

**AMENDED AND RESTATED BYLAWS OF  
FRIENDS OF THE TEXAS A&M UNIVERSITY LIBRARIES**

The Board of Directors of the Friends of The Texas A&M University Libraries, a Texas non-profit corporation (the “Corporation”), adopt the following Bylaws to govern the operations of the Corporation, subject to the provisions of the Corporation’s Articles of Incorporation (as amended) and the Texas Non-profit Corporation Law, Chapter 22 of the Texas Business Organizations Code.

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**ARTICLE I**

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Section 1. Name. The name of the Corporation is FRIENDS OF THE TEXAS A&M UNIVERSITY LIBRARIES.

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**ARTICLE II**

**Exempt Purpose and Objectives**

Section 1. Exempt Purpose and Objectives. Friends of the Texas A&M University Libraries is a non-profit corporation organized exclusively for scientific, literary, educational or charitable non-profit purposes within the meaning of §501(c)(3) of the Internal Revenue Code, as amended, and its Regulations, as they now exist or may hereafter be amended (the “Exempt Purposes”). The objectives (the “Objectives”) of the organization are to carry out and fulfill the Exempt Purposes, which include, but are not limited to, the following:

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- a. To encourage an understanding and appreciation of the work of the Texas A&M University Libraries;
- b. To build and develop a greater realization of the importance of the Texas A&M University Libraries to the future development of the Texas A&M University as a top ranked institution in the state and nation;
- c. To seek bequests of funds to support the Libraries; and to refer potential donors of money; books, gifts, manuscripts, and other properties-property to be used for the benefit of the Texas A&M University Libraries;the University Librarian & Assistant Provost (or their designee) to ensure such gifts meet the Libraries’ collection development policies.
- d. To serve as an organization through which various elements in the University — alumni;former students, faculty, students, friends — may cooperate for the promotion and achievement of the purposes as described in the Articles of Incorporation and the objectives as outlined in these Bylaws.

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Section 2. Non-Profit Status. The Corporation at all times will operate on a non-profit basis. All funds and properties coming into possession of the organization through dues, gifts, or otherwise, shall be used to carry out the Exempt Purposes and Objectives as expressed in the Articles of Incorporation and in these Amended and Restated Bylaws. No assets or net earnings shall ever inure to the benefit of any member. In the event of dissolution, all funds and other properties remaining after discharge of all indebtedness shall be transferred to the Texas A&M University Libraries, Texas A&M University, College Station, Texas. Notwithstanding any other provisions of these Bylaws, the Corporation shall have neither the power, nor shall it engage directly or indirectly, in any activity which would invalidate its status (a) as a corporation which is exempt from federal income taxation as an organization described in §501(c)(3) of the Internal Revenue Code or (b) as a corporation, contributions to which are deductible under §170(c)(2) of the Code.

### **ARTICLE III**

#### **Membership**

Section 1. Membership. Membership in the ~~Friends Corporation~~ shall be open to all persons and to representatives of organizations, companies, and clubs who express a desire to join and who make payment of dues.

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Section 2. Dues. Membership dues shall be paid in accordance with regulations and schedules prescribed by the Board of Directors. Such regulations and schedules may be changed by the Board of Directors from time to time. A member is considered to be in good standing if dues are paid in accordance with the regulations and schedules prescribed by the Board of Directors.

Section 3. Classification. The Board of Directors may classify memberships in such forms, as it may deem appropriate. Such classifications may be based on amount of dues paid, gifts made, or other contributions to other achievement of the purposes and objectives of the organization.

### **ARTICLE IV**

#### **Meetings**

Section 1. Annual Meeting of the Membership. An annual meeting of the membership will be held at such time and place as may be determined by the Board of Directors.

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Section 2. Board Meetings. Meetings of the Board of Directors will be held quarterly, one of which will be concurrent with the annual meeting of the membership. Special meetings of the Board of Directors may be held on call of the President at such time and place and for such purpose as may be determined by the President.

Section 3. Notices. Notice of the annual meeting of the membership, including the purpose thereof, will be sent to the membership via regular and/or electronic mail at least twenty (20) days prior to the date of such meeting. Notices of the quarterly or any special meetings of the Board of

Directors, including the purpose thereof, will be sent to the Directors via regular and/or electronic mail at least seven (7) days prior to the date of such meeting, with the exception of any special meeting called by the President to consider Amendments to these Bylaws.

Section 4. Quorum - Annual Meeting of the Membership. A quorum at an annual meeting of the membership shall consist of fifteen (15) members in good standing present and voting.

