

BYLAWS OF
THE HOUSTON PUBLIC LIBRARY FOUNDATION

ARTICLE I
OFFICES

The Principal office of the Houston Public Library Foundation, Inc. (“Foundation”) shall be in the Julia Ideson Building, a Houston Public Library (“HPL”) facility located at 550 McKinney Street, Houston, Texas 77002. The Foundation may have such other offices, within the State of Texas, as the Foundation Board of Directors (“Board”) may determine or as the affairs of the Foundation may require.

The Foundation shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Act.

The registered office may be, but need not be, identical with the principal office of the Foundation in the State of Texas, and the address of the registered office may be changed by the Board.

ARTICLE II
MEMBERS

Section 1. Qualifications. The Foundation shall have as members the same persons who are Directors of the Board.

Section 2. Voting. Each member shall be entitled to one vote on each matter submitted to a vote of the members.

Section 3. Transferability. The membership in the Foundation exists only so long as such member is a member of the Board and is therefore automatically transferable to any person duly elected and qualified as Board Director.

ARTICLE III
MEETINGS OF THE BOARD

Section 1. Open Meetings. Notwithstanding any provision to the contrary contained in these bylaws or in the certificate of formation or any amendments thereto, all meetings of the Foundation Board or any committee thereof, whether regular or special, shall be in conformity with the Texas Open Meetings Act, Chapter 551, Texas Government Code (the “Act”).

Section 2. Annual Meeting. An annual meeting of the Board shall be held each year.

Section 3. Place of Meeting. The Board may designate any place within the State of Texas as the place of meeting for any annual meeting of the Board. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the Foundation in the State of Texas.

Section 4. Notice of Meeting. Written or printed notice stating the place, day and hour of any meeting of the Board shall be delivered, either personally, or by postal or electronic mail, to each member entitled to vote at such meeting, not less than three (3) nor more than thirty (30) days before the date of such meeting, by or at the direction of the Chairman, the Secretary, or the officers or persons calling the meeting.

If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the Foundation, with postage thereon prepaid.

ARTICLE IV DIRECTORS

Section 1. Board of Directors. The maximum number of Directors constituting the Board of the Foundation is up to nineteen (19).

Section 2. Powers of the Directors. The Board shall manage and control the business of the Foundation consistent with the powers and duties articulated in the Foundation's certificate of formation, as amended. In the management and control of the property, business and affairs of the Foundation, the Board is hereby vested with all of the powers possessed by the Foundation itself so far as this delegation of authority is consistent with the laws of the State of Texas, the Foundation certificate of formation, and these Bylaws.

Section 3. Fidelity Bond. Each Director shall furnish to the City of Houston ("City") a fidelity bond in amounts designated by the City, provided however, that the premium on such bond shall be paid by the City. Additionally, the Foundation shall purchase and maintain in effect at all times for its Directors a policy of directors' and officers' liability insurance. The policy required by this section shall be in an amount designated by the City, and the premium therefor shall be paid from funds held or managed by the Foundation.

Section 4. Numbers and Tenure. The Board shall consist of not more than nineteen (19) voting members, plus the Mayor of the City, the superintendent of the Houston Independent School District, the President of the Friends of the Houston Public Library, and the Director of HPL, or their designees, as ex officio, non-voting members.

The terms of the Directors shall be consistent with Section 24-26 of the City of Houston, Texas, Code of Ordinances. In the event of the death or resignation of any voting Director prior to the expiration of such term of service, the Mayor shall nominate and City Council shall confirm a successor who shall serve out the unexpired term and enter upon the duties of a Director at the next regular monthly meeting of the Board. Subsequent appointments shall be for terms consistent with Section 24-26 of the City of Houston, Texas, Code of Ordinances.

Section 5. Regular Meeting of Directors. In addition to the annual Board meeting provided in Article III, Section 2 of these Bylaws, the Board shall hold, at a minimum, one meeting every two months.

Section 6. Notice of Meetings of Directors. Notice of all Board meetings shall comply with the applicable provisions of Chapter 551 of the Texas Government Code (“The Texas Open Meetings Act”).

Section 7. Quorum of Directors. A simple majority of the current voting Directors shall constitute a quorum for the transaction of business. When a quorum is present at any meeting, a majority vote of the Directors in attendance shall discuss and take all necessary action consistent with the powers and duties of the Foundation concerning all matters before the Board properly noticed consistent with the provisions of Section 6 of this Article. Members participating by telephone conference are allowed for quorum call.

Section 8. Removal. Any Director may be removed by the Mayor for the following reasons:

1. Four consecutive absences from the regular monthly meetings of the Board;
2. Failure to abstain in votes or activities of the Board, where any direct or indirect conflict of interest is, or may be involved; and
3. Failure to obtain or keep in force the requisite fidelity bond;
4. Failure to meet any minimum requirements established by the Board and imposed upon all Directors.

ARTICLE V OFFICERS

Section 1. Officers. The officers of the Foundation shall consist of the Chair, the Vice Chair, the Secretary and the Treasurer. In addition, the Director of Houston Public Library (HPL) shall serve as Executive Secretary of the Foundation but shall have no vote on any matters submitted to the Board. The Board may elect from its membership other officers to perform duties the Board deems necessary.

