BYLAWS
FRIENDS OF THE
SAN ANTONIO PUBLIC LIBRARY, INC.

Bylaws as revised by FOSAPL Board on January 10, 2016; and Standing Rules revised by FOSAPL Board on Nov. 20, 2016

Article I. Name, Purpose and Policy.

Section 1. The name of this corporation shall be Friends of the San Antonio Public Library, Inc., also known as FOSAPL..

Section 2. The purposes for which this corporation is organized are: to promote public use of the San Antonio Public Library [also known as SAPL] and appreciation of its value as a cultural and educational asset to the community, and to encourage the extension and improvement of its services.

Section 3. This corporation shall be non-profit, non-partisan, and shall not issue stock. This corporation shall have no seal. The registered address of this corporation shall be at 600 Soledad Street, San Antonio, Texas 78205. The registered agent of this corporation shall be the president thereof.

Section 4. This corporation operates under the Memorandum of Understanding that was approved by the FOSAPL Board on January 16, 2011 and by the SAPL Board of Trustees on January 26, 2011 concerning operation of the BookCellar; and under the Memorandum of Understanding that was approved by the FOSAPL Board on September 16, 2012 and by the SAPL Board of Trustees on October 24, 2012 concerning mutual responsibilities of the Friends of the Library and of the San Antonio Public Library.

Article II. Membership and Dues.

Section 1. Any individual or family interested in the purposes of this corporation may become a member upon payment of dues as herein provided. The dues amount for each class of members is described in the Standing Rules.

Section 2. Annual dues are due and payable in advance on or before January 31 of each year.

Section 3. Members may choose to designate a portion of their dues to an authorized branch group or an authorized support group.

Article III. Branch and Other Support Groups.

Section 1. This corporation may have branch and other support group affiliates. Only authorized groups may use FRIENDS in their name.

Section 2. Branch and other support groups' Standing Rules must meet requirements stated in the FOSAPL Standing Rules.

Article IV. Membership Meetings.

Section 1. An Annual meeting shall be held in January of each calendar year for the election of directors and officers and such other business as may properly come before the meeting.

Section 2. In the event the board of directors fails to call the annual meeting at the designated time, any five (5) members of the corporation may demand that such meeting be held within a reasonable time.

Section 3. Special meetings of the members may be called at any time by the president, the board of directors, or by any twenty (20) members of the corporation. Special meetings may be called only for the discussion of and voting upon a single matter.

Section 4. Any twenty (20) members in good standing shall constitute a quorum. A majority vote at any meeting at which a quorum is present shall be the act of the meeting, except as required by these bylaws.

Section 5. Notices stating the place, day and hour and the purposes of annual and special meetings of members shall be sent not less than two (2) weeks before the date of the meeting to each member.

Article V. Directors.

Section 1. The affairs of this corporation shall be managed by the board of directors.

Section 2. The board of directors shall consist of the officers and at least sixteen (16) members, all residents of Bexar County, Texas. The directors shall be elected at each annual meeting for a term of two (2) years and are eligible for election again not to exceed three (3) two year terms. Any director may be eligible for election again after an interval of one year. Authorized branch and other support groups may also elect a voting member of the board.

Section 3. Any vacancy occurring on the board of directors shall be filled by an affirmative vote of a majority of the remaining directors. A director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.

Section 4. Forty percent (40%) of the directors shall constitute a quorum for the transaction of business. The act of the majority of the directors present and voting at a meeting shall be the act of the board of directors.

Article VI. Officers, Elections, Duties, and Powers.

Section 1. The officers of this corporation shall consist of a president, a vice-president, a secretary, a treasurer, and the immediate past president.

Section 2. The election of officers and directors shall be held at the annual meeting of the membership. The members will be notified which individuals will be recommended by the Nominating Committee prior to the annual meeting.

Section 3. Officers elected at the annual meeting shall immediately take office and will hold same for two (2) years and until their successors are elected and qualified. No person shall be eligible for or hold the same office for more than two consecutive terms.

Section 4. Duties of officers shall be described in the Standing Rules.

Section 5. In the event of a vacancy in any of the offices for any reason, the board of directors shall select a member of the corporation to fill the unexpired term.

Article VII. Committees.

Section 1. The board of directors may designate committees composed of directors and/or members in good standing, at any time to carry out the purposes for which this corporation is formed, or the board may authorize the president to designate such committees.

