

BYLAWS OF NTLP

A NON-PROFIT CORPORATION

ARTICLE I — NAME

Section 1 — Name: The name of the Corporation is NTLP. In these Bylaws it is called the “Corporation.”

ARTICLE II — PURPOSE

Section 1 — Purpose: The Corporation is organized and shall be operated exclusively for charitable or educational purposes as defined in Section 501(c) (3) of the Internal Revenue Code of 1954, or the corresponding provision or provisions of any subsequent United States Internal Revenue law or laws.

The purpose of this Corporation is to advance libraries and the communities they serve through innovative information technology, education, and collaborative library support services. It will do so primarily by:

- (a) Facilitating collaborative library services,
- (b) Advocating on behalf of libraries,
- (c) Focusing on new opportunities for libraries,
- (d) Advancing professionalism and high standards in library service, and
- (e) Supporting sustainable and transformational projects in libraries.

ARTICLE III — LEGAL AND PARLIAMETARY AUTHORITY

Section 1 — Legal Authority: The Corporation is a nonprofit organization incorporated under the laws of the State of Texas. This Corporation is not organized for the financial profit of its Board members nor of its Partners. It may not issue stock nor give dividends. None of the income shall be used to benefit any Board or staff member nor Partner representative. Any money remaining after paying corporate obligations shall be used for the charitable, educational and benevolent purposes of the Corporation.

No action of the Corporation may infringe upon the autonomy of any Partner nor limit the power of that Partner’s governing authority.

Section 2 — Limitation of Liability: No representative of a Partner nor governing authority of such shall be held liable for any debts or actions incurred by the Corporation or the Board.

Section 3 — Parliamentary Authority: The rules contained in the latest edition of *Robert’s Rules of Order, Newly Revised*, shall govern all regular and special meetings of the Board of Directors and of the Partners.

ARTICLE IV — MEMBERSHIP

Section 1 — Eligibility for Membership: The Corporation is made up of members, known as “Partners.” Membership in the Corporation is open to any library that meets the predefined criteria, including payment of fees, set forth by the Board of Directors. Membership is not restricted to libraries exclusively.

Section 2 — Rights and Privileges: Each Partner is entitled to one vote at Corporation meetings, provided the Partner is represented at that meeting. A Partner may appoint a lay representative or library supporter to serve as the library’s voting representative and / or as liaison to NTLP.

In addition, each Partner is entitled to services set forth in the Corporation’s Plan of Service. The Corporation shall make available to Partners the Corporation’s annual reports, audit reports, meeting notices and minutes of Corporation and Board meetings, and any other publications and services which the Board believes will further the purposes of the Corporation.

Section 3 — Termination of Membership: Any Partner which fails to maintain its membership requirements will cease to qualify for the benefits of membership. Upon requalification for membership and payment of any applicable fees, a library may again become a Partner of the Corporation.

ARTICLE V —CORPORATION MEETINGS

Section 1 — Annual Meetings: The Corporation will meet annually, the specific date, time and location of which will be designated by the Board Chair. The Chair will send notification of these meetings to each Partner at least 30 calendar days in advance of the meeting.

At the Annual Meeting the Partners may elect Board members and receive reports on the actions of the Board and the activities of the Corporation. In addition they may recommend action on other matters referred to them by the Board of Directors and may provide input regarding the direction of the Corporation for the coming year. The Partners also may consider amendments to the Bylaws in accordance with Article XV herein.

Section 2 — Special Meetings: Special meetings of the Corporation may be called by the Board Chair or by a majority of the Board. A petition signed by one-third of voting Partners may also call a special meeting. That petition shall be submitted to the Executive Director. The meeting must be held within thirty (30) calendar days after the qualifying petition is received by the Executive Director or his/her designee.

The Board Chair shall send written notice to each Partner at least ten (10) calendar days in advance of the meeting. Notice of the special meeting must state the purpose or purposes for which the meeting is called. Business to be transacted at any special meeting shall be limited to that which is included in the call.