Section 2. Election and Term of Office. The officers of the Foundation shall be elected annually by the Board at the annual meeting of the Foundation. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as convenient. New offices may be created and filled at any meeting of the Board. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

Section 3. Removal. Any officer elected by the Board may be removed from that position as an officer whenever the Board believes in its judgment the best interests of the Foundation would be served thereby.

Section 4. Chair. The Chair shall be the principal executive officer of the Foundation and shall in general supervise and control all of the business and affairs of the Foundation. The Chair may sign, with the Secretary or any other proper officer of the Foundation authorized by the Board, any deeds, mortgages, bonds, contracts or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws, or by statute to some other officer or agent of the Foundation; and in general the

Chair shall perform all duties incident to the office of Chair and such other duties as may be prescribed by the Board.

Section 5. Vice Chair. In the absence of the Chair or in the event of the Chair's inability or refusal to act, the Vice Chair shall perform the duties of the Chair, and when acting shall have all the powers of and be subject to all the restrictions upon the Chair. The Vice Chair shall perform other duties as assigned by the Chair or Board.

Section 6. Secretary. The Secretary shall keep the minutes of the Board meetings; provide, publish, and/or post all notices in accordance with the provisions of these Bylaws or as required by law; be custodian of all Foundation records; maintain an accurate and updated record of the contact information of each Board Director; and in general perform all the duties incident to the office of Secretary and other duties as assigned by the Chair or the Board.

Section 7. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Foundation; receive and give receipts for monies due and payable to the Foundation from any source whatsoever, and deposit all such monies in the name of the Foundation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these Bylaws; and in general perform all the duties incident to the office of Treasurer and other duties as assigned by the Chair or the Board. However, the Treasurer shall not take any action inconsistent with or contrary to any official act or directive issued by the Board or Chairman of the Board.

ARTICLE VI ANNUAL ACCOUNTING PERIOD AND AUDIT

The fiscal year of the Foundation shall coincide with the fiscal year of the City. The Board as a whole will serve as the audit committee for the Foundation.

ARTICLE VII RESIGNATION

Any Director may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein, or if no time be specified, at the time of its receipt by the Chairman or Secretary of the Foundation.

ARTICLE VIII CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 1. Contracts. The Board may authorize any officer(s) or agent(s) of the Foundation and the Director of the Houston Public Library to enter into a contract or execute an instrument in the name of and on behalf of the Foundation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Orders, Notes, and other Evidences of Indebtedness. All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Foundation, shall be signed by officer(s) or agent(s) of the Foundation and in a manner to be

determined by resolution of the Board. In the absence of such determination by the Board, all instruments shall be signed by any two officers of the Foundation.

Section 3. Deposits. All funds of the Foundation shall be deposited to the credit of the Foundation in such banks, trust companies or other depositories as the Board may select and shall be held and managed in a manner consistent with Chapter 2256 of the Texas Government Code (the Public Funds Investment Act).

Section 4. Financial and Accounting Procedures. All Foundation financial and accounting procedures shall be approved by the Director of the City's Department of Finance ("Finance Director") and comply with the applicable provisions of the City's Administrative Policy 2-10 ("AP 2-10").

Section 5. Gifts. The Board may accept on behalf of the Foundation any contribution, gift, bequest or device for the general purposes of the Foundation.

ARTICLE IX BOOKS AND RECORDS

Section 1. Records. The Foundation shall keep correct and complete books and records of account and shall also keep accurate records of all Board meeting minutes. The Foundation shall furnish a copy of all meetings minutes to the Director of HPLS. The Foundation shall also provide access to its books and records upon request by the Mayor, the Finance Director, or the City Controller in a manner consistent with Section 6.3.2.5 of AP 2-10. All books and records of the Foundation shall be available for public inspection in conformity with the Texas Public Information Act, Chapter 552, Texas Government Code.

Section 2. Reports. The Foundation shall provide an annual financial report as soon after the close of its fiscal year as is practicable. Additionally, the Foundation shall provide the Director of HPLS with quarterly financial reports in a manner consistent with Section 24-34 of the City of Houston, Texas, Code of Ordinances.

Section 3. Audits. The Foundation shall have an audit completed at the end of the fiscal year. The audit shall be completed by an independent auditor acceptable to the City and provided to the Mayor, City Council, the City Controller, and the Finance Director as provided in Section 24-34 of the City of Houston, Texas, Code of Ordinances and in a manner consistent with Section 6.5.6 of AP 2-10.

Section 4. Money from Private Donors. The Foundation may accept donations from private donors, and if the Foundation receives any money from private donors, the Foundation shall provide a quarterly report to the Mayor and the Finance Director, or their designees, containing the name of the donor and the amount and purpose of the donation in a manner consistent with Section 6.3.2.8 of AP 2-10. The Foundation may segregate and maintain donations from private donors to ensure the use of the donations for the purposes for which the donors intended.

Section 5. Assisting the Finance Director. The Foundation shall take such actions as necessary to enable the Finance Director to perform the duties imposed by Sections 6.4 and 6.5 of AP 2-10.

Section 6. Cumulative Effect. The provisions of this article shall be cumulative of all applicable laws

and City's administrative policies and executive orders regarding generally accepted accounting principles and generally accepted government auditing standards.

ARTICLE X
MISCELLANEOUS

These Bylaws may be amended or repealed at any regular, annual or special meeting of the Board of Directors by the affirmative vote of two-thirds (2/3rds) of the members of the Board of Directors; provided however, any vote by the Board to amend or repeal these Bylaws shall not become effective unless and until approved by City Council.