Section 2. Duties of committees are those defined in Standing Rules or proposed at the time the committee is formed.

Section 3. The officers of this corporation, president, vice-president, secretary, treasurer, and immediate past president, shall constitute an executive committee to carry on interim business of this corporation, subject to ratification and approval by the board of directors. The executive committee may make decisions via electronic mail or individual or conference calls. Such decisions must fit within the provisions of the By-laws and Standing Rules of the corporation. The vote of all such meetings shall be reported in the next open session of the board of directors. At any meeting of the executive committee, a quorum shall consist of the president and two voting members.

Section 4. A $500 emergency fund is provided for needs of the corporation between meetings. An affirmative vote by at least three (3) members of the executive committee will be required for expenditures from this fund.

Article VIII. Fiscal

Section 1. The business year of this corporation shall begin on the first day of January and end on the thirty-first day of December following in each calendar year.

Section 2. The board of directors shall prepare and approve annually a budget covering the needs of this corporation for such expenses as it deems necessary to carry out the purposes of this corporation.

Section 3. No part of the income of this corporation shall be distributed to its members, directors or officers. Officers and directors shall receive no compensation for their services as such. This corporation may pay compensation in reasonable amounts to its employees or agents for services rendered.

Section 4. No member or members of this corporation shall present or pledge the credit, sponsorship or cooperation of this corporation for any purpose unless authorized to do so by the board of directors.

Section 5. Members shall not be personally liable for debts, liabilities, or obligations of the corporation.

Section 6. In the event of the dissolution of this corporation for any reason whatsoever, the plan providing for the distribution of assets during the process of such dissolution shall be as follows:

(a) All liabilities and obligations of this corporation shall be paid, satisfied, and discharged, and in case its property and assets are not sufficient to satisfy or discharge all of the corporation's liabilities and obligations, the corporation shall apply them so far as they will go to the just and equitable payment of the liabilities and obligations.

(b) Any assets held by the corporation upon condition requiring return, transfer or conveyance, which conditions occur by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements.

(c) Any and all other assets of this corporation, upon its dissolution for any reason, which shall remain on hand after final audit of the books shall revert to another organization of like character and purpose; or if there be no such organization, same shall revert to the City of San Antonio, Texas, for use of the Public Library; and in the event at such time the said City of San Antonio is unable or unwilling to accept such distribution, or is not at the time a qualified donee, such remaining assets shall be distributed for charitable purposes (as stated in Article 8 of the Articles of Incorporation, Certificate of Incorporation, Friends of the San Antonio Public Library, Inc. April 3, 1964).

Provision for amendments to these bylaws as provided in Article X. Section 2. shall not apply to this Section 6, which cannot be amended without revision of the Articles of Incorporation.

Article IX. Rules of Order.

Robert's Rules of Order (latest revised edition) shall be the authority for the official proceedings of the Friends of the San Antonio Public Library, Inc.

Article X. Amendments.

Section 1. Standing Rules may be amended or new rules adopted at any regular or special meeting of the members of this corporation on the recommendation of the board of directors and with an affirmative vote of a majority of the members present and voting, a quorum being present. No Standing Rule may conflict with provisions of these Bylaws.

Section 2. These Bylaws may be amended or new bylaws adopted at any annual meeting of the members of this corporation in accordance with the following procedures and conditions:

(1) The board of directors must recommend the proposed amendment(s).

(2) The board of directors must circulate the proposed amendment(s) to the membership at least thirty (30) days prior to the meeting in which action is to be taken.

(3) An affirmative vote of two-thirds (2/3) of the members present and voting, a quorum being present, shall be necessary for ratification of amendments.

Standing Rules

Rule 1. Membership

1A. All members shall receive all general association mailings and have the right to vote, hold office, and serve on committees.

1B. Classes of Members
(All dues except for Life Memberships are annual dues.)

Individual Adult Memberships	$ 15.00
Teen Memberships, ages 13-18	5.00
Dual Memberships (Two persons residing at the same physical address)	25.00
Patron Memberships	50.00 per person
Contributing Memberships	100.00 per person
Life Memberships	250.00 per person
Business Memberships	25.00

1C. All members shall have the right to designate $5.00 of their dues for an authorized branch or other support group. To belong to more than one branch or support group, members shall pay an additional $5.00 for each additional group, which support will go to the designated branch.