Section 3 — Quorum: At any Corporation meeting, representation of fifty per cent (50%) of the Corporation's current Partners constitutes a quorum.

Section 4 — Voting: Whenever a Corporation meeting agenda includes a membership vote, each Partner represented at that meeting shall have one vote to be cast by that Partner's designated representative in accordance with the *NTP Operations Manual*. A Partner's designated representative must so indicate when he / she signs in just before the meeting. No member of the Corporation's Board of Directors may vote on behalf of a Partner, and no individual may represent more than one Partner at a given meeting. All issues put to a vote during a meeting shall be decided by a simple majority of the number of Partners represented at the time the quorum was determined. Provisions for membership voting by email are included in the *NTP Operations Manual*.

ARTICLE VI — BOARD OF DIRECTORS

Section 1 — Board Role, Size and Composition: The Board of Directors is the governing body of the Corporation. It is responsible for overall policy and direction of the Corporation and delegates responsibility for day-to-day operations to the Executive Director. The Board shall have up to eleven (11) members. An Advisory Board may be created at the discretion of the Partners and by the Partners in accordance with the *NTP Operations Manual*.

Section 2 — Terms: All Board members shall serve three-year terms. A Board member may be re-elected for one consecutive term and qualifies for re-election after sitting out one year.

Section 3 — Board Election Procedures: The Executive Director shall create a nominating committee made up of Partner representatives. That committee shall be responsible for nominating a slate of prospective Board members who would bring balance to the Board. In addition any Partner may nominate a candidate to the slate of nominees. Each Partner will qualify for one vote per available Board position per fiscal year. Nominations and elections shall be held in accordance with the *NTP Operations Manual*.

Section 4 — Board Elections: If Board elections take place during a meeting of the Corporation, Board members shall be elected or re-elected by a simple majority of the number of Partners represented at the time the quorum is determined during that meeting. Online elections of Board members will be held in accordance with the *NTP Operations Manual* and will require a simple majority of the number of current Partners.

Section 5 — Vacancies: When a vacancy on the Board exists before a term has ended, the Secretary must receive, from current Board members, nominations for new Board members at least fourteen (14) calendar days before a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon by the Board at its next meeting. The person elected at that time shall serve only until the next regularly scheduled election. At that time such vacancies shall be

filled by regular nomination and election procedures for any remaining period of the vacated term of office.

Section 6 — Compensation: Members of the Board of Directors shall serve without compensation but may be reimbursed actual and necessary expenses incurred in performing their official duties.

Section 7 — Powers and Duties: The Board of Directors shall have all the powers necessary to operate the Corporation, including but not limited to the power to:

- (a) Employ an Executive Director to serve at the Board's pleasure, who shall appoint all other employees;
- (b) Authorize a compensation plan for employees;
- (c) Receive money, property and services from a Partner's governing body, or any government, private individual, foundation, business or other sources of funds;
- (d) Expend the money and use the property and services to carry out the purposes of the Corporation;
- (e) Contribute financially each year as individual Board members;
- (f) Have the right to vote in all matters brought before the Board of Directors;
- (g) Sue and be sued in its own name;
- (h) Contract with entities in the name of the Corporation;
- (i) Rent, lease, lease with an option to purchase, or purchase property for the use of the Corporation;
- (j) Adopt and amend policies for the administration of the Corporation and to authorize expenditures;
- (k) Approve the Annual Plan of Service, including any amendments, and any Long Range Plans formulated with input from the Partners;
- (l) Appoint standing and special committees;
- (m) Hold special Corporation meetings as the need arises, notice having been given to Partners at least ten (10) calendar days in advance of the meeting;
- (n) Approve the budget and see that all expenditures are within that budget;
- (o) Hire a certified public accountant to provide accounting and financial advice to the staff and to the Board and to perform an independent annual audit;
- (p) Employ a general counsel to serve at the Board's pleasure;
- (q) Approve all grant applications;
- (r) Solicit funds from private and governmental sources;
- (s) Approve new Partners; and
- (t) Hold such other duties and powers as are usually vested in the Board of Directors of a non-profit corporation.

