

**BYLAWS OF THE
EULESS LIBRARY FOUNDATION**

ARTICLE 1

NAME, PURPOSES AND OFFICES

1.1. Name. The name of this non-profit Texas corporation is the Euleless Library Foundation (“the Foundation”).

1.2. Purpose. The purpose of the Foundation is to enhance the Euleless Public Library through the purchase of public art and in any and all other ways, consistent with its designation under the Internal Revenue Code as a 501(3)(c) corporation, to benefit the Library.

1.3. Principal Office. The principal office of the Foundation shall be The City of Euleless Library, 201 North Ector Drive, Euleless, Texas 76039.

1.4. Other Offices. The Foundation may also have offices at other places, as the Board of Directors may from time to time determine or as the activities of the Foundation may require.

1.5. Registered Office and Registered Agent. The Foundation shall 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 may be changed from time to time by the Board of Directors in accordance with the provisions set forth in these bylaws.

ARTICLE II

MEMBERSHIP

2.1. Membership. Membership shall be open to all persons interested in the mission and purpose of the Foundation.

2.2. Dues. Annual dues, if any, shall be set by the Board of Directors.

ARTICLE III

BOARD OF DIRECTORS

3.1. General Powers: Delegations. The activities, property and affairs of the Foundation shall be managed by its Board of Directors, who may exercise all such powers of the Foundation as are permitted by statute or by the Articles of Incorporation or by these Bylaws.

3.2. Numbers and Qualifications. The Board of Directors shall consist of Directors and Officers. The Officers of the Foundation shall be President, Vice President, Secretary, Treasurer, and Immediate Past President. There shall be a minimum of five (5) directors which number may be increased from time to time by amendment to these Bylaws; no decrease in number shall have the effect of shortening the term of any incumbent director. Any person, whether a resident of Euless or the state of Texas, shall be qualified to serve as a director if such person is a member of the Foundation. One of the directors shall be a present member of the Euless Public Library Board. The Library Administrator shall be a non-voting ex officio member of the Board. The Mayor of Euless shall be a voting ex officio member of the Board.

3.3. Term of Office. The initial directors and officers of the Foundation shall be those persons named in the Articles of Incorporation as the initial directors and officers, and they shall hold office for a term of one (1) year or until their resignation, retirement, disqualification or removal from office. After the initial directors and officers complete their term, new directors and officers shall be elected according to these Bylaws. Each director shall hold office for a term of two (2) years or until their resignation, retirement, disqualification or removal from office. Each officer shall hold office for a term of one (1) year or until their resignation, retirement, disqualification or removal from office.

Directors and officers may be elected to consecutive terms at the discretion of the membership.

3.4. Election of Directors. The membership will elect one-half (1/2) of the Board of Directors at each Annual Meeting, with the exception of the designated member of the Euless Library Board. Directors and Officers shall be elected by the membership of the Foundation at the Annual Meeting. Three (3) months prior to the Annual Meeting the Board of Directors shall elect from its membership a nominating committee of three (3). The election will be held at the Annual Meeting; a majority of the votes cast by those members present will elect. Nothing in these Bylaws shall be construed as prohibiting nominations from the floor.

3.5. Filling the Vacancies. Any vacancy occurring in the Board of Directors resulting from the death, resignation, retirement, disqualification, removal from office of any director, or as the result of an increase in the number of directors, shall be filled by the affirmative vote of a majority of the remaining directors, though not less than a

quorum of the Board of Directors, at any annual or special meeting hereof. Any director elected or appointed to fill a vacancy shall hold office until the end of the original term of office or until his resignation, retirement, disqualification or removal from office.

3.6. Removal From Office. Any director may be removed from his position as director, with or without cause, and with notice to such director. Removal with cause requires a majority vote of the directors at a meeting at which a quorum is present and notice of intention to act has been stated as one of the purposes of the meeting; removal without cause requires a two-thirds (2/3) vote of the directors. Notice for removal shall be sent via certified mail, return receipt requested.

3.7. Place of Meeting. Meetings of the Board of Directors shall be held at such places as may from time to time be fixed by the Board of Directors or as shall be specified or fixed in the respective notice or waivers of notice thereof.

3.8. Annual Meetings. An annual meeting of the membership of the Foundation, commencing with the year 1995, shall be held in the Fall of each year, at which time they shall elect officers and directors, and transact any and all other business as may properly come before the meeting. Notice stating the place, day, and hour of each annual meeting of the membership shall be published not less than seven (7) days or more than twenty-one (21) days before the date of such meeting, by or at the direction of the President or Secretary, to each member entitled to vote at such meeting.

