

BYLAWS OF THE FRIENDS OF THE DRIPPING SPRINGS COMMUNITY LIBRARY, INC.

(SUPERCEDES ALL PREVIOUS VERSIONS AND AMENDMENTS)

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ARTICLE I: NAME AND ORGANIZATION

The name of this organization is Friends of the Dripping Springs Community Library, Inc. (“FODSCL”), a nonprofit corporation. Organizational documents include the Articles of Incorporation and Bylaws. For purposes of this document, the term “Member” (aka “Friend”) shall refer to any and all individuals who have made monetary contributions to FODSCL.

ARTICLE II: LOCATION

The principal office of FODSCL shall be located at the Dripping Springs Community Library (“DSCL”), currently 501 Sportsplex Drive, Dripping Springs, Texas, 78620. FODSCL may have other offices as the Board of Directors (“Board” or “Directors”) determines. Permanent records will be maintained at the principal office or as the Board determines.

ARTICLE III: PURPOSES

Section 1. Mission Statement

The Friends of the Dripping Springs Community Library, Inc. is a non-profit organization dedicated to providing support to the community library through fundraising and

volunteer participation. Contributions to the Friends are used exclusively for our community library to enhance library services and programs.

Section 2. Tax Purposes

The Corporation is organized exclusively for charitable, scientific, literary, or educational purposes within the meaning of Section 501(c)(3) of the IRS Code or corresponding section of any future federal tax code.

ARTICLE IV: GENERAL AND CONFLICT OF INTEREST POLICIES

Section 1. General Policies

- a. The Fiscal Year shall be January through December; the Officer Term Year shall be March through February.
- b. FODSCL shall be noncommercial, nonsectarian and nonpartisan.
- c. FODSCL 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.
- d. The name FODSCL or any of its Members shall not be used to endorse or promote a commercial concern or in connection with any purpose not appropriately related to the Purposes of FODSCL.
- e. FODSCL shall not directly or indirectly participate or intervene in any way in any political campaign in favor or in opposition to any candidate for public office.
- f. FODSCL shall not enter into membership with other organizations except as approved by the Board. FODSCL may cooperate with other organizations, but a Member shall make no commitment that binds FODSCL without the express permission of the Board.
- g. FODSCL shall conduct meetings by consensus or by the general guidelines and informal procedures of Robert's Rules of Order, as the Board determines.
- h. FODSCL shall not carry on any other activities not permitted to a Corporation under Section 501(c)(3) of the IRS Code.

- i. Upon the dissolution of FODSCL, after paying the debts and obligations of FODSCL, remaining assets shall be given to the DSCL or to its benefit.

Section 2. Conflict of Interest

- a. No part of the net earnings of FODSCL shall inure to the benefit of, or be distributable to its Members, Directors, Officers or other private persons unless FODSCL authorizes reasonable compensation for Board-approved services.
- b. When a Director or committee member has a financial or personal interest in any matter before the Board, the Board shall ensure that:
 1. The interest of such individual is fully disclosed to the Board;
 2. Such individual does not count toward a quorum, and shall not lobby or vote on this issue;
 3. Any transaction in which such an individual has a financial or personal interest shall be approved by disinterested members of the Board, as being in the best interests of FODSCL;
 4. The minutes of meetings at which such transactions are approved shall record the disclosure, abstention, and rationale for approval; and
 5. Payments to the interested party shall not exceed fair market value.

ARTICLE V: MEMBERSHIP LEVELS, MEETINGS AND VOTING

Section 1. Membership in FODSCL

FODSCL shall have Members (aka “Friends”) and levels of membership.

Section 2. Membership Levels

1. The Board may set and change membership levels and accompanying terms.

2. FODSCL shall conduct an annual enrollment of Members, but may admit persons to the membership at any time upon a monetary contribution to FODSCL.
3. To be considered a Member in Good Standing requires an annual monetary contribution.

Section 3. General Membership Meetings

1. The Board will hold an Annual Member Meeting in February or at such an annual date as the Board may set for the purpose of electing Board Members, reviewing an Annual Report of activities and finances, and transacting business the Board deems necessary.
2. The Board shall notify Members of the time, date, and place no less than seven (7) days in advance of the meeting.
3. Minutes of this meeting shall be reviewed and approved by the Board of Directors at the next Board meeting following the Annual Meeting.