Section 8 — Board Meetings and Notice: The Board of Directors shall meet at least quarterly for the transaction of business at a regularly scheduled time and place determined by the Board. An official Board meeting requires that each Board member receive notice at least fourteen (14) calendar days in advance. Meeting agendas shall be developed in accordance with the *NTLP Operations Manual*.

Section 9 — Special Meetings: The Board may meet at other times upon its own motion or upon ten (10) calendar days' written notice by the Board Chair.

Section 10 — Quorum: At meetings of the Board, a simple majority of the current number of Board members constitutes a quorum.

Section 11 — Resignation, Disqualification and Absences: A position on the Board shall be declared vacant if a Director dies; resigns; misses an excessive number of meetings, misses three (3) consecutive Board meetings without prior notification; fails to meet the duties and obligations of the position; or is found guilty of moral turpitude or actions injurious to the well-being, effectiveness or reputation of the Corporation or its Board, staff or Partners as determined by a majority vote of the remaining Board members. A call for such vote may be initiated by any Board member and must be listed as an agenda item.

ARTICLE VII — OFFICERS OF THE BOARD

Section 1 — Election of Officers: At its first meeting in the new fiscal year, the Board shall see that four (4) officers exist and, if necessary, shall elect from its Board members individuals to fill those positions listed in Section 3 below. Each will serve in their elected capacities for two (2) years or until successors are elected. Members may be re-elected to office throughout their terms as Board members.

Section 2 — Vacancies: The Board of Directors shall fill a vacancy in any office by a vote at the next consecutive Board meeting following the occurrence of the vacancy.

Section 3 — Powers and Duties: The officers of the Corporation shall have the following powers and duties:

- (a) The Chair shall
 - (1) Preside at all Corporation meetings and at all meetings of the Board of Directors or arrange for other officers to preside in the following order: Vice-Chair, Secretary, Treasurer; and
 - (2) Convene regular and special meetings of the Corporation and of the Board of Directors for the transaction of business in accordance with the Articles of Incorporation and these Bylaws.
- (b) The Vice-Chair shall
 - (1) Perform all duties of the Chair in the absence, incapacity or refusal to act, of the Chair, and when so acting shall have all of the powers and be subject to all the restrictions of the office of the Chair and
 - (2) Serve as Chair of the Development Committee.
- (c) The Secretary shall
 - (1) Keep records of Board actions, including overseeing the taking of minutes at all Board meetings;
 - (2) See that meeting announcements, agendas and copies of unapproved minutes as well as approved minutes are distributed to each Board member in accordance with the *NLTP Operations Manual*;
 - (3) Determine the presence of a quorum at meetings of the Board and of the Corporation;
 - (4) See that elections are conducted in accordance with the *NLTP Operations Manual*;
 - (5) Assure that corporate records are maintained; and
 - (6) May request that a staff member be provided to assist in carrying out these duties.
- (d) The Treasurer shall
 - (1) Make a report at each Board meeting;
 - (2) Chair the Finance Committee;
 - (3) Help the Development Committee in developing fundraising plans;
 - (4) See that financial information is made available to Board members and to Partners;
 - (5) Arrange for the continued management of the Corporation's financial affairs with input from the Board of Directors;
 - (6) Be responsible for adequate control procedures in the receipt and disbursement of monies; and
 - (7) Arrange for financial statements and reports as required by the Board.

Section 4 — Bonding: The Treasurer and other officers of the Board of Directors who have custody of funds or of property belonging to the Corporation or who have authority to disburse Corporation funds shall be bonded in an amount and by a surety firm approved by the Board of Directors.