3.9. Regular Meetings. Regular meetings of the Board of Directors shall be held at such times and places as may be fixed from time to time by resolution adopted by the Board of Directors and communicated to all directors. Except as otherwise provided by statute, the Articles of Incorporation, or these Bylaws, any and all business may be transacted at any regular meeting. Written notice or electronic mail of such meeting shall be made to all directors at least seven (7) days before the date of the meeting.

3.10. Special Meetings. Special meetings of the Board of Directors may be called by the President, giving at least seven (7) days notice, either personally or by mail. Special meetings shall be called by the President or Secretary in like manner and on like notice on the written request of one-third of the Directors. The business to be transacted and/or the purpose of the meeting will be specified in the notice.

3.11. Quorum and Manner of Article. At all meetings of the Board of Directors, the presence of a majority of the number of directors shall be necessary and sufficient to constitute a quorum for the transaction of business. The act of a majority of the directors present in person 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 statute, by the Articles of Incorporation or by these Bylaws, in which case the act of such greater number shall be requisite to constitute the act of the Board. The directors present at a duly organized meeting at which a quorum is present at any time during that meeting

may transact business until adjournment. If a director whose presence at the meeting was counted toward the quorum thereafter leaves the meeting, or a quorum is not present at any time during the meeting, discussion may be held but no business can be transacted without a quorum present except the adjournment of the meeting.

3.12. Directors' and Officers' Compensation. No director or officer shall receive compensation for his services as director, officer or as a member of a standing or special committee of the Board.

ARTICLE IV

NOTICES

4.1. Manner of Giving Notice. Whenever, under the provisions of the statute or of the Article of Incorporation, or by these Bylaws, notice is required to be given to any director or committee member of the Foundation, and no provision is made as to how such notice shall be given, it shall not be construed to require a personal notice, but any such notice can be given in writing by electronic mail ("email") or mail, postage prepaid, addressed to such director or member at his address as it appears on the records of the Foundation. Any notice required or permitted to be given by mail shall be deemed to be delivered at the time when the same shall be thus deposited in the United States mails, as aforesaid.

4.2. Waiver of Notice. Whenever any notice is required to be given to any director or committee of the Foundation under the provision of the statute, or of the Articles of Incorporation, or of these Bylaws, 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 V

COMMITTEES OF THE BOARD

The Board of Directors may, by resolution adopted by affirmative vote of a majority of the number of directors fixed by these Bylaws, designate or appoint two or more directors (with such alternates, if any, as may be deemed desirable) to constitute a committee or committees for any purpose; provided, that any such committee or committees shall have and may exercise only the power of recommending action to the Board of Directors and of carrying out and implementing any instructions or any policies, plans and programs theretofore approved, authorized and adopted by the Board of Directors. Additional committee members may be appointed from the membership of the Foundation by the President

ARTICLE VI

OFFICERS, EMPLOYEES AND AGENTS: POWERS AND DUTIES

6.1. Elected Officers. The elected officers of the Foundation shall be a President, a Vice President/~~President-Elect~~, a Secretary and a Treasurer. All elected officers shall be members in good standing of the Foundation.

6.2. Assistant Secretaries and Treasurers. The Board of Directors may also appoint one or more Assistant Secretaries and Assistant Treasurers and such other officers and assistant officers and agents as it shall from time to time deem necessary, who shall exercise such powers and perform such duties as shall be set forth by these Bylaws or determined from time to time by the Board.

6.3. Term of Office: Removal: Filling of Vacancies. Each elected director shall hold that office for a term of two (2) years or until his earlier death, resignation, retirement, disqualification or removal from office. Each officer of the Foundation shall hold that office for one (1) year or until his earlier death, resignation, retirement, disqualification, or removal from office. Any officer or agent may be removed at any time by the Board of Directors whenever in its judgment the best interests of the Foundation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. If the office of any officer becomes vacant for any reason, the vacancy shall be filled by the Board of Directors in accordance with the provisions set forth in these Bylaws.

6.4. President. The President shall be the principal executive officer of the Foundation and, subject to the provision of these Bylaws, shall have general supervision of the activities and affairs of the Foundation and shall have general and active control thereof. The President shall preside when present at meetings of the Board of Directors. He shall sign, with the Secretary or an Assistant Secretary, when required or deemed advisable, any contract or other instrument which the Board of Directors shall authorize to be executed except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Foundation or shall be required by law to be otherwise signed or executed.