Section 4. Special Meetings

Special Member Meetings may be called at any time by the President or a majority of the Board. Unless otherwise specified, such meetings will be held at FODSCL principal location or other mutually agreed upon location. Members shall be notified no less than three (3) days prior to any Special Meeting.

Section 5. Member Participation and Voting

Only FODSCL Members in Good Standing shall be eligible to participate or vote at any Member Meeting. Each Member in Good Standing is entitled to one vote. Only votes cast in person will be counted unless the Board has authorized and implemented a process for voting by mail or electronic means. Proxy voting is not permitted.

Section 6. Quorum

The number of Members in Good Standing attending in person, but not less than five (5), shall constitute a quorum for the transaction of business in any Member meeting of FODSCL.

Section 7. Termination of Membership

Members may resign at any time by written notification to the President. Dues paid, if any, will not be prorated. Members may be removed from the rolls of the FODSCL without cause by a two-thirds (2/3) vote of the Board.

ARTICLE VI: OFFICERS OF THE CORPORATION

Section 1. Officers

1. The Officers of FODSCL shall consist of a President, Vice President, Secretary and Treasurer. This shall comprise the Executive Committee.
2. Nominees for office and Officers of FODSCL must maintain membership in Good Standing in FODSCL.
3. Members of the same family may not hold more than one (1) office at the same time.

Section 2. Officer Elections and Terms

1. Nominees may be suggested by the Board, Members, and/or a Nominating Committee created by the Board.
2. Only eligible persons who have signified consent to serve shall be nominated.
3. Officers shall be elected by a majority vote of Members in attendance at the Annual Member Meeting. If there is but one (1) nominee for any office, the election for that office may be by voice vote. If there is but one (1) nominee for each of the offices, the slate may be elected by voice acclamation.

4. Term of office is two (2) years beginning the first of the month following the election each year and maybe staggered so that half of the Officers are elected in even years and a half in odd years. Officer term begins the date a person accepts the office.
5. No office shall be held by the same person for more than two (2) consecutive terms. A person who has served more than one-half (1/2) of a term shall be credited with having served the full term.

Section 3. Vacancies

Any Officer vacancy shall be filled by appointment by the President until the Board holds an election. If the vacancy is in the office of President, the Vice President shall serve as President and appoint a successor Vice President until the Board holds an election. If a vacancy occurs less than six (6) months prior to the next Annual Member Meeting, the appointee may serve until the Annual Member election.

ARTICLE VII: DUTIES OF OFFICERS

Section 1. At a minimum, the President shall:

1. Coordinate the work of the Executive Committee and the Board of Directors;
2. Preside at all meetings of FODSCL and confirm that a quorum is present before conducting business;
3. Vote only in the event of a tie or to establish a quorum;
4. Appoint chairpersons of standing and special committees, with approval of the Board;
5. Appoint eligible persons to fill Officer vacancies;
6. Call a meeting of elected Officers within thirty (30) days of the election, to approve appointments of at-large Board Members and committee chairs, schedule future Board meetings and conduct other immediate business;
7. Be authorized to sign on bank accounts and may appoint additional signatories;

8. Assist the Treasurer with development of the annual budget for Board approval;
9. Sign contracts and authorize others to sign contracts, as instructed by the Board;
10. Ensure the Board annually reviews and agrees to abide by the provisions of the Bylaws;
11. Serve as the principal officer of FODSCL and may sign tax documents;
12. Develop an annual budget proposal for the Board;
13. Serve as ex-officio as a nonvoting member of committees or assign designees to serve as such; and
14. Perform all duties incident to the office of President and other such duties as may be required by law, by the organizing documents, or which may be assigned by the Board.

Section 2. At a minimum, the Vice President shall:

1. Act as aide-to-the-President;
2. Preside in the absence of the President;
3. Perform all duties incident to the office of Vice President; and
4. Serve as Chairperson of the nominating committee.