ARTICLE VIII — INDEMNIFICATION OF BOARD MEMBERS

SECTION 1 — Indemnification: Board members shall be indemnified as follows:

NLTP shall have the power, and hereby binds and obligates itself, to indemnify any current or former member of the Board of Directors for all expenses (including attorneys' fees) and court costs, judgments, liabilities, fines, and amounts paid in settlement in connection with or resulting from any claim, action, suit or

proceeding asserted or threatened against him / her, by any civil, criminal, administrative or investigative action, threatened, pending, or completed, in any court, administrative agency or otherwise by reason of being or having been, a Board member, except in relation to matters as to which he / she shall have been guilty of negligence or misconduct in respect of the matter in which indemnification is sought.

If the Corporation has not fully indemnified any current or former Board member, the courts in the proceeding in which any claim against any Board member has been asserted, or any court having the requisite jurisdiction of any action instituted by such Board member on his / her claim for indemnity, may assess indemnity against the Corporation for the amount paid by such Board member in satisfaction of any judgment or in compromise of any such claim (exclusive in either case of any amount paid to the Corporation), and any expenses and costs including attorneys' fees actually and necessarily incurred by him / her in connection therewith to the extent that the court shall deem reasonable and equitable, provided, nevertheless, that indemnity may be assessed under this Article of the Bylaws only if the court finds that the person indemnified was not guilty of negligence or misconduct in respect of the matter in which indemnity is sought.

Any indemnification in accordance with the foregoing (unless ordered by a court) shall be made by the Corporation upon a determination that indemnification of the Board member is proper in the circumstances because he / she shall not have been guilty of negligence or misconduct in respect of the matter in which indemnity is sought; and such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of the Board members who are not parties to such a claim, action, suit or proceeding, or (2) if such a quorum is not obtainable, or even if obtainable and a quorum of disinterested Board members so directs, by independent legal counsel in a written opinion.

The indemnification provided by this Article shall not be deemed exclusive by any rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of the Board, principle of law or otherwise and shall inure to the benefit of heirs, executors, administrators and devisees of such person.

ARTICLE IX — COMMITTEES

Section 1 — Special (ad hoc) Committees: A Special Committee is one that is appointed as needed to carry out a specific task and automatically ceases to exist at the completion of that task and presentation, to the Board, of its final report. The Board Chair, upon approval by the Board, may appoint such Special Committees for any purpose. Membership qualifications for each Special Committee will be determined by Board consensus and relate to the purpose of the committee.

Each Special Committee shall elect its own chair and shall file reports of committee findings and recommendations with the Executive Director for distribution to the Board. The Executive Director, or his / her designee, shall attend each Special Committee meeting as a representative of the Corporation.

Section 2 — Standing Committees: At the beginning of each fiscal year, the Board Chair upon approval by the Board, shall appoint the chair and members of each Standing Committee. All committee members shall serve for a period of one (1) year, but members may be reappointed in subsequent years if they so request.

Each Standing Committee shall elect its own Vice-Chair and Secretary from among its membership at its first meeting in each fiscal year and shall file reports of committee findings and recommendations with the Executive Director for distribution to the Board. A simple majority of committee members constitutes a quorum at Standing Committee meetings. The Executive Director, or his / her designee, shall attend each Standing Committee meeting as a representative of the Corporation.

A Standing Committee member who dies, resigns, misses three consecutive scheduled committee meetings without prior notice to the committee's Chair or Secretary, or fails to meet the duties and obligations of the committee membership, as determined by a majority vote of the committee, shall be replaced by someone appointed by the Board Chair.

Section 3 — Partner Advisory Committee: At the beginning of each fiscal year, the Board Chair appoints, upon approval by the Board, the chair and eleven (11) members of the Partner Advisory Committee. The committee meets at least quarterly and may meet at other times upon its own motion or at the call of its Chair or of the Board of Directors.

In cooperation with the Executive Director, the Partner Advisory Committee determines the needs of Partners in accordance with the *NTP Operations Manual*, and formulates and submits plans and recommendations to the Board. The Committee develops and recommends short-term and long-term plans for achievement of these needs.

