

**ROSENBERG LIBRARY ASSOCIATION**  
**GALVESTON, TEXAS**  
**BY-LAWS**  
**AS AMENDED JANUARY 30, 2023**

ARTICLE I. Trustees

Section I. The Trustees shall meet annually in the City of Galveston in January for the election of directors and for such other business as may be brought before them. A majority of the Trustees then serving shall constitute a quorum at any Trustees' meeting.

Section 2. There shall be special meetings of the Trustees whenever called by the Directors for the transaction of such business as may be stated in the call.

Section 3: Any member in good standing of the Board of Trustees of the Library Association who has honorably served on said Board for a period of twenty years, or more, upon resigning therefrom shall be eligible to be appointed by the Board of Directors as a Trustee Emeritus, without voting rights.

Section 4: Any person who has demonstrated a continuing interest in the affairs of the Rosenberg Library Association and who has made outstanding contributions of time or assets may be elected Honorary Trustee by the Trustees upon recommendation of the Board of Directors. Honorary Trustees shall not be required to reside in Galveston County, and shall be non-voting.

Section 5. Neither Trustees Emeritus nor Honorary Trustees will be eligible for election to the Board of Directors and their attendance at meetings will not be counted toward a necessary quorum.

ARTICLE II. Directors.

Section 1. The Directors shall meet annually in the city of Galveston in January of each year, after the meeting of the Trustees, for the election of officers.

Section 2. The Directors shall hold regular meetings throughout the year, at such times as the Directors shall determine, for the transaction of any and all business that may come before them.

Section 3. There shall be special meetings of the Directors whenever called by the presiding officer, or on the written request of any four members of the Board of Directors, for the transaction of such business as may be embraced in the call.

Section 4. A majority of the Directors shall constitute a quorum at any Director's meeting.

Section 5. In the case of a vacancy from death, resignation, removal from Galveston County, or from any other cause, the remaining Directors, at their discretion, may fill the vacancy by electing a Trustee to serve as a director until the next annual meeting of the Trustees.

### ARTICLE III. Officers

The officers of the Rosenberg Library Association shall consist of a President, one or more Vice-Presidents, a Treasurer, a Secretary and an Assistant Secretary who shall be elected at the annual meeting of the Directors each year, and an Executive Director who shall be employed by the Directors and who shall serve at their pleasure.

### ARTICLE IV. Duties of Officers.

Section 1. The President shall preside at all meetings of the Board; appoint all committees as herein provided; sign, with the Secretary of the Board, all documents authorized by the Board; shall be an ex-officio member of all committees and prepare for the consideration of the Trustees at their regular meeting the annual report of the Board of Directors. The President shall regularly bring before the Board such business as may require its attention, and shall perform such other duties as shall pertain to this office, and such as the Board may, from time to time, prescribe.

Section 2. The Vice President shall, in the absence or inability of the President, perform all the duties of that office.

Section 3. The Treasurer shall have charge of the receipt of all moneys of the Association and shall cause the same to be paid out in accordance with the annual budget approved by the Board of Directors or upon claims approved by the Board of Directors. The Treasurer shall cause the funds and all securities to be deposited in a bank or banks to be designated by the Board of Directors and shall be responsible for the keeping of accurate account records showing all receipts and disbursements under appropriate headings. The Treasurer shall present to the Board of Directors and Trustees annually, and at such other times as may be required, a statement of the financial affairs of the Association.

Section 4. The Secretary shall keep all the minutes of the Board and shall have custody of the seal of the Association. The Secretary shall make such reports and statements as the Board may require from time to time. The Secretary shall sign, with the President, all documents authorized by the Board. The Secretary shall

give notice of all meetings of the Board and all meetings of the Trustees, and shall perform such other duties as are normally performed by corporate secretaries. All such duties may be delegated, with the approval of the Directors, to a staff member of the Association.

Section 5. The Assistant Secretary shall, in the absence or inability of the Secretary, perform all the duties of that office.

Section 6. The Executive Director, under the Board of Directors, shall have general charge, management and control of the library and of all persons employed therein. The Executive Director shall establish high standards for the operation of the library in a professional manner and shall be responsible for operation of the library in accordance with such standards.

The Executive Director shall, with the Treasurer, develop an annual operating budget for the library which shall be reviewed, amended as necessary and adopted by the Board of Directors. Thereafter the Executive Director shall administer the financial affairs of the library in accordance with the adopted budget, recommending to the Board such amendments in the budget as may be needed throughout the year to assure that the library shall be operated within its means and that the best uses shall be made of its income.

