

BYLAWS
OF
FRIENDS OF
SPICEWOOD COMMUNITY LIBRARY, INC.
A NON-PROFIT CORPORATION



ARTICLE I - OFFICES

1.01 Principal Office. The principal office of the corporation in the State of Texas shall be located at 1011 Spur 191, Spicewood, Texas 78669, County of Burnet, or at such other location as may be determined by the Board of Directors on a yearly basis, provided that notice of such new office location has been provided to the members of the corporation. The corporation may have such other offices, either within or without the State of Texas, as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

1.02 Registered Office and Registered Agent. The corporation shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office of the corporation in the State of Texas, and the address of the registered office and the resident agent may be changed from time to time by the Board of Directors.

ARTICLE II - MEMBERS

2.01 Membership. The corporation shall have one class of membership who shall be members. Each member in good standing shall be entitled to one vote on each matter submitted to a vote of the members as required by these Bylaws, the Articles of Incorporation or applicable law. Each member is required to pay annual dues to the corporation which shall qualify such member for the fiscal year for which the dues are paid. The Board of Directors shall have the power to set the amount of the annual dues for voting members from time to time and shall have authority to set differing annual dues rates or charges for individuals or organizations who are voting members. The members of the corporation, in addition to having the right to elect the Board of Directors at the annual meeting, shall have such additional rights as may be determined by the Board of Directors.

2.02 Additional Classes of Members. The Board of Directors shall have the authority to determine, from time to time, additional classes of members of the corporation by a resolution duly adopted by a majority vote of the Board of Directors, which resolution shall set forth such additional classes, qualifications, manner of election or appointment of members and rights of members, which may include voting rights.

2.03 Termination of Membership. The Board of Directors, by affirmative vote of a majority of all of the members of the Board, may suspend or expel a member for cause after an appropriate hearing and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues until that member rejoins as outlined in Article X of these Bylaws.

2.04 Resignation. Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

2.05 Reinstatement. Upon written request signed by a former member and filed with the Secretary, a member may reinstate his membership in the corporation upon payment of such annual dues as may be required and the fulfillment of such other qualifications as may be required for the class of membership to which such member is seeking reinstatement. The Board of Directors may, by the affirmative vote of a majority of the members of the Board, elect not to reinstate such former member whose membership was terminated under Section 2.03 above to membership or only on such terms and conditions as the Board of Directors may deem appropriate.

2.06 Transfer of Membership. Membership in this corporation is not transferable or assignable.

ARTICLE III - MEETINGS OF MEMBERS

3.01 Annual Meeting. An annual meeting of the members shall be held the second Saturday in August each year, beginning with the year 2010, at a time which will be publicized to the membership for the purpose of electing those Directors whose terms of office have expired and for the transaction of other business as may come before the meeting. If the day fixed for the annual meeting shall be on a legal holiday in the State of Texas, such meeting shall be held on the next succeeding Saturday. If the election of Directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as possible.

3.02 Special Meeting. Special meetings of the members may be called by the President, the Board of Directors, or not less than one-tenth (1/10) of the members having voting rights.

3.03 Place of Meeting. The Board of Directors shall meet at the registered office of the corporation for any annual meeting or for any special meeting called by the Board of Directors except in special circumstances when an alternative meeting place within the Spicewood, Texas community shall be designated and notice duly given.

3.04 Notice of Meetings. Written or printed notice stating the place, day, and hour of any meeting of members shall be delivered, either personally, by mail, or by email to each member entitled to vote at such meeting, not fewer than ten (10) nor more than fifty (50) days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the corporation, with postage thereon prepaid. If at the time a meeting of members is called or scheduled, the corporation shall have more than one thousand (1,000) members who are entitled to vote at such meeting, notice of such meeting may be given by publishing a notice of such meeting, not fewer than ten (10) nor more than fifty (50) days before the date of such meeting, in any newspaper of general circulation in the community in which the principal office of the corporation is located.

3.05 Parliamentary Authority. The rules contained in the most current edition of Robert's Rules of Order shall govern the conduct of the meetings of the members in all cases to which they are applicable and in which they are not inconsistent with these bylaws.

3.06 Quorum. The members holding ten percent (10%) of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

3.07 Proxies. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his duly authorized attorney-in-fact. No proxy shall be valid after the event for which the proxy was authorized is concluded.

3.08 Voting by Mail or email. Where Directors or officers are to be elected by members or any class or classes of members, such election may be conducted by mail in such manner as the Board of Directors shall determine.

ARTICLE IV - BOARD OF DIRECTORS

4.01 General Powers. To the extent not limited or prohibited by law or these Bylaws, the powers of the corporation shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of the Board of Directors of the corporation. Members are expected to be active by attendance at regular and special meetings and to work with one another, the officers, and others toward the common goal of maintaining and operating a free lending library for the Spicewood community.