The Committee Chair, or his / her designee, reports to the Board the status of the Committee's work and any recommendations the Committee may have. A representative of the Committee may also make reports to Partners at Corporation meetings. The Board may, from time to time, assign additional duties to the Partner Advisory Committee.

Section 4 — Development Committee: This committee is charged with and oversees the Corporation's fundraising and resource development. It shall prepare a fundraising and resource development plan for the Corporation which shall be submitted to the Board for approval. It shall be chaired by the Vice-Chair of the Board and include the Board Treasurer and another Board member. It meets as needed.

Section 5 — Finance Committee: The Finance Committee shall oversee all financial matters of the Corporation and be responsible for developing and reviewing the annual budget and fiscal procedures, including investments, with staff and other Board members. It shall be composed of two (2) or three (3) Board members and chaired by the Board Treasurer. It meets quarterly to give guidance to the Executive Director and the Board.

Any major change in the budget must be approved by either the Board or the Executive Committee. Annual reports, showing income, expenditures and pending income, are required to be submitted to the Board. The financial records of the Corporation shall be made available to any Partner upon request.

Section 6 — Executive Committee: The four Board officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors and is subject to the direction and control of the full Board. All decisions made by this Committee shall be ratified by the full Board at its next meeting.

ARTICLE X — NTP STAFF

Section 1 — Executive Director: The Executive Director shall have authority in all matters relative to the operation of the Corporation except as specifically reserved for the Board of Directors and consistent with the Articles of Incorporation, Bylaws and official policies of the Corporation. In the extended absence or disability of the Executive Director, his / her duties may be exercised by a person or persons designated by a majority vote of the Board of Directors.

The Executive Director is hired by the Board. The Executive Director has day-to-day responsibilities for the Corporation, including carrying out the Corporation's goals and policies. The Executive Director will attend all Board meetings, report on the progress of the Corporation, answer questions of the Board members and carry out the duties described in the job description. Although the Board can designate other duties as necessary and the following is not an exhaustive list of the Executive Director's duties, the Executive Director shall:

- (a) Prepare and recommend annually a Plan of Service for approval of the Board of Directors. The Executive Director shall involve the Partner representatives in planning, developing and evaluating services.
- (b) Be responsible for the proper and accurate disbursement of all funds in accordance with federal, state or other guidelines for managing funds and regularly inform Partners of financial and administrative matters and on the general status and progress of all Corporation activities. This information will be provided at Corporation and Board meetings and through online posts.
- (c) Report directly to the Board of Directors. At each Board meeting, the Executive Director will present fiscal and program progress reports of Corporation activities. Once each year he / she will also provide a written annual report.
- (d) Attend, or designate a representative to attend, each meeting of the Board, of the Corporation and of committees, serving as an ex-officio, non-voting member of each. The Executive Director or designee shall have the right to participate in the discussion and to make policy recommendations.

- (e) Be responsible for submitting to funding agencies grant applications which support the Corporation's mission and the Plan of Service.
- (f) Negotiate agreements and contracts with outside agencies and may establish operational and technical relationships for the Corporation. Final agreements with these agencies shall be subject to approval by the Board of Directors unless otherwise directed by the Board.
- (g) Have the authority and responsibility for selecting, hiring, suspending or dismissing staff to accomplish the purposes of the Corporation within the constraints of the Plan of Service and the budget. The Executive Director will recommend staff compensation for approval by the Board.

Section 2 — Staff: The Executive Director and employees who have custody of funds or of property belonging to the Corporation or who have authority to disburse Corporation funds shall be bonded in an amount and by a surety firm approved by the Board of Directors.

ARTICLE XI — PROHIBITIONS AND ETHICS

Section 1 — Interference with Administration: Policies affecting administration shall be enacted by the Board of Directors. Such direction to the Executive Director shall result only from action by a majority vote of the Board. Neither the Board nor any of its members shall in any manner dictate the hiring or removal of any Corporation staff member or contractor whom the Executive Director is empowered to hire. Except for purpose of inquiry, the Board and its members shall deal with the Corporation staff solely through the Executive Director. Neither the Board nor any of its members shall give orders to any subordinates of the Executive Director, either publicly or privately. Any Board member violating the provisions of this Section shall be subject to removal by a vote of the Board.

