the will of the Board as expressed at its meetings and to conduct all affairs consistent with the authority of the office. The President shall coordinate the work of the Board in order that the purposes of the Friends may be promoted. The President shall preside at all general meetings and meetings of the Executive Board. The President is authorized to sign all orders on the treasury of the Friends, as are the Treasurer and the First Vice President. The President is an ex-officio member of all committees except the Nominating Committee. The President shall call meetings of the Board at the times provided in the Bylaws and at such other times as deemed advisable. The President may call special meetings of the Board on the written request of three or more members of the Board. Except as otherwise provided in the Bylaws and subject to Board approval, the President shall appoint the following positions: Parliamentarian, Archivist, *The Clayton*

*Advocate* newsletter Editor, chairmen of Special committees, and chairmen of Ad Hoc committees. Upon assuming office, the President shall appoint a certified auditor for the annual audit of the Treasurer's books for the preceding year.

#### Section 8.2

The First Vice President shall serve as Chairman of the Membership Committee and shall also perform any duties as assigned by the President, the Board, or the membership. In the absence of the President, or in the event of an inability to act, the First Vice President shall serve in that capacity. The First Vice President is authorized to sign all orders on the treasury of the Friends, as are the President and the Treasurer.

#### Section 8.3

The Second Vice President shall serve as Chairman of the Ways and Means Committee and shall also perform any duties assigned by the President, the Board, or the membership. In the absence of the First Vice President, the Second Vice President shall act in that capacity.

#### Section 8.4

The Secretary shall give notice of all meetings of the Clayton Library Friends membership and of the Executive Board, shall keep the minutes of each regular meeting and special meeting of the membership and of the Board, and shall keep on file annual reports of all committees and of the Archivist. The Secretary shall keep the Friends' official membership roll and call the roll of the membership when required; shall have on hand at each meeting a list of all 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, *Policy and Procedures Manual*, 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 provide a copy of the minutes to the President within ten days after each meeting.

#### Section 8.5

The Treasurer shall supervise the receipt and deposit of all funds into the account of the Friends in such banks as the Board may direct. As Chairman of the Finance and Budget Committee the Treasurer is responsible for presenting a budget for the coming year to the Board for approval prior to the February meeting of the membership, and then presenting the Board-approved budget to the membership at the February meeting. The Treasurer shall request Board approval for disbursement of non-budgeted expenditures which may arise. The Treasurer is authorized to sign all orders on the treasury of the Friends, as are the President and the First Vice President. The Treasurer shall approve all disbursement of funds by way of ~~%Check Request~~+forms, which shall be prepared by the requesting Board member and submitted directly to the Treasurer. The Treasurer shall oversee the payment of all bills authorized by the budget or approved by the Board. The Treasurer shall keep a record of all income and expenditures and submit a quarterly report to *The Clayton Advocate* newsletter Editor for publication in the issue immediately following the end of the calendar quarter. The Treasurer shall keep a record of all donations to the Friends and shall be responsible for keeping an inventory of all property owned by the Friends with its current location. The outgoing Treasurer shall be responsible for seeing that the incoming Treasurer, President, and First Vice President are authorized to sign checks on all bank accounts. The Treasurer may at any time be required to give a bond in such sum as the 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 Board.

#### Section 8.6

Each Board member, except the Treasurer, shall deliver to his successor all official materials by January 1 following his successor's election or within fifteen days following his successor's appointment, and shall assist the successor in becoming familiar with the duties of the office. The Treasurer shall turn over all materials 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 will work with the Treasurer to assist in preparing the next year's budget.

Section 8.7

All Board members shall serve without compensation, but the Board may authorize reimbursement of such necessary incidental expenses as may be properly incurred in the transaction of business of the Friends.