4.02 Transition. The existing fifteen (15) Voting Members shall serve as the initial Board of Directors after the adoption of these Bylaws. That Board of Directors will hold a lottery drawing prior to September 30, 2009, to divide the Board of Directors into three (3) classes. There shall be five (5) Directors in the first class who shall hold office until the first annual meeting of the members after their election and until their successors are elected and qualified. There shall be five (5) Directors in the second class who shall hold office until the second annual meeting of the members after their election and until their successors are elected and qualified. There shall be five (5) Directors in the third class who shall hold office until the third annual meeting of the members after their election and until their successors are selected and qualified. Each class of Directors elected at the second annual meeting of the members and thereafter shall hold office until the third annual meeting of the members after their election and until their successors are elected and qualified.

4.03 Number, Tenure and Qualifications. The initial number of Directors shall be fifteen (15). The number of Directors may be increased or decreased, but never below three (3), by the affirmative vote of a majority of the members; provided, however, that the number of Directors in each class of Directors shall at all times be equal or as nearly equal as possible to the number of Directors in each other class of Directors.

4.04 Regular Meetings. A regular monthly meeting of the Board of Directors shall be held without other notice than this bylaw, the second Saturday of each month unless cancelled by a resolution of the board. The Board of Directors may provide by resolution the time and place, either within or without the State of Texas, for the holding of alternative or additional regular meetings of the Board without other notice than such resolution.

4.05 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board shall hold such meetings at the registered office of the corporation or at another place within the Spicewood, Texas community.

4.06 Attendance. Board members are expected to attend regular and special meetings. Three consecutive absences from such meetings, with or without notification, shall be cause for removal from the board. Removal requires a majority vote of the Board Members attending. Similarly a majority of the Board Members present may waive the requirement for removal.

4.07 Notice. Notice of any special meeting of the Board of Directors shall be given at least two days previously thereto by written notice delivered personally or sent by mail or email to each Director at his address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed with postage thereon prepaid. If notice be given by email, such notice shall be deemed to be delivered when the email is sent. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

4.08 Quorum. A majority of the Board of Directors attending shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. A Board Member may vote in person or by proxy executed in writing by another Board Member.

4.09 Proxies. At any meeting of the Board of Directors a board member may vote by proxy executed in writing by the member or by his duly authorized attorney-in-fact. No proxy shall be valid the event for which the proxy was authorized is concluded.

4.10 Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

4.11 Vacancies. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors shall be filled by the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

4.12 Compensation. Directors as such shall not receive any stated salaries for their services.

4.13 Action by Unanimous Written Consent. Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Directors.

4.14 Advisory Directors. The Board of Directors may from time to time designate one or more persons to act as "Advisory Directors." Advisory Directors shall receive notice of meetings of the board and shall be entitled to attend meetings and participate in discussions of the board, but shall not be entitled to vote on any matter decided by the board of directors.

ARTICLE V - OFFICERS

5.01 Officers. The officers of the corporation shall be a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

5.02 Election and Term of Office. The officers of the corporation shall be elected annually by the Board of Directors at the regular September meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

5.03 Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

5.04 Vacancies. A vacancy in any office because of death, resignation, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

5.05 President. The President shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He or she shall preside at all meetings of the members and of the Board of Directors. He or she may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments and agreements which the Board of Directors have authorized to be executed, except in cases where the signing and

execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the corporation; and in general he or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. After the annual meeting each year in August, the President shall appoint a nominating committee of at least three (3) members of the Board whose duties will be to propose a slate of officers for the coming fiscal year for the Board of Directors to consider for the election that is to be held in September.

5.06 Vice President. In the absence of the President or in the event of his inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in order of their election) shall perform the duties of the President, and when so acting shall have all the power of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

5.07 Treasurer. He or she shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation and from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article 7 of these Bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

5.08 Secretary. The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; give all notices in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation, and affix the seal of the corporation to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; keep a register of the post office address of each member which shall be furnished to the Secretary by each member; and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

ARTICLE VI - COMMITTEES

6.01 Committees of Directors. The officers of the corporation shall constitute the Executive Committee. Except for the power to amend the Articles of Incorporation, amend these Bylaws, elect officers, determine the powers and authority of the Executive Committee, dissolve the corporation, or such other actions otherwise prohibited by these Bylaws, the Executive Committee shall manage the affairs of the corporation. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint additional committees, each of which shall consist of two or more persons. Committees, to the extent provided in said resolution shall have and exercise the authority of the Board of Directors in the management of the corporation. However, no such committee shall have the authority of the Board of Directors in reference to amending, altering, or repealing the Bylaws; electing, appointing, or removing any member of any such committee or any Director or officer of the

corporation; amending the articles of incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the corporation; authorizing the voluntary dissolution of the corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on it or him by law.

6.02 Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be designated and appointed by the President or the Executive Committee.