6.5. Vice President/~~President-Elect~~. In the absence of the President or in the event of his inability or refusal to act, the Vice ~~President~~/~~President-Elect~~ shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice President/~~President-Elect~~ shall perform such other duties as from time to time may be assigned him by the President or by the Board of Directors. ~~The Vice President/President-Elect assumes the office of President at the Annual Meeting following his term as Vice President/President Elect. The President-Elect remains a member of the Board for one (1) year following his terms of office as Vice President/President-Elect and as President.~~

6.6. Secretary. The Secretary shall see that notice is given of all annual, regular and special meetings of the Board of Directors and shall keep and attest true records of all proceedings at all meetings of the Board. He shall attend all meetings and keep account for all books, documents, papers and records of the Foundation, except those for which some other officer or agent is properly accountable. He shall generally perform all duties usually appertaining to the office of secretary of a foundation. In the absence or disability of the Secretary, his duties shall be performed and his powers may be exercised by the Assistant Secretaries in the order of their seniority, unless otherwise determined by the Secretary, the President or the Board of Directors.

6.7. Treasurer. The Treasurer shall be the chief accounting and financial officer of the Foundation and shall have active control of and shall be responsible for all matters pertaining to the accounts and finances of the Foundation and shall direct the manner of certifying the same; shall supervise the manner of keeping all vouchers for payments by the Foundation and all other documents relating to such payments; shall receive, audit and consolidate all operating and financial statements of the Foundation and its various departments; shall have supervision of the books of accounts of the Foundation, their arrangements and classification; shall supervise the accounting and auditing practices of the Foundation, and shall have charge of all matters relating to taxation. The Treasurer shall have the care and custody of all monies, funds and securities of the Foundation; shall deposit or cause to be deposited all such funds in and with such depositories as the Board of Directors shall from time to time direct or as shall be selected in accordance with procedures established by the Board; shall advise upon all terms of credit granted by the Foundation; shall be responsible for the collection of all its accounts and shall cause to be kept full and accurate accounts of all receipts, disbursements and contributions of the Foundation. He shall have the power to endorse for deposit or collection or otherwise all checks, drafts, notes, bills of exchange or other commercial papers payable to the Foundation, and to give proper receipts or discharges for all payments to the Foundation. The Treasurer shall generally perform all duties usually appertaining to the office of treasurer of a corporation. In the absence or disability of the Treasurer, his duties shall be performed by his powers may be exercised by the President or the Board of Directors.

6.7.1. Bond. If required by the Board of Directors, the Treasurer shall give the Foundation a bond, in such form, in such sum, and with such surety or sureties as shall be satisfactory to the Board, for the faithful performance of the duties of Treasurer, and for the restoration to the Foundation, in case of his death, resignation, retirement, or removal from office, of all books, papers, voucher, monies, and other property of whatever kind in the possession or under the Treasurer's control belonging to the Foundation.

6.8. Assistant Secretaries and Assistant Treasurers. The Assistant Secretaries and Assistant Treasurers, if any are so elected by the Board of Directors, shall perform such duties and have such authority as shall be assigned to them by the Board of Directors.

6.9. Immediate Past President. The Immediate Past President shall perform duties and carry out responsibilities as delegated by the President and the Board of Directors, subject to the provisions of the Bylaws. The Immediate Past President shall serve as Parliamentarian of the Foundation.

6.10. Additional Powers and Duties. In addition to the foregoing especially enumerated duties, services and powers, the several elected and appointed officers of the Foundation shall perform such other duties and services and exercise such further powers as may be provided by statute, the Articles of Incorporation, or by these Bylaws, or as the Board of Directors may from time to time determine.

ARTICLE VII

GENERAL

7.1. Dividends Prohibited. No part of the net income of the Foundation shall inure to the benefits of any private individual and no dividend shall be paid and no part of the income of the Foundation shall be distributed to its directors, officers, or its members.

7.2. Loans to Officers and Directors Prohibited. No loans shall be made by the Foundation to its officers and directors, and any directors voting for or assenting to the making of any such loan, and any officer participating in the making thereof, shall be jointly and severally liable to the Foundation for the amount of such loan until repayment thereof.

7.3. Signature of Negotiable Instruments. All bills, notes, checks or other instruments for the payment of money shall be signed or countersigned by such officer, officers, agent or agents, and in such manner, as are permitted by these Bylaws and as from time to time may be prescribed by resolution (whether general or special) of the Board of Directors. All funds of the Foundation not otherwise employed shall be deposited from time to time to the credit of the Foundation in such depositories as the Board of Directors, by resolution, may select.

7.4. Checks and Notes. All checks and demands for money and notes of the Foundation shall be signed by the treasurer and countersigned by the president or vice-president of the ~~Foundation~~ corporation.

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

7.6. Books and Records. The Foundation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of the Board of Directors, which shall be kept at its registered office or principal place of business.