Section 5. Telephonic Conferences. To the extent permitted by applicable law, members of the Board of Directors or any committee thereof, may participate in a meeting of the Board or such committee in person or by means of digital communication to include telephonic conference, per the current edition of Robert's Rules of Order Newly Revised, and participation in a meeting pursuant to this section shall constitute presence at such a meeting. Action, to include voting, may also be conducted by email.

## ARTICLE V

### Board of Directors, Officers, and Committees

Section 1. Board of Directors and Committees.

A. Directors. The affairs of the Corporation will be managed by a Board of Directors who shall be elected and serve as herein provided.

1. Number. Prior to each annual meeting, the Board of Directors shall determine the number of directors who will serve during the ensuing year. Such number will not be more than twenty-six.
2. Vacancies. Vacancies occurring on the Board of Directors shall be filled by the Board of Directors at the next succeeding meeting following such occurrence. Directors so selected shall serve out the term of the vacating Director.
3. Term of Office. Term of office is for a period of three years. No Director shall serve more than two consecutive terms with the exception of Executive Committee members.

- a. The term of office is for a period of three (3) years.
- b. No director shall serve more than 2 consecutive terms, with the exception of a director serving as a President in the sixth year. An immediate past president shall then serve only one more year in an ex officio capacity with voting privileges.
- c. A past director shall be eligible for re-election as a director upon the

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expiration of two (2) full years since previous service.

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4. Quorum. At all meetings of the Board of Directors, the presence of a majority of the Directors in office shall be necessary and sufficient to constitute a quorum for the transaction of business. The act of a majority of the Directors currently in office present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may otherwise be specifically provided by statute, by the Articles of Incorporation, or by these Bylaws.

5. Voting. Each member of the Board of Directors present will have one (1) vote.

6. Eligibility. All members of the Board of Directors shall be members of the organization in good standing. To be considered in good standing, dues must be paid in accordance with the regulations and schedules prescribed by the Board of Directors and be in compliance with the attendance policy (see Article V, Section 1, B. 7, e).

7. Duties of Directors. The Board of Directors will have the following powers and duties:

a. Direct and supervise the business and affairs of the organization.

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b. Hold such quarterly or special meetings during the year as may be called by the President.

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c. Adopt regulations for the receipt and disbursal of funds of the organization, for custody of its property, and for protection of its interest.

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d. Publish or authorize publication of promotional and other types of literature to be used in performance of the functions of the organization.

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e. Attend fifty percent (50%) of the meetings in a fiscal year. The meetings in a fiscal year are Summer Board Retreat, Fall Meeting, Winter Meeting, and Annual Meeting (Spring).

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f. Removal of a Board Member from Office

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1. At any regular or special board meeting, the Board may remove by a two-thirds vote, any member from the position to which the member has been elected or appointed by the President, according to these Bylaws, upon the occurrence of any of the following events:

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a. Commission of an act constituting in the judgment of the Board as a (i) dishonest or other

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act of material misconduct; (ii) fraudulent act; (iii) felony under the laws of Texas or the United States; or

b. Inability of the person to perform duties, regardless of the reason, whether injury, illness, or otherwise, which results in incapacity and, in the judgment of the Board, an inability to complete the term to which the person was elected or appointed.

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d. 2. Regardless of the above, at any regular or special board meeting, the Board may remove any member at any time without cause by a two-thirds vote of the elected board members.

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8. *Ex Officio* Non-Voting Directors. The Dean of the Texas A&M University Libraries & Assistant Provost and the Executive Liaison to the Board will be non-voting *ex-officio*-members of the Board of Directors. The Executive Liaison to the Board will be a staff member of the University Libraries as appointed by the Dean of the Texas A&M University Libraries.

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## B. Committees.

### 1. Standing Committees

a.1. Executive Committee. The Executive Committee will consist of the elected officers of the Corporation, the immediate past president, plus others, if any, appointed by the President. The committee has authority to act in all matters arising in the interim between Board meetings. The purposes of the Executive Committee are to develop and recommend to the Board corporate governance policies, monitor the Corporation's adherence to applicable non-profit corporate governance policies, and oversee the management of the Corporation; provided, however, that this Committee shall not have the authority to amend, alter, or repeal these Bylaws, or to elect, appoint or remove any officer of the Corporation, or to amend the Articles of Incorporation, or to amend, alter or repeal any resolution of the Board of Directors. The Executive Committee has established an Investment Policy, attached to these Bylaws as Exhibit A, which will be reviewed by the Board of Directors for approval annually.