Section 2 — Personal Financial Interest: Any Corporation Board member or employee who has any financial interest, direct or indirect or by reason of ownership of stock in any corporation, in any contract with the Corporation or in the sale of any land, material, supplies or services to the Corporation or to a contractor supplying the Corporation shall make known that interest and shall refrain from voting upon or otherwise participating in his/her capacity, as a Board member or employee, in the making of such sale or in the making or performing of such contract. Any Corporation Board member or employee who willfully conceals such a financial interest shall forfeit his / her office or position. Violation of this Section with the express or implied knowledge of the person or corporation contracting with or making a sale to the Corporation shall render the contract or sale voidable by the Executive Director or the Board.

ARTICLE XII — RECORDS, BUDGET AND FINANCIAL ACCOUNTING

Section 1 — Records and Reports: The Executive Director shall be responsible for the preparation of all reports requested by the Board of Directors, by the granting agencies, by other appropriate agencies and by Board-created committees.

The Executive Director shall be responsible for maintaining all official records and reports of the Corporation. All such records and reports shall be open to inspection in accordance with the Public Information Act (Texas Government Code, Chapter 552).

An independent audit shall be conducted by a certified public accountant at the end of the fiscal year in accordance with granting agencies and the appropriate OMB circular. The Corporation shall be managed in accordance with "OMB Circular A-122: Cost Principles for Nonprofit Organizations" and "OMB Circular A-110: Uniform Administration Requirements for Grants and Agreements with Institutions of Higher Education, Hospitals and Other Nonprofit Organizations" or current equivalents.

ARTICLE XIII — FISCAL YEAR

Section 1 — Fiscal Year: The Corporation's fiscal year shall be October 1 through September 30 of each year.

ARTICLE XIV — DISSOLUTION

Section 1 — Dissolution of NTLF: In the event of the dissolution of the Corporation, its membership shall set a date for actual dissolution, which shall be no less than sixty (60) calendar days following the date of

the vote. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes that at the time qualify as an exempt organization or organizations under Sec. 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law), as the Board of Directors shall determine.

ARTICLE XV — AMENDMENT OF BYLAWS

Section 1 — Amendments: These Bylaws may be amended by a two-thirds (2/3) vote of the qualified membership.

Proposed amendments shall be received at the Corporation office at least sixty (60) calendar days before the next scheduled Corporation meeting in accordance with the *NTP Operations Manual*.

The Board Chair shall give notice of proposed amendments to these Bylaws to the membership at least thirty (30) calendar days in advance of the meeting at which the amendments will be considered in accordance with the *NTP Operations Manual*.

CERTIFICATION

This revision of the Bylaws was approved November 20, 2012 through online voting by the then-current FY2013 members. The results are stored as “FY2013voting” in NTP’s account at *surveymonkey.com*.

Board Secretary

Date

Revised: March 19, 1998
System Assembly Meeting in Mineral Wells

Revised: September 24, 1998
System Assembly Meeting in Wichita Falls

Revised: September 28, 2000
System Assembly Meeting at the Stockyards in Ft. Worth

Revised: September 27, 2001
System Assembly Meeting at the Multipurpose Event Center (MPEC) in Wichita Falls

Revised: May 23, 2002
System Assembly Meeting at the Botanic Garden Center in Fort Worth

Revised: September 26, 2002
System Assembly Meeting at the Multipurpose Event Center (MPEC) in Wichita Falls

Revised: January 26, 2006
System Assembly Meeting and Technology Showcase at the Saginaw Recreation Center

Revised: March 22, 2007
System Assembly Meeting and Technology Showcase at the Saginaw Recreation Center

Revised: January 22, 2009
System Assembly Meeting at the Colleyville Public Library

Revised: July 29, 2011
System Assembly Meeting at the Bedford Public Library