Section 3. At a minimum, the Secretary shall:

1. Record attendance and minutes, and maintain copies of same, for all meetings of FODSCL;
2. Maintain a current copy of the Bylaws and other organizing documents;
3. Assist the President in communicating with Members of FODSCL and other parties;
4. Maintain a list of Members in Good Standing, in coordination with Membership Chair, if applicable, which shall not be released to outside interests;
5. Send thank you letters to donors acknowledging receipt of goods, services, or monetary contributions, as appropriate, in a timely manner; and
6. Perform all duties incident to the office of Secretary.

Section 4. At a minimum, the Treasurer shall:

1. Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of FODSCL in such depositories as shall be selected by the Board;
2. Receive and give receipt for, monies due and payable or donated to FODSCL from any source;
3. Make disbursements as approved by the Board;
4. Be authorized to sign on bank accounts;
5. Maintain adequate and correct accounts of FODSCL properties and transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses;
6. Prepare an annual budget for approval by the Board;
7. Present a financial report, both written and verbal, at every Board meeting;
8. Present a complete annual fiscal report at the annual meeting;
9. Suggest financial policies to the Board for approval;
10. Arrange an independent examination of accounts as deemed necessary by the Board;
11. Deliver documents to the financial review authority as requested;
12. Send Record of Contribution to donors acknowledging receipt of goods, services, or monetary contributions of \$250.00 or more by January 31, of the year following receipt; and
13. Perform all duties incident to the office of Treasurer.

Section 5. General Officer Policies

1. Upon the expiration of the term of office, or in case of termination, each Officer shall turn over to the President without delay, all records, books, electronic files, computer discs, and/or other documents or programs pertaining to the office, and shall return to the Treasurer, without delay, any funds pertaining to the office with a full accounting.

2. Members of the same family may not hold the office of Treasurer for more than two (2) consecutive terms.
3. Officers will receive no compensation for their Board service.

ARTICLE VIII: BOARD OF DIRECTORS

Section 1. Board Composition

The Board of Directors ("Board") shall consist of the Executive Committee of FODSCL, plus a minimum of one (1) and a maximum of eight(8) At-Large Directors who shall be nominated by any member of the Board, and approved by a majority vote of the existing Board. The Library's director shall be a nonvoting ex-officio member of the Board. The Board shall be presided over by the President, who shall vote only in the event of a tie or to establish a quorum.

Section 2. Duties of the Board

The duties of the Board shall be to:

1. Transact the necessary duties to conduct the business of FODSCL;
2. Annually review and vote to abide by FODSCL Bylaws, including provisions for Conflict of Interest and Records Retention;
3. Approve operational and financial policies and rules;
4. Create standing and special committees;
5. Approve an annual budget and prepare an annual report for the annual Member Meeting; and
6. Fill vacancies of the Board.

Section 3. Duties of Board Members

The duties of each Board Member shall be to:

1. Maintain membership in Good Standing of FODSCL;

2. Attend all meetings of the Members and Board FODSCL or notify the President, in advance, of anticipated absence;
3. Agree to abide by FODSCL Bylaws and annual budget;
4. Deliver to the President all official materials within fifteen (15) days following the end of their term, and
5. Perform the duties outlined in these Bylaws and those assigned by the President or Board.

Section 4. Board Member Terms of Service

Officers are term-limited per Article VI, Section 2 (g). At-Large Board Members may serve for a maximum of two (2) consecutive three-year terms, after which a minimum break of one year is required. At-Large member terms may or may not coincide with the Officer Term Year, as the Board determines.

Section 5. Board Meetings

1. Board meetings for the year shall be scheduled by the Executive Committee at its first meeting.
2. If the total Board membership totals eight (8) or fewer, a quorum shall be three (3) Directors in attendance in person or by virtual For Boards of nine (9) or more Directors, five (5) in attendance shall constitute a quorum.
3. Special meetings of the Board may be called by the President or by a majority of the Members of the Board, with at least three (3) days' notice being given.
4. Board meetings shall be held at the principal office of the organization, via teleconference, or at such other place, as shall be designated on the notice of the meeting.
5. The Board may decide to implement voting by electronic means. There shall be no proxy voting.