The Executive Director shall have the power to make such orders and regulations, not inconsistent with the bylaws and subject to the approval of the Directors, as deemed necessary for the proper execution of powers herein granted, and for the use of the library and its collections; but the Directors may, from time to time, alter and annul such orders regulations at any monthly meeting. The Executive Director shall be responsible for compliance with rules and regulations made by him and approved by the Board.

## ARTICLE V. Committees

Section 1. The President may create committees, and appoint members as needed, to aid in the Board's governance of the Rosenberg Library Association. Each committee shall be comprised of Trustees and/or Directors.

Section 2. The Board may, from time to time, direct the appointment of such other committees as may be necessary.

Section 3. All committees shall hold meetings at such times as may be necessary. They shall make reports to the Board whenever called upon of all business under their charge. At all committee meetings a majority shall be a quorum. No action of any committee shall be binding until approved by the Board, unless the Board has previously given full authority.

## ARTICLE VI. Order of Business

The order of business at all regular and special meetings of the Board shall be determined by the Board.

## ARTICLE VII. Non-Discrimination

Services of the Rosenberg Library and employment by the Rosenberg Library shall not, be denied to any individual on the basis of race, creed, sex, age or place of national origin.

## ARTICLE VIII. Amendments

These bylaws may be amended at any meeting of the Trustees, called for the purpose.

## ARTICLE IX. Property of the Association

All assets of the Rosenberg Library Association are pledged toward performance of the charitable functions of the Association. Upon discontinuance of the Association by dissolution or otherwise, Trustees of the Association (after paying or making provisions for payment of all the liabilities of the Association) are authorized and directed to transfer and deliver all the remaining assets of the Association to an educational or religious or charitable organization under the provisions of Sec. 501 (c) (3) of the Internal Revenue Code of 1954, as amended.

## ARTICLE X. Indemnification of Trustees, Directors and Officers.

Section 1. The corporation shall indemnify any persons made, or to be made, a party to any action or proceeding (whether civil, criminal or otherwise) by reason of the fact that such trustee, director or officer, at the request of the Association, is or was serving any other corporation, partnership, joint venture, trust, employee benefit plan or otherwise, in any capacity, provided only that such person is found to be entitled to indemnification in accordance with the standard of conduct and procedures set forth in Section III. The term "officer" shall mean the elected or appointed officers of the corporation, or anyone while serving at any time in that capacity.

Section 2. Expenses. The Association shall also pay to any person who may be entitled to indemnification all expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding. All expenses which are advanced by the Association hereunder shall

be repaid to the Association in the event the person receiving such advancement is ultimately found, in accordance with applicable law, not to be entitled to indemnification by this Association, or where partial indemnification is granted, to the extent the expenses so advanced by the Association exceed the indemnification to which the person is entitled. In the event a person is determined to be entitled to indemnification under the procedures set forth in Section 4, all expenses will be paid by the Association in advance of the final disposition of the proceeding provided that the Association receives a written undertaking by or on behalf of such person to repay the amount paid or reimbursed if it is ultimately determined that he has not met the standard of conduct required for indemnification.

Section 3. Determination of Entitlement to Indemnification. Upon the request of any person who may be entitled to indemnification by the Association, the Board of Directors of the Association shall act promptly to determine whether the trustee, director or officer has met the standard of conduct set forth in this section and, if such standard of conduct has been met, to authorize such indemnification. If the Board of Directors is unable with due diligence to make such a determination, it will act promptly to submit the question to the Trustees of the Association. In either case, the person shall be entitled to indemnification only if it is determined that the following standard of conduct has been met:

1. That the person conducted themselves in good faith;
2. That the person reasonably believed-
  - A. In the case of conduct in their official capacity as a trustee director or officer of the Association, that their conduct was in the Association's best interests; and
  - B. In all other cases, that their conduct was at least not opposed to the best interests of the Association; and
3. In the case of any criminal proceeding, that the person had no reasonable cause to believe that their conduct was unlawful.

Section 4. Procedure. A determination of indemnification must be made by a majority vote of a quorum of the Directors of the Association who at the time of the vote are not named defendants or respondents in the proceeding. If such a quorum cannot be obtained, a determination of indemnification shall be submitted to and approved by a majority vote of a quorum of the Trustees of the Association who at the time of the vote are not named defendants or respondents in the proceeding. If such a quorum of Trustees cannot be obtained, then special legal counsel selected by the Board of Directors must make a determination of indemnification.

Section 5. Insurance. The Association may purchase and maintain insurance on behalf of any person who is or was a trustee, director or officer of the Association or who is or was serving, at the request of the Association, any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise in any capacity, such insurance covering any liability asserted against him and incurred

by him in such a capacity, whether or not the Association would have had the power to indemnify him against that liability.