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~~2.b.~~ Nominating Committee. The purposes of the Nominating Committee are to identify individuals qualified to become directors and to recommend to the Board individuals to serve as directors of the Corporation and on committees of the Board at the next annual meeting. At the annual meeting, the membership shall be presented with a slate of nominees recommended by the Nominating Committee. The membership of the Nominating Committee will consist of three Directors appointed by the President, with one member being the president-elect. The President and the Executive Liaison to the Board will serve as ~~ex-officio-non-voting~~ members. ~~Opportunity for nominations from the floor will be provided.~~

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~~c.~~ Finance Committee. The treasurer will serve as the chair of this committee. The finance committee shall oversee the Budget Committee which will operate under this committee. This committee will also develop, maintain, and enforce transparent and appropriate processes for the receipt and disbursement of Friends funds. The Executive Committee has established an Investment Policy, attached to these Bylaws as Exhibit A, which will be reviewed by the Finance Committee annually and this committee will report to the Board of Directors their findings.

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1. Audit Committee. The Audit Committee will fall under the supervision of the Finance Committee and will be tasked with conducting an annual audit of the financial records of the Treasurer and present a report to the Board of Directors at the Summer Board Retreat which is after the close of the fiscal year (April 30). This committee will consist of three (3) members; No member of the Audit Committee should be a current board member or outgoing board member. It is recommended that the chair of the Audit Committee have some accounting knowledge.

2. Budget Committee. The Budget Committee will be a subset under the Finance Committee and will be tasked with developing, maintaining, and reporting on an annual budget to be presented for discussion and approval at the Summer Board Retreat each year. Members of this committee will consist of five (5) current board members to include the treasurer, the current president, the president-elect, and two (2) other members.

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~~3.2.~~ Other Special Committees. The Board of Directors may, in its discretion, establish additional committees, which shall consist of Directors of the Corporation or Friends members in good standing. The purpose of any additional committees shall be to aid in the effective management and operation of the Corporation. The Board of Directors shall determine the specific composition and purposes relating to each such committee.

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Section 2. Officers. The officers of the Corporation shall include a President, ~~one or more two~~

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(2) Vice-Presidents, one (1) of whom shall be designated as the President-Elect, a Secretary, and a Treasurer, and the Past President.

A. Duties of Officers.

1. The President. The President shall preside at all meetings of the membership and the Board of Directors and will appoint members of all standing committees, appoint any special committees as needed to complete the function of the organization. perform such functions as prescribed in these Bylaws, make and execute documents requiring a signature, serve as a coordinator in relations of the organization having a common interest with the Friends of the Texas A&M University Libraries.
2. The 1<sup>st</sup> Vice-President/-President Elect. The 1<sup>st</sup> Vice-President/-President Elect will perform all duties and functions of the President in the absence or disability of the President.
3. The 2<sup>nd</sup> Vice President/Membership. The 2nd Vice President/Membership will coordinate all membership activities, including the recruitment of new members, and may consult with the Executive Liaison regarding strategy. To ensure members are fully engaged, the 2nd Vice President will provide contact updates to the Executive Liaison, allowing the Libraries to get to know their supporters and cultivate potential for greater philanthropic impact.  
~~The Secretary. The Secretary shall have custody of the minutes and record books of the organization. The Secretary will keep the minutes of the meetings of the directors and the membership, will send all notices as required by these Bylaws, and will perform such other functions as may from time to time be prescribed by the Board of Directors or President.~~
4. ~~The Treasurer. The Treasurer will have custody of all funds and property of the organization and will maintain accounts in such financial institutions as may be prescribed by the Board of Directors. The Treasurer will make such financial and similar reports to the Board of Directors and membership as the Board of Directors may prescribe, and will perform such other functions as may from time to time be prescribed by the Board of Directors.~~ The Secretary. The Secretary shall have custody of the minutes and record books of the organization. The Secretary will keep the minutes of the meetings of the directors and the membership, will send all notices as required by these Bylaws, and will perform such other functions as may from time to time be prescribed by the Board of Directors or President.
5. ~~The Vice President / Membership. The Vice President / Membership, with the assistance of the Executive Liaison, will coordinate all membership activities, including but not limited to the recruitment of new members, and will report annually on membership statistics.~~ The Treasurer. The Treasurer will have

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custody of all funds and property of the organization and will maintain accounts in such financial institutions as may be prescribed by the Board of Directors. The Treasurer will chair the Finance Committee, make such financial and similar reports to the Board of Directors and membership as the Board of Directors may prescribe, and will perform such other functions as may from time to time be prescribed by the Board of Directors.