Section 6. Actions of the Board

The Board will act by consensus whenever possible. In the event a consensus is not possible, or in the case of major expenditures, the Board may elect to take action by a recorded majority vote of Directors present when a quorum is established and using the general guidelines of the informal processes of Robert's Rules of Order.

Section 7. Emergency Voting

In an emergency situation the Board may vote by phone, email, or other electronic means if authorized by the President. A two-thirds (2/3) majority of the Board is required for adoption, and the vote shall be recorded in the minutes of the next regular meeting of the Board.

Section 8. Removal of Members

Any Officer or Director may be removed from office and from the Board without cause, by a two-thirds (2/3) vote of the entire Board.

ARTICLE IX: COMMITTEES

Section 1. Committees and Committee Chairs

1. By majority vote, the Board may create and fund such standing and special committees as necessary to carry on the work of FODSCL.
 - a. Standing committees may include, but are not limited to Membership, Digital Administrator, Social Media, Fundraising, Nominating, Community Outreach, Library Staff Support, and recurring events.
 - b. Special committees may arise from time to time to carry out specific, one-time or time-limited activities.
2. Committee chairpersons will be appointed by the President with the Board's approval.
3. The President and Treasurer are not permitted to chair committees.

4. The President is an ex-officio nonvoting member of all committees and may designate another Officer representative to serve in this capacity.
5. Committee Chairpersons who are not Officers or At-Large Board Members will report to the Board but are not permitted to vote at Board meetings or to act on behalf of the Board without Board direction.
6. Only Members in Good Standing of FODSCL shall be eligible to serve as committee chairs.
7. The Board has the authority to disband any committee by a majority vote.

Section 2. Committee Limitations and Restrictions

No committee or committee member has the authority of the Board to act on behalf of FODSCL, nor to take any action, financial, contractual, or otherwise, that is outside the scope of authority delegated to it by the Board.

ARTICLE X: CORPORATE RECORDS, RECORDS RETENTION AND ACCOUNTABILITY

Section 1. Corporate Records

FODSCL shall keep correct and complete books and records of account. At a minimum, these shall include:

1. Organizing documents, including but not limited to Articles of Incorporation, Bylaws and any amendments;
2. Minutes of all meetings, indicating time and place, attendees and description of the proceedings thereof;
3. Adequate and correct financial books and records of account, including business transactions, assets, liabilities, receipts, disbursements, incomes and expenses; and
4. Financial reviews, tax returns and all documents relating to the FODSCL's federal, state, and local tax status.

Section 2. Records Retention Policy

At a minimum, the Board shall retain:

1. Permanently: copies of corporate organizing documents, minutes of meetings, financial review reports, insurance policies and claims, news releases;
2. For a minimum of seven (7) years: financial and tax-related documents, inventories, invoices and receipts;
3. For a minimum of three years: contracts and business correspondence; and
4. If FODSCL determines that any record is relevant to litigation, or potential litigation, those records shall be retained until it is determined they are no longer needed. This provision supersedes any established retention provision.

Section 3. Financial reviews

1. For the purposes of FODSCL, a financial review or audit shall only be defined as an independent examination of finances.
2. The Board shall have a financial review of FODSCL books conducted no less than every five years by an appointed committee or a qualified bookkeeper or accountant, none of whom may be signers on any FODSCL account.
3. Any Financial Review Committee shall be appointed by the President subject to the approval of the Board and consist of at least three (3) individuals who are not related and/or do not reside in the same household as any FODSCL authorized signers.
4. The resulting report and recommendations shall be presented to the Board and adopted, with a response, by a majority vote of Directors.

ARTICLE XI: NOTIFICATIONS AND ELECTRONIC DELIVERY

Any notices required or permitted by these Bylaws may be given by mail or electronic delivery.

If mailed, a notice is deemed delivered when deposited in the mail addressed to the

person at his or her address as it appears on the corporate records, with postage prepaid.

If given by email, a notice is deemed delivered when accepted by the internet service provider company and addressed to the person at his or her email address as it appears on the corporate records.

If given by posting on a designated online site, a notice is deemed delivered when it is posted on the site and available for viewing via public Internet access. A person may change his or her address in the corporate records by giving written notice of the change to the Secretary or Treasurer of FODSCL.

