**BYLAWS OF THE CROSS PLAINS PUBLIC LIBRARY,
A NONPROFIT CORPORATION**

*ADOPTED SEPTEMBER 10, 2007*

**ARTICLE I — NAME AND PURPOSE**

* 1. NAME. The name of the Corporation shall be Cross Plains Public Library.

1.2. PURPOSE. The purpose of the Corporation shall be to serve the City of Cross Plains and the surrounding area by owning and operating the Cross Plains Public Library and its holdings, doing so under the direction and supervision of the Board of Directors, and in accordance with the requirements of the Texas Nonprofit Corporation Act and Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent United States revenue code.

**ARTICLE II — REGISTERED OFFICE AND AGENT**

The Corporation shall have and continuously maintain in the State of Texas a registered office and a registered agent whose office shall be identical with the registered office and may have such other offices within the State of Texas and such other registered agents as the Board of Directors may from time to time determine.

**ARTICLE III — MEMBERSHIP**

Members of the Corporation shall consist only of the members of the Board of Directors.

**ARTICLE IV — BOARD OF DIRECTORS**

4.1. GENERAL POWERS. The activities, property, and affairs of the Corporation shall be managed by its Board of Directors, who may exercise all such powers of the Corporation and do all such lawful acts and things as are permitted by statute or by the Article of Incorporation or by these Bylaws.

4.2. NUMBER AND QUALIFICATION. The Board of Directors shall consist of no more than 12, or fewer than 5, directors. No amendment decreasing the number shall have the effect of shortening the term of any incumbent director, except as provided for in Section 4.5.

4.3. TERM OF SERVICE. The directors of the Corporation shall be elected by the Board each December and shall hold office for one year, beginning the following January, unless a director's resignation, retirement, disqualification, or removal from office should occur before the end of that year.

4.4. FILLING OF VACANCIES. Any vacancy occurring in the Board of Directors resulting from the death, resignation, retirement, disqualification, or removal from office of any director, or as the result of increasing the number of directors, may be filled by the affirmative vote of a majority of the directors at any regular or special meeting thereof Any director elected or appointed to fill a vacancy shall hold office until the end of the original term of office, unless his/her resignation, retirement, disqualification, or removal from office should occur before the end of that term.

4.5. REMOVAL.

1. Any director may be removed, either for or without cause, at any regular or special meeting of the Board of Directors by the affirmative vote of a majority of directors, provided that notice of the intention to act upon such matter shall have been given in the notice of such meeting. If the director so removed is not present at the meeting at which the vote is taken, the President shall notify him/her in writing of the vote.
2. Any director who misses three (3) consecutive, regularly-scheduled Board meetings will be automatically removed from the Board, unless that director has been given inactive status.

4.6. RESIGNATION. Any director who wishes to resign may do so at any regular or special meeting of the Board of Directors or by delivering such resignation in writing to the Board President.

4.7. PLACE OF MEETING. Meetings of the Board of Directors shall be held at such places within the State of Texas as may from time to time be fixed by the Board of Directors, or as shall be specified or fixed in the respective notices or waivers of notice thereof.

4.8. ANNUAL MEETINGS. An annual meeting of the Board of Directors shall be held in the month of December each year at which members of the Board and Officers for the coming year shall be elected, and to transact any and all other business as may properly come before the meeting. By or at the direction of the President, written or electronic notice stating the place, day and hour of each annual meeting shall be delivered no less than 7 days before the date of such meeting to each director entitled to vote at such meeting, and such notice shall be posted in the Library.

4.9. 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 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. Notice of regular meetings shall be given by mail or by electronic communication no less than 48 hours before the meeting.

4.10. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by the President on 48 hours’ notice either personally or by electronic communication. Special meetings shall be called by the President or Secretary in like manner and on like notice on the written or electronic request of two (2) or more directors. The primary purpose of such Special Meeting shall be stated in the notice of the meeting. In the event of an emergency, the 48-hour notice may be waived with the consent of a majority of the directors.

4.11. QUORUM AND MANNER OF ACTING. At all meetings of the Board of Directors, the presence of a majority of the number of directors set by the Board shall be necessary and sufficient to constitute a quorum for the transaction of business. Directors present by proxy may not be counted toward a quorum. The act of a majority of the directors present in person or by proxy at a meeting at which a quorum is present shall be the act of the Board of Directors. A director may vote in person or by proxy executed in writing by the director. A proxy shall be valid only for the meeting or meetings for which it was specifically given, except that no proxy shall be valid after three months from the date of its execution, and any proxy may be revoked at any time. If a quorum shall not be present at any meeting of the directors, the directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present. At any such adjourned meeting, any business may be transacted which might have been transacted at the meeting as originally convened.