6. Past President. The Past President will perform duties as assigned by the President and will serve as the parliamentarian.

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B. Terms of Officers. The President and 1<sup>st</sup> Vice-President/-President Elect will serve a term of office of one (1) year, or until their successors have been elected and qualified. Other officers will serve a term of one (1) year with the possibility of re-election.

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### Section 3. Advisory Council

A. An advisory council may be established to provide advice, guidance, service, and expertise to the Board of Directors. The advisory council and its members shall have no power to govern the Corporation.

B. The Board of Directors may receive candidates for advisory council from any director.

C. Advisory council members do not need to be members of the Corporation. No advisory council member shall serve as a director of the Board of Directors while serving on the advisory council.

D. Once properly nominated, the Board of Directors shall vote on members to the advisory council with a majority vote required.

E. Advisory council members shall serve for a term of one (1) year and may be re-elected for any number of terms.

F. Advisory council members shall be goodwill ambassadors for the Corporation, for the Friends of the Texas A&M University Libraries, and for Texas A&M University. They may be appointed to standing or special committees by the president and/or the Board of Directors. All advisory council members shall be entitled to attend any regular meeting of the Board of Directors and may have speaking privileges. No advisory council member shall be entitled to vote on any matter brought before the Board of Directors.

G. Advisory council members may resign at any time or may be removed by a majority vote of the Board of Directors with or without cause. The advisory council may be dissolved at any time by a majority vote of the Board of Directors.

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## ARTICLE VI

### Miscellaneous Provisions

Section 1. Fiscal Year. The fiscal year of the organization will begin ~~in~~ on the first day of May of each year.

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Section 2. Financial Statements. The Treasurer shall provide to the Board of Directors a statement of the income and expenses of the organization and a list of donations in property or money (not including dues to the organization).

Section 3. Financial Reviews. Following the close of the fiscal year, an independent financial statement shall be prepared. A copy of such review will be submitted to the Board of Directors at the next meeting held after the availability of such a report.

Section 4. Amendments. Amendments to these Bylaws may be adopted by the Board of Directors present at a quarterly meeting or at any special meeting called for that purpose by the President, at which at least a quorum is present, if at least ~~three (3)~~ ten (10) days, and not greater than thirty (30) days, written or electronic notice is given. The notice of any meeting at which consideration of such amendments is to be given shall contain a statement identifying the section to be amended, with a transcript of the provision proposed to be amended and the language proposed for the suggested amendment.

Section 5. Conflict of Interest Policy. Each Director and Officer of the Corporation is required to review and be familiar with the Conflict of Interest Policy, attached hereto as Exhibit B. Further, each Director and Officer shall provide on an annual basis a signed acknowledgment that he or she has received and reviewed a copy of the Conflict of Interest Policy.

## **ARTICLE VII**

### **Robert's Rules of Order Revised Parliamentary Authority**

When not in conflict with these Bylaws, Robert's Rules of Order, shall govern the proceedings of this organization.

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## **Article VIII**

### **Restriction Clause**

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in these articles. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the organization

shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

**Article IX**

**Dissolution**

Upon the dissolution of this Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, transfer and distribute all remaining assets of the Corporation to Texas A&M University, a public institution of higher education and an instrumentality of the State of Texas, specifically designated for the exclusive use and benefit of the Texas A&M University Libraries, provided that such distribution is used exclusively for public, charitable, and educational purposes within the meaning of Section 170(c)(1) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue Law.

**EXHIBITS**

The following Exhibits are incorporated in these Amended and Restated Bylaws by reference.

**EXHIBIT A INVESTMENT POLICY**

**EXHIBIT B CONFLICT OF INTEREST POLICY**

—This is to certify that I am the duly elected, qualified and acting secretary of the Friends of the Texas A&M University Libraries. I, the undersigned Secretary of the Board of Directors of the Friends of the Texas A&M University Libraries, do hereby certify that the foregoing are the Amended and Restated Bylaws of said Friends of the Texas A&M University Libraries, as adopted by the Board of Directors as of ~~June 8, 2018~~xxxxx, 2026.

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/s/ Raleigh W. Newsam, II

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Raleigh W. Newsam, II, Secretary~~Karen~~

Hunter, Secretary

More dates – hopefully Adelle can help me with these dates this week

Amended and Restated: June 8, 2018

Amended and Restated: October 27, 2023

Amended and Restated: xxxxxxxxxxx, 2026