**Article IX – Committees and Appointed Positions**

Section 9.1

Chairmen of Standing committees are officers or directors. The Standing committees, with the director or officer serving as chairman thereof, shall be the following:

Acquisitions	Director
Correspondence	Director
Finance and Budget	Treasurer
Social Media and Technology	Director
Volunteers and Hospitality	Director
Membership	First Vice President
Program	Director
Publicity and Public Relations	Director
Ways and Means	Second Vice President

Section 9.2

Subject to Board approval, the President shall appoint chairmen of Special and Ad Hoc committees from the Board or from the general membership. The committee chairman shall report the committee's activities to the Board.

Section 9.3

At the discretion of the Board, Standing committees may be combined or divided into separate committees. Additional Standing committees, Special committees, or Ad Hoc committees may be authorized, as needed, by the President with approval of the Board.

Section 9.4

The following positions, appointed by the President and approved by the Board, shall serve until a successor is selected:

- Archivist
- Newsletter Editor
- Parliamentarian

**ARTICLE X - The Clayton Library Friends Endowment Fund**

For the purpose of ensuring a continual income stream to support the programs of the Friends, a permanent fund, The Clayton Library Friends Endowment Fund, was formally established on April 27, 2004. The Fund is held as a Friends' asset under the authority and control of the Executive Board. Its management shall be guided by the most current version of the *Investment Policy Statement for the Clayton Library Friends Endowment Fund*. The Board, or its appointed committee, shall review this policy annually to determine if amendments or modifications are desirable. The Executive Board is empowered to use the income generated by the corpus of the Fund for any legitimate purpose; however, the corpus of the Fund shall remain permanently endowed. To assist with the management of the Fund, the Executive Board is authorized to engage one or more professional financial managers who shall manage the Fund's assets in accordance with the *Investment Policy Statement*.

## **Article XI – Limitation on Liability and Authority to Incur Indebtedness**

### Section 11.1

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 the Board, in connection with any undertakings of the Friends. No Board member shall act as, or be deemed to be, an agent of the members of this organization.

### Section 11.2

Liabilities of the Friends shall be limited to common funds and assets. The Board shall not have the authority to (a) borrow money or incur any indebtedness for borrowed money in the name of or on behalf of the Friends, (b) enter into any contract, or (c) incur any other financial obligation, in each case, to the extent such indebtedness, contractual obligation, or financial obligation would exceed the amount of funds which the Friends have on hand (or in accounts at a bank or other financial institution) after providing for all unpaid accounts and obligations of the Friends and after providing for the corpus of the Clayton Library Friends Endowment Fund.

## **Article XII – Recognition of Contributors**

In order to encourage and recognize contributors to the Friends, individuals and groups who make monetary donations or give gifts-in-kind aggregating to the following amounts in any calendar year shall be honored by having their names published in *The Clayton Advocate* newsletter the following year under the indicated designation. Contributions will not be recognized in this manner if anonymity is requested.

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

## **Article XIII – Relations with Clayton Library**

It is recognized that Clayton Library Center for Genealogical Research is a Special Collections 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 the Friends and Clayton Library shall be published only with the agreement in writing of Clayton Library and the Friends.

## **Article XIV – Fiscal Year**

The fiscal year of the Friends shall be from January 1 through December 31.

## **Article XV – Amendments**

The Bylaws may be amended or revised by a vote at any general meeting, provided that notice of the proposed amendment or revision is given in writing to all members at least ten days before said meeting, and provided that a quorum is present with two-thirds voting to approve.

## **Article XVI – Rules of Order**

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

## **Article XVII – 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. 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 Center for Genealogical Research if it is then in existence, or otherwise to the Friends of Houston Public Library if it is then in existence, or otherwise to the Houston Public Library System, or otherwise to one or more organizations qualified as ~~tax~~ exempt organizations+ under Section 501(c)(3) of the Internal Revenue Code, as now in force or hereafter amended, or successor provisions of the Internal Revenue Code then in effect. One or more such organizations shall be selected and designated by resolution duly adopted by a majority of the then qualified and acting Executive Board of the corporation.

Revised May 12, 2012

Amended August 9, 2014

Amended November 11, 2017