4.12. CONSENT OF DIRECTORS. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting, in a consent in writing setting for the action to be taken, which shall be signed by all directors. Any such written consent shall be entered in the Minutes of the next regular meeting. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting by an electronic vote which provides a written record, provided that all directors consent to such an electronic vote. The President shall cause the record of the electronic vote to be printed, and the vote will be entered in the Minutes of the next regular meeting. If all Board members agree, a blanket consent for such written or electronic voting may be given at any regular meeting of the Board, to be in force until specifically revoked by one or more board members, either in person at a regular meeting of the Board or by written notice to the President of the Board.

4.13. CONSENT OF PRESIDENT. Unless otherwise directed by a majority of the directors, the President of the Board will vote only to break a tie vote.

4.14 INACTIVE STATUS.

1. At the discretion of the Board, a Board member who is temporarily unable to perform his/her duties may be given inactive status.
2. A director with inactive status may not vote, and his/her membership will not be counted toward making up a quorum of directors.
3. Within the calendar year for which he/she was elected, at the discretion of the Board, an inactive director may be returned to active status upon notifying the Board of his/her ability and willingness to be so returned.

4.15 EX-OFFICIO MEMBERS (*removed by board on March 11, 2019)*

4.15. DIRECTOR'S COMPENSATION. No director shall receive compensation for his/her service as a director, or as member of a standing or special committee of the Board. Nothing herein contained shall be construed to preclude any Director from receiving reimbursement for expenses incurred on behalf of the Corporation, or from serving the Corporation in any other capacity and receiving compensation therefor.

**ARTICLE FIVE — NOTICES**

5.1. MANNER OF GIVING NOTICE. Whenever, under the provisions of the statutes or of the Articles of Incorporation or of these Bylaws, notice is required to be given to any director of the Corporation, and no provision is made as to how such notice shall be given, it shall not be construed to require personal notice, but any such notice may be given in writing by electronic communication or by U.S. mail, postage prepaid, addressed to such director at his/her address as it appears on the records of the Corporation. Any notice required or permitted to be given by mail shall be deemed to be delivered at the time when the same shall be deposited in the United States mails, as aforesaid; or if delivered by electronic communication, 24 hours after such communication is sent so long as the communication is not returned.

5.2 WAIVER OF NOTICE. Whenever any notice is required to be given to any director 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 SIX - COMMITTEES**

The Board of Directors may, by resolution adopted by affirmative vote of a majority of the directors, designate two or more directors (with such alternates, if any, as may be deemed desirable) to constitute a Committee or Committees for any purpose, with one Committee member being designated as the Chair. 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, or programs theretofore approved, authorized, and adopted by the Board of Directors.

**ARTICLE SEVEN - OFFICERS, EMPLOYEES AND AGENTS: POWERS AND DUTIES.**

7.1. ELECTED OFFICERS. The elected officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer.

7.2 ELECTION. So far as is practicable, all elected officers shall be elected by the Board of Directors at each annual meeting.

7.3. APPOINTIVE OFFICERS. 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 in these Bylaws or determined from time to time by the Board.

7.4. TWO OR MORE OFFICES. Any two (2) offices may be held by the same person, except that the President and Secretary shall not be the same person.

7.5. TERM OF 0FFICE; REMOVAL; FILLING OF VACANCIES. Each elected officer of the Corporation shall serve for one year unless his/her resignation, retirement, disqualification, or removal from office should come before the end of that year. Any officer or agent may be removed at any time by a majority vote of the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby. If the office of any officer becomes vacant for any reason, the vacancy shall be filled by majority vote of the Board of Directors.

7.6. PRESIDENT. The President shall be the chief executive officer of the Corporation and, subject to the provision of these Bylaws, shall have general supervision of the activities and affairs of the Corporation and shall have general and active control thereof. The President shall see that any required notice of meetings is given and shall preside, when present, at meetings of the Board of Directors. He/she shall have general authority to execute bonds, deeds, and contracts in the name of the Corporation, at the direction of the Board; to cause the employment or appointment of such employees and agents of the Corporation as the Board shall direct; to remove or suspend any employee or agent, as the Board may direct; and in general to exercise all the powers usually appertaining to the office of president of a corporation, except as otherwise provided by statute, the Articles of Incorporation, or by these Bylaws. In case of the absence or disability of the President, his/her duties shall be performed, and his/her powers may be exercised by the Vice President, unless otherwise determined by the President or the Board of Directors.

7.7. VICE PRESIDENT. The Vice President shall generally assist the President and shall have such powers and perform such duties and services as shall from time to time be prescribed or delegated to him/her by the President or the Board of Directors.

7.8. SECRETARY. The Secretary shall keep and attest true records of all proceedings at all meetings of the Board and see that all such records are kept on file in the Library. He/she shall keep and account for all books, documents, papers and records of the Corporation, except those for which some other officer or agent is properly accountable. He/she shall keep a register of the mailing address and other contact information of each member of the Board of Directors. In the absence of the President, or when more than one signature is required, the Secretary shall have general authority to execute bonds, deeds, and contracts in the name of the Corporation, at the direction of the Board. He/she shall generally perform all duties usually appertaining to the office of secretary of a corporation. In case of the absence or disability of the Secretary, his/her duties shall be performed, and his/her powers may be exercised by an agent to be appointed by the Board.