1D. Life memberships are designed to create a permanent endowment fund; such memberships shall have the rights listed in paragraph A above and shall receive a letter from the membership chair recognizing their participation and support of library programs. On the death of the member, the amount of $100 shall be given to the Library as a special memorial.

1E. The Membership Secretary or other designee shall mail reminders to all annual members whose dues are in arrears on January 31st; if renewals are not received by February 28th, the member will be dropped from the membership roll.

1F. The membership year shall be the calendar year. However, new members joining after October 1 of any year shall be considered members through December 31 of the succeeding year.

1G. The Membership Secretary, appointed by the president, shall be responsible for keeping accurate records of member contact information, making regular reports to the directors and secretary of branch group Friends, and for acquiring an adequate supply of materials needed to facilitate member recruitment. The Membership Secretary will coordinate and share information with the Newsletter and Website committee personnel as needed to ensure communication is available to all members.

1H. As it is the Friends' mission and responsibility to realize the greatest possible revenue for the Library from the sale of withdrawn and donated materials, individuals are prohibited from taking advantage of their position (e.g. branch group officer, book sale volunteer) for personal financial profit. **Book sellers and/or dealers are not permitted to volunteer to work in the BookCellar.** Monitoring of purchases by branch group Friends volunteers/officers who are also book sellers will be done in a manner deemed most effective by each Friends group.

1J. No one shall sell or use any contact information available to them (i.e. electronic, telephonic or physical address) for personal financial benefit.

Rule 2. Branch or Other Support Groups.

2A. Branch or other support groups may be organized by five (5) or more members to provide support to branches or special collections of the San Antonio Public Library. When such groups are proposed the members involved will prepare a set of by-laws for approval by the Friends of the San Antonio Public Library (FOSAPL) board of directors.

2B. Branch or other support groups will be known as the (name of branch library or other support group) group, Friends of the San Antonio Public Library.

2C. Benefits to the authorized group of such affiliation are: (1) representation on the board of directors; (2) tax exempt status for gifts; (3) news of authorized group events in the Newsletter; (4) presentation of special needs of the

authorized group to the FOSAPL board of directors; (5) use of FOSAPL bank account as a repository for authorized group funds; (6) receive regular information about affairs of the FOSAPL; and (7) use of the parent organization's treasurer and professional accountant to keep records of the authorized group's expenses and file tax forms as required.

2D. The by-laws of the branch or other support group shall not conflict with the FOSAPL by-laws and standing rules.

2E. Each branch or support group shall conform to regulations of the Texas State Comptroller as described in Rule 3.22 (h)(1)and (2), and may have two one-day tax free sales, auctions or fundraisers each calendar year. The treasurer of the group will complete the appropriate form to notify the FOSAPL Treasurer of those sales, as well as any taxable sales.

2F. All sales taxes that are legally due for payment shall be remitted to the State Comptroller by the FOSAPL Treasurer. Effective January 1, 2010 funds to pay those taxes will be debited from the account of the appropriate Group or chapter by the FOSAPL Treasurer.

2G. In the event that one or more officers of a group neglect to demonstrate appropriate leadership (e.g. failure to call meetings, failure to adhere to the bylaws of the group, suspected financial impropriety) any member of that group may request intervention by the FOSAPL President and/or the executive committee. Such situations shall be handled with discretion, but the President shall apprise appropriate staff of the San Antonio Public Library of ramifications prior to legal actions.

Rule 3. Meetings.

3A. The President and the board of directors will determine the place, date, and hour of the annual meeting and will provide this information to the membership at least two weeks before the meeting.

3B. Any action required by law to be taken at a meeting of the board of directors, meetings of members of branch/special interest groups, or meeting of any committee or authorized task force, may be taken without a meeting if consent in writing, setting forth the action to be taken, shall be signed or submitted electronically (i.e. via email] by a simple majority of the members entitled to vote with respect to the question. In the event that members are requested to participate in an electronic vote: 1) the question must be posed unambiguously, requiring a “yes” or “no”; 2) members must be directed to “reply” no later than a specific date and time; 3) the officer authorized to receive the votes shall retain printed records of the votes cast electronically; 4) the number of votes and abstentions cast by the stated time must be equal to or greater than a quorum of the body; 5) the officer authorized to receive and tabulate the votes shall notify the President of the results of the vote within 24 hours; 6) the officer authorized to receive and tabulate the votes shall notify the affected members (voting, non-voting, and abstaining) of the result of the vote within 48 hours, and 7) the Secretary shall add a request for action to ratify the results of the vote to the next meeting agenda of the body.