7.7. Fiscal Year. The fiscal year of the Foundation shall begin on the first day of October and end on the last day of September each year.

7.8. Annual Statement. The Board of Directors shall present at each annual meeting of the Membership a full and clear statement of the business and condition of the Foundation, including a reasonably detailed balance sheet and income statement. Upon a majority vote of the directors, audited financial statements for the Foundation shall be prepared by a certified public accountant chosen by the Board of Directors and distributed to the Board of Directors.

7.9. Construction. Whenever the context so requires, the masculine shall include the feminine and neuter, and the singular shall include the plural, and conversely. If any portion of these Bylaws shall be held invalid or inoperative, then, so far as reasonable and possible (i) the remainder of these bylaws shall be considered valid and operative, and (ii) effect shall be given the intent manifested by the portion held invalid or inoperative.

7.10. Headings. Headings used in these bylaws have been inserted for administrative convenience only and do not constitute matter to be constructed in interpretation.

ARTICLE VIII

INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Foundation shall indemnify a director of the Foundation against reasonable expenses incurred by him in connection with a proceeding in which he is a named defendant or respondent because he is or was such a director, as the case may be, if he has been wholly successful, on the merits or otherwise, in the defense of the proceeding, unless such indemnification is limited by the Articles of Incorporation. The Foundation shall also indemnify a director who was, is, or is threatened to be made a named defendant or respondent in a proceeding because the person is or was a director against any judgments, penalties (including excise and similar taxes), fines, settlements and reasonable expenses actually incurred by the person in connection with the proceedings if it is determined, in a manner described below, that the person (i) conducted himself in good faith, (ii) reasonably believed, in the case of conduct in his official capability as director of the Foundation, that his conduct was in the Foundation's best interest, and in all other cases, that his conduct was at last not opposed to the Foundation's best interest and (iii) in the case of any criminal proceeding, had no reasonable cause to believe his conduct was unlawful; provided that if the proceeding was brought by or on behalf of the Foundation, the indemnification shall be limited to reasonable expenses actually incurred by the person in connection with the proceedings; and provided further that a director may not be indemnified for obligations resulting from a proceeding (i) in which the director is found liable on the basis that he

improperly received personal benefits, whether or not the benefits resulted from an action taken in such director's official capacity, or (ii) in which the director is found liable to the Foundation. Determinations that a person has satisfied the prescribed conduct and belief standards and must be made (i) by a majority vote of a quorum consisting of directors who at the time of the vote are not named defendants or respondents in the proceeding, (ii) if such a quorum cannot be obtained, by a majority vote of a committee of the Board of Directors designated to act in the matter by a majority vote of all the directors and consisting solely of two (2) or more directors who at the time of the vote are not named defendants or respondents in the proceedings, or (iii) by special legal counsel selected by the Board of Directors or of a committee of the Board by vote as set forth in clause (i) or (ii) of this sentence, or, if the quorum described in clause (i) cannot be obtained and the committee described in clause (ii) cannot be established, by a majority vote of all directors. A determination as to reasonableness of expenses shall be made in the same manner as the determination that person has satisfied the prescribed conduct and belief standards, except that if the determination that the person has satisfied the prescribed conduct and belief standards is made by special legal counsel, the determination as to reasonableness of expenses shall be made by the Board of Directors or a committee of the Board by vote as set forth in clause (i) or (ii) of the immediately preceding sentence or, if such a quorum cannot be obtained and such a committee cannot be established, by a majority vote of all directors. The termination of a proceeding by judgment, order, settlement or conviction, or on a plea of nolo contendere or its equivalent is not of itself determinative that the person did not meet the requirements of the Bylaws, the Foundation shall pay or reimburse expenses incurred by a director in connection with his appearance as a witness or other participation in a proceeding at a time when he is not a named defendant or respondent in the proceeding.

ARTICLE IX

RULES OF ORDER

All annual, regular, and special meetings of the Foundation shall be governed by Robert's Rules of Order Newly Revised, current edition, where applicable.

ARTICLE X

AMENDMENTS

These Bylaws may be altered, amended or repealed, or new Bylaws may be adopted at any Annual meeting of the Foundation, provided a quorum is present and a majority vote of those attending is attained, and provided notice of the proposed alteration, amendment, repeal or adoption be contained in the notice of such meeting.

CERTIFICATION OF BYLAWS

The undersigned, Secretary of the Euless Library Foundation, a Texas nonprofit corporation, hereby certifies that the foregoing Bylaws constitute the Bylaws of the Euless Library Foundation as duly adopted by the Board of Directors of such Foundation on the _____ day of _____, 20____.