7.9. ASSISTANT SECRETARY. The Assistant Secretary, if appointed, shall generally assist the Secretary and shall have such powers and perform such duties and services as shall from time to time be prescribed or delegated to him/her by the Secretary, the President, or the Board of Directors.

7.10. TREASURER. The Treasurer shall be the chief accounting and financial officer of the Corporation and shall have active control of and shall be responsible for all matters pertaining to the accounts and finances of the Corporation and shall direct the manner of certifying the same; shall supervise the manner of keeping all vouchers for payments by the Corporation and all other documents relating to such payments; shall prepare and file all documents relating to taxation. The Treasurer shall have the care and custody of all monies, funds, and securities of the Corporation; 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; shall be responsible for the collection of all accounts and shall cause to be kept full and accurate accounts of all receipts, disbursements, and contributions to the Corporation; and shall prepare financial reports to be presented at each regular meeting of the Board of Directors. The Treasurer shall generally perform all duties usually appertaining to the office of treasurer of a corporation, in accordance with the directions of the Board. In case of the absence or disability of the Treasurer, his/her duties shall be performed by either the President or the Assistant Treasurer, unless otherwise determined by the Board of Directors.

7.11. ASSISTANT TREASURER. The Assistant Treasurer, if appointed, shall generally assist the Treasurer and shall have such powers and perform such duties and services as shall from time to time be prescribed or delegated to him/her by the Treasurer, the President, or the Board of Directors.

7.12. ADDITIONAL POWERS AND DUTIES. In addition to the foregoing especially enumerated duties, services, and powers, the elected and appointed officers of the Corporation shall perform such other duties and services and exercise such further powers as may be provided by statute, the Articles of Incorporation, or these Bylaws, or as the Board of Directors may from time to time determine.

**ARTICLE EIGHT — MISCELLANEOUS**

8.1. DIVIDENDS PROHIBITED. No part of the net income of the Corporation shall inure to the benefit of any private individual, and no dividend shall be paid, and no part of the income of the Corporation shall be distributed to its directors or officers. The Corporation may pay compensation in a reasonable amount to its directors as provided for in Section 15 of Article Four of these Bylaws.

8.2. SIGNATURE OF NEGOTIABLE INSTRUMENTS. All bills, notes, checks, or other instruments for the payment of monies shall be signed by the Treasurer or the President, or by other officers as may from time to time be directed by the Board. Checks and contracts of less than $1,000.00 shall require only one signature; those for any amount over $1,000.00 shall require two signatures.

8.3. FISCAL YEAR. The fiscal year of the Corporation shall be the calendar year.

**ARTICLE NINE — INDEMNIFICATION OF OFFICERS AND DIRECTORS**

The Corporation shall have the power to indemnify and hold harmless any director, officer, or employee from any suit, damage, claim, judgment, or liability arising out of, or asserted to arise out of, the conduct of such person in his/her capacity as a director, officer, or employee, if it is determined that the person 1) conducted him/herself in good faith, 2) reasonably believed that his/her conduct was in the Corporation's best interests, or 3) in the case of criminal proceedings, had no reasonable cause to believe his/her conduct was unlawful. Such determination shall be made by a majority vote of the Board of Directors, with the officer or director in question having no vote.

**ARTICLE TEN — AMENDMENTS**

These Bylaws may be altered, amended, or repealed, or new Bylaws may be adopted at any regular, annual or special meeting of the Board of Directors by the affirmative vote of a majority of the directors, provided notice of the proposed alternation, amendment, repeal, or adoption is contained in the notice of such meeting.

**ARTICLE ELEVEN — DISSOLUTION**

Upon the dissolution of the Corporation and after the payment or the provision for payment of all the liabilities of the Corporation, the Board of Directors will dispose of all the assets of the Corporation exclusively for the purposes of the Corporation, or to organizations that are then qualified as tax-exempt organizations under Section 501(c)(3) of the Internal Revenue Code. Any assets not so disposed of will be disposed of by a court of jurisdiction in the county in which the principal office of the Corporation is located.

**AMENDMENT TO THE BYLAWS OF THE CROSS PLAINS PUBLIC LIBRARY**

*Adopted by the Board of Directors February 9, 2014*

**ARTICLE EIGHT — MISCELLANEOUS** is amended by two added provisions:

8.4. No Board member may spend or cause to be spent any library monies in excess of $25 without prior approval of a majority of the Board of Directors.

8.5. When any work costing more than $100 is to be performed for the Library by an outside individual or company, no work shall be performed, and no materials shall be purchased until a majority of the Board of Directors has approved a written estimate for the work.