Rule 4. Directors.

4A. The Director of the San Antonio Public Library and the Chair of the San Antonio Public Library Board, or some person selected by each of them, will be non-voting members of the board of directors.

4B. Authorized branch and other support groups of the Friends may elect a voting member with a one-year term of office, with eligibility for re-election for three additional terms. The group President will notify the FOSAPL Secretary of the name and other contact information of the branch group’s voting liaison.

4C. The President will schedule the time and place of meetings of the board of directors after consultation with the Library Director and staff. If there is no president or the president fails to act for more than four months, the other officers may call a meeting of the board. Quarterly regular meetings are desirable provided that no meeting conflict with membership meetings.

4D. When a director has been absent for two consecutive meetings, the Secretary will notify the director in writing that if the next meeting is missed without adequate excuse, an automatic resignation will occur.

4E. The board of directors is responsible for arranging for, reviewing, and approving the report of an annual audit of the books and records of the Treasurer for the previous fiscal year, in order that the final report may be presented at the Annual Meeting of the members.

4F. The board of directors may designate that the Treasurer be bonded in such sum and with such surety as the board of directors may determine, the cost of which shall be borne by the Friends.

4G. The board of directors shall authorize the Treasurer to procure and maintain sufficient and appropriate liability coverage for the protection of board members and BookCellar employees and volunteers, the cost of which shall be borne by the Friends.

4H. If a director or an officer of a branch group acts in a manner that is threatening to library staff members or Friends, misrepresents his or her authority, acts in a manner that fails to demonstrate inclusion or respect, and subsequently fails to resolve allegations or grievances brought against him or her with the executive committee, that person shall be notified in writing by the President that his/her position (on the board of directors and/or as a branch group officer) has been forfeited.

Rule 5. Officers.

5A. The President shall preside at all meetings of the board of directors and all meetings of members. The President is an ex-officio member of all committees, except the nominating committee. The President shall sign all contracts and instruments requiring a signature as the registered agent of this corporation, shall be responsible for the scheduling of meetings of members and directors, and shall perform such other duties as pertain to the office or may be required from time to time by the board of directors.

5B. The Vice-president serves as a member of the board of directors and performs the duties and powers of the President in case of the President's absence or inability to serve, and shall perform such other duties as may be required from time to time by the President or by the board of directors.

5C. The Secretary shall record, keep, and have available at all meetings the minutes of all meetings of members, the board of directors and the executive committee meetings from the preceding year, give all notices in accordance with the provisions of these By-laws or as required by law, be custodian of the corporate records, and maintain a file of all reports. In addition the secretary is responsible for the general correspondence not the duty of any other officer or committee, and, in general, performs all duties incident to the office of Secretary, or other duties as may be required from time to time by the President of by the board of directors.

5D. The Treasurer shall deposit all monies and other valuable objects of the corporation in such depositories as may be designated by the board of directors. All disbursements shall be made by check supported by adequate documentation or authorization. The treasurer shall report the finances of the corporation to all regular meetings of the board of directors or whenever requested by the president and to the annual meeting of members. The treasurer is also responsible for notifying the membership secretary of any changes in membership names and addresses. In general, perform all of the duties incident to the office of Treasurer, or other duties as may be required from time to time by the President or the board of directors.

During the temporary absence of the Treasurer, another qualified Friends' member in good standing designated by the executive committee, shall receive all dues and shall keep a full and accurate account of all receipts and disbursements of the corporation in permanent books for the purpose belonging to the corporation, including receipts and disbursements from organized and approved branch and other support groups. The board of directors is responsible for arranging an annual audit of the books and records of the treasurer. The board of directors may designate that the treasurer be bonded; if so, the expense will be paid by the Friends.

Rule 6. Committees and Task Forces.

6A. A committee limited to the performance of a specific duty within a limited time frame shall be designated as a Task Force and shall be dissolved upon completion and the reporting of recommendations to the board of directors or the members.

Annually, the President will request that a Task Force of at least five (5) board members other than officers be appointed by the directors to conduct the financial review of the prior year's financial records.

Annually, the Treasurer will request that a Task Force be appointed by the directors to plan and propose a budget for the next fiscal year.

6B. Other committees will be appointed for an indefinite time with the members serving one year, unless reappointed.