ARTICLE XII: INDEMNIFICATION, INSURANCE AND RELATED MATTERS

Section 1. When Indemnification is Required, Permitted, and Prohibited

1. FODSCL will indemnify a Director, Officer, Member, Committee Member, Employee, or Agent of FODSCL who was is or may be named defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in FODSCL. For the purposes of this article, an agent includes one who is or was serving at the Friend's request as a director, officer, partner, venture, proprietor, trustee, partnership, joint venture, sole proprietorship, trust, employee- benefit plan, or other enterprises.
2. FODSCL will indemnify a person only if he or she acted in good faith and reasonably believed that his or her conduct was in FODSCL best In case of a criminal proceeding, the person may be indemnified only if he or she had no reasonable cause to believe that the conduct was unlawful. FODSCL will not indemnify a person who is found liable to FODSCL or if found liable to another on the basis of improperly receiving a personal benefit from FODSCL. A person is conclusively considered to have been found liable in relation to any claim, issue, or matter if the person has been adjudged liable by a court of competent jurisdiction and all appeals have been exhausted. Termination of a proceeding by

judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent does not necessarily preclude indemnification by FODSCL.

3. FODSCL will pay or reimburse expenses incurred by a Director, Officer, Member, Committee Member, Employee, or Agent of FODSCL in connection with the person's appearance as a witness or other participation in a proceeding involving or affecting FODSCL when the person is not named a defendant or respondent in the proceeding.
4. In addition to the situations otherwise described in the paragraph, FODSCL may indemnify a Director, Officer, Member, Committee Member, Employee, or Agent of FODSCL to the extent permitted by law. However, FODSCL will not indemnify any person in any situation in which indemnification is excluded by Item 1 above.
5. FODSCL may advance expenses incurred or to be incurred in the defense of a proceeding to a person who might be eventually entitled to indemnification, even though there has been no final disposition of the proceeding. Advancement of expenses may occur only when the procedural conditions specified in Item 3, above, have been satisfied. Furthermore, FODSCL will never advance expenses to a person before final disposition of a proceeding if the person is named a defendant or respondent in a proceeding brought by FODSCL or one or more Members or if the person is alleged to have improperly received a personal benefit or committed other willful or intentional misconduct.

Section 2. Extent and Nature of Indemnity

The indemnity permitted under the Bylaws includes indemnity against judgments, penalties, (including excise and similar taxes), fines, settlements, and reasonable expenses (including attorney's fees) actually incurred in connection with the proceeding. If the proceeding was brought by or on behalf of FODSCL, the indemnification is limited to reasonable expenses actually incurred by the person in connection with the proceeding.

Section 3. Insurance

FODSCL may purchase and maintain to the full extent permitted by the laws of the State of Texas as they presently exist or hereafter may be amended, insurance on any property owned or leased by FODSCL as well as on behalf of any Director, Officer, Member, Committee Member, Employee or Agent of FODSCL who is or was serving at the request of FODSCL against any liability asserted against him or her or incurred by him or her in any such capacity or status.

ARTICLE XIII: AMENDMENTS

Section 1. Amendments

1. These Bylaws may be amended or repealed and replaced, by the Board at any meeting where a quorum is established, by a two-thirds (2/3) vote of Directors present.
2. Copies of proposed changes to the Bylaws shall be provided to Directors at least three (3) days prior to the meeting at which the changes will be proposed for adoption.
3. Newly adopted Bylaws, or a fair summary of them will be presented to the membership at the next Annual Member Meeting following their adoption by the Board.

FODSCL shall review these Bylaws no less than every five (5) years.

CERTIFICATE OF SECRETARY: I certify that I am the duly elected and acting Secretary of Friends of the Dripping Springs Community Library, Inc. and that these Bylaws constitute the Corporation's current Bylaws. Previous Bylaws were repealed and these Bylaws were duly adopted at a meeting of the Board of Directors and approved by a TWO-THIRDS (2/3) MAJORITY/UNANIMOUS vote of a quorum of the Board Members at a meeting held 8/13/25.

Date Adopted: 8/13/25

Certified by: Patricia Foster

Secretary of the Corporation