6.03 Term of Office. Each member of a committee shall continue as such until the next annual meeting of the members of the corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

6.04 Chairman. One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

6.05 Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

6.06 Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

6.07 Rules. Each committee may adopt rules for its own governance not inconsistent with the Bylaws or with other resolutions of the Board of Directors.

ARTICLE VII - CONTRACTS, CHECKS, DEPOSITS AND FUNDS

7.01 Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the corporation, 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 corporation provided that such contract or instrument is not in violation of these Bylaws, the Articles of Incorporation or applicable law. Such authority may be general or confined to specific instances.

7.02 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 corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination

by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President or a Vice President of the Corporation.

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

7.04 Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

ARTICLE VIII - BOOKS AND RECORDS

8.01 The corporation shall keep correct and complete books and records of account in accordance with all applicable laws, and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE IX - FISCAL YEAR

9.01 The fiscal year of the corporation shall begin on the first day of October and end on the last day in September of each year.

ARTICLE X - DUES

10.01 Annual Dues. The Board of Directors may determine from time to time the amount of initiation fee, if any, and the annual dues payable to the corporation by members of each class.

10.02 Payment of Dues. Dues shall be payable in advance on the first day of October in each fiscal year. Dues of new members shall be payable in the amount and at the time to be determined by resolution of the Board of Directors.

10.03 Default and Termination of Membership. When any member of any class shall be in default in the payment of dues for a period of four (4) months after the beginning of the fiscal year or period for which such dues become payable, his or her membership is terminated. Renewal of membership requires payment of dues then in effect.

ARTICLE XI - INDEMNIFICATION

11.01 The Corporation may indemnify and advance reasonable expenses to directors, officers, committee members, employees and agents of the Corporation to the fullest extent required or permitted by Article 2.22A of the Texas Non-Profit Corporation Act, subject to the restrictions, if any, contained in the Corporation's Articles of Incorporation. The Corporation

shall have the power to purchase and maintain at its cost and expense insurance on behalf of such persons to the fullest extent permitted by Article 2.22A of the Texas Non-Profit Corporation Act. Any amendment to this Article XII shall be prospective and shall not reduce or eliminate the right of any person to indemnification hereunder with respect to any act or failure to act occurring on or prior to the date of any such amendment.

ARTICLE XII - TELEPHONE MEETINGS

12.01 Subject to the requirements of the Texas Non-Profit Corporation Act, as amended, or these Bylaws for notice of meetings, members of the corporation, members of the Board of Directors, or members of any committee designated by the Board of Directors may participate in and hold a meeting of such members, Board or committee by means of a conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this Section 13.01 shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

ARTICLE XIII – DISSOLUTION & WINDING UP

13.01 Winding Up. Upon the necessity for the dissolution and/or winding up of the Corporation, the Board shall oversee such process and ensure compliance with all relevant provisions of the Texas Non-Profit Corporation Act and other applicable state and federal statutes.

13.02 No Rights of Board Members to Assets. Upon Dissolution of the Corporation, no Board Member shall have any rights nor shall receive any assets of the organization. The assets of the Corporation are permanently dedicated to a tax-exempt organization for the purposes set forth in the Articles of Incorporation and these Bylaws. In the event of dissolution of the Corporation, the assets, after payment of any debts, will be distributed to an organization which itself is tax-exempt under provisions of Section 501(c)(3) of the Internal Revenue Code.

ARTICLE XIV - WAIVER OF NOTICE

14.01 Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act or under the provisions of the Article of Incorporation or the Bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XVI - AMENDMENTS TO BYLAWS

15.01 These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a majority of the Directors at any regular meeting or at any special meeting, if at least two (2) weeks' written notice is given of an intention to alter, amend, or repeal these Bylaws or

to adopt new Bylaws at such meeting. The Board of Directors has the sole authority to alter, amend, repeal or adopt the Bylaws of the Corporation.

I hereby certify that the above and foregoing were approved as the Bylaws of the Corporation by the Voting Members at a meeting on Saturday, August 29, 2009, pursuant to Article 1396-9.10 of the Texas Non-Profit Corporation Act.

APPROVED:

Linda M. Wall

Linda Wall, Secretary

James E. Lamar

James Lamar, President

Voting Member	Signature
Kelly Baty	<u>Kelly Baty</u>
Carol Birsa	
Jo Cornell	<u>Jo Cornell</u>
Francis (Chip) Fink	<u>Francis Fink</u>
Marge Fink	<u>Marge Fink</u>
Jane Gannaway	
Ann Glosson	<u>Ann Glosson</u>
Dewey Hollingsworth	<u>Dewey Hollingsworth</u>
Bettie Jackson	<u>Bettie Jackson</u>
Alice Raatz	<u>Alice R. Raatz</u>
Virginia Ray	<u>Virginia Ray</u>
Betty Slaughter	<u>Betty Slaughter</u>
Wilma Swann	<u>Wilma Swann</u>