6C. Standing committees are: Nominating, Website, Newsletter, BookCellar, and Arts and Letters Annual Award. Reports of all committee meetings will be prepared, and within fourteen days following each meeting, a copy will be forwarded to the board secretary for inclusion with corporate records. The committee chair is the liaison between the committee and the board of directors and acts as advisor to the board. Each standing committee will prepare a budget for inclusion with the Friends annual budget for presentation at the annual members meetings; all other committee expenditures not specified in an approved budget must be presented to the board of directors for approval before the expenditure is made.

6D. 1. The Nominating Committee consisting of five members shall be appointed annually by the President with the approval of the board of directors. No more than two (2) members shall be officers and directors. The other three (3) members are appointed from the membership at large.

The Nominating Committee shall select nominees for officers and members of the board of directors. The consent of each nominee shall be obtained. The committee shall arrange for the names of the nominees to be included in the notice of the annual meeting. The committee shall be responsible for the conduct of the election, including provision for the inclusion of nominations made from the floor of the annual meeting with the consent of the nominees, and for the counting of ballots.

2. The Website Committee shall consist of at least five members, to include an officer, a member of the Newsletter Committee, and three (3) other members appointed by the Board of Directors. The purpose of the Website Committee shall be to facilitate the electronic communication tasks of a Webmaster, whose compensation shall be authorized annually as part of the annual FOSAPL budget. The Website Committee shall be responsible for directing and approving both the content and style presented by the FOSAPL web presence.

3. The Newsletter committee is responsible for selecting an editor or editors, paid and volunteer editorial staff, the timely assembly of news items, including official notices, general information, news of Branch Friends or other support groups, and the editing, publishing, and distribution of a newsletter. When possible, the President should receive a pre-publication draft of the newsletter.

4. The BookCellar committee is directly responsible to the President and the board of directors for committee supervision and management of the Friends' BookCellar bookstore. The committee chooses its own membership and its chair. The committee will consist of at least ten (10) active Friends selected by the Committee. The book store Manager will be a non-voting member of the Committee. Where possible, committee members should include a volunteer from each day of the week and one person from the Board of Directors. The Committee will meet at least six times annually, the time and place to be established by the Committee Chair and made known to the Board President.

The BookCellar Committee responsibilities for the bookstore operations include business hours, internal facility security, property accountability and maintenance, publicity, recruiting, training, scheduling, and supervising volunteer workers and appropriate worker service recognition. The committee, with the approval of the board of directors and participation of the President in the recruiting/hiring process, may hire a bookstore manager to be responsible for and oversee those daily bookstore operations designated by the committee. The committee will recommend salary and benefits for the manager to the FOSAPL Board. The committee will at all times practice strict overall property and financial accountability and record-keeping. The BookCellar Manager, or in the Manager's absence, a committee member appointed by the committee chair and working in the bookstore, will be accountable for proper handling, recording, security, and timely deposit of daily receipts and recording of expenditures. The board of directors shall designate that the BookCellar Manager be bonded, the cost of which will be borne by the Friends.

5. The Arts& Letters Annual Award Committee shall consist of at least five (5) members, and shall be responsible for planning, publicizing, and conducting the Arts & Letters Award program. The Committee shall describe standards of achievement required of nominees, shall solicit nominations, and conduct evaluations in an equitable manner. Members of the committee are precluded from nominating themselves, members of their family, or more than one person. Should a person be nominated whose relationship to a committee member might present a conflict of interest, that committee member shall recuse himself/herself from the committee's consideration of that nominee. The Chair of the Committee shall be responsible for ensuring that the established budget is maintained, and for providing the Secretary with minutes of all committee meetings.

Rule 7. Responsibility for Checks for Dues and Gifts.

A. The Treasurer of the Friends of the San Antonio Public Library will write all checks required by both the parent organization and the authorized branch groups.

7B. Each authorized branch group will have a treasurer whose responsibility will be to transmit cash and checks received to the treasurer of the Friends for deposit and to forward requests for distribution of monies pertaining to the branch group.

7C. Petty cash: support groups are allowed to request petty cash advances up to $100 at a time from their funds on deposit with FOSAPL. Designated request forms and expenditure reports must be submitted to the Treasurer for the FOSAPL, in order for such petty cash advances to be distributed.

7D. A member appointed by the president, will acknowledge all gifts and memorials, report such gifts to the board of directors, and work with the treasurer on accounting for the gift monies.