

**BYLAWS OF THE
CENTRAL TEXAS LIBRARY SYSTEM, INC.**
A Non-Profit Corporation
Revised September 24, 2010

ARTICLE I. NAME

The name of the corporation is the Central Texas Library System, Inc. It shall also be known as CTLS, Inc. In these Bylaws, it is called the "Corporation".

ARTICLE II. LEGAL AUTHORITY

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. In these Bylaws, this Code, and this law or laws, are called the "Code."

The Corporation shall also operate under the authority of the Texas Government Code, Title 4, Subtitle D, Chapter 441, Subchapter I. and the Texas Administrative Code, Title 13, Part I, Chapters 1 & 2 and any subsequent revisions and changes. The Corporation shall comply with applicable requirements of the Texas Open Meetings Act and the Texas Open Records Act.

This Corporation is not organized for the financial profit of its directors, officers, or members. It may not issue stock nor give dividends. None of the income shall be used to benefit any director, officer, or member. Any money left over after paying corporate obligations shall be used for the charitable, educational and benevolent purposes of the Corporation.

ARTICLE III. PURPOSES

Section 1 Purpose.

The purpose of the Corporation is to improve library services. It shall also promote and encourage educational, service, cultural, civic and philanthropic partnerships and endeavors that extend the effectiveness of the institutions and organizations that comprise the Corporation's membership.

Section 2 Objectives.

The objectives of the Central Texas Library Corporation are to:

- (a) Improve the collections of each member library in quality, quantity, and accessibility;
- (b) Raise the level of expertise among member librarians in providing quality library services;
- (c) Stimulate financial and civic support of all member libraries;
- (d) Encourage diverse membership so that library service can be improved;
- (e) Assist Corporation members in developing cooperative programs to serve the under-served residents of the region; and

- (f) Improve library services.

ARTICLE IV. MEMBERSHIP

Section 1 Categories of membership.

The Corporation may establish categories of membership.

Section 2 Texas Library System Membership in the Corporation

- (a) Texas Library System Membership (referred to as “System Member” in these Bylaws) in the Corporation is open to any library which is located in the geographical area defined by the Texas Library Systems Act and meets the membership requirements in the Texas Library Systems Act and Rules for Administering the Library Systems Act. Eligible libraries include those meeting the minimum standards for accreditation in the Texas Library System as specified in the Texas Administrative Code. This includes libraries operated by public school districts, institutions of higher education, units of local, state, or federal government, accredited non-public elementary or secondary schools, and special or research libraries.
- (b) Rights and Privileges
 - (i) Each System Member library is entitled to services for the category of institution it is as set forth in the Annual Plan of Service. The Corporation shall give member library directors, official representatives, and the Texas State Library, annual reports, audit reports, meeting notices and minutes of Corporation and Board meetings, and any other publications and services that the Board believes will further the purposes of the Corporation
 - (ii) Representatives or employees of System Member libraries may serve on standing or special committees appointed by the Board.
- (c) Termination of System Membership
 - (i) A member library may end its system membership in the Corporation by giving written notice at least 90 days prior to the end of any fiscal year to the Board and to the Texas State Library and Archives Commission.
 - (ii) Whenever a System Member library stops meeting minimum requirements for system membership, its membership will be revoked by the Texas State Library and Archives Commission as provided for in the Library Systems Act and as delineated under the adopted rules and regulations of the Texas State Library and Archives Commission.
 - (iii) Any library whose Texas Library System membership has ended may submit a new application for system membership to the Texas State Library and Archives Commission.
 - (iv) If a library’s system membership is terminated for any reason, each item of non-expendable personal property purchased for the library by the Corporation as determined by the CTLS Board, or as otherwise determined by the Texas State Library and Archives Commission, must be returned to the Corporation.

- (d) Representation
 - (i) The director of the System Member library shall appoint two representatives who shall serve without limit. At least one shall be a lay representative. The lay representative is an individual who is not employed by the System Member in a library position. The lay representative may be a board member or interested citizen qualified by knowledge, experience, and interest in the mission of the Corporation.
 - (ii) Each System Member must register its official representatives with the Executive Director and may also register one or more alternate representative(s). Alternates must meet the same qualifications as listed in (d) (i).
 - (iii) Each System Member shall have up to two votes, to be cast by its official representatives or alternates, in matters coming before any regular or special meeting of the Corporation.
 - (iv) If an official representative of a Member is elected to the Board of Directors, the director of the System Member shall appoint another representative to represent the interest of that Member.
- (e) Quorum
 - (i) At meetings of the Corporation membership, a simple majority of official System Member institutions constitutes a quorum.
 - (ii) At meetings of the Board, a simple majority of the Board members constitutes a quorum.
 - (iii) At meetings of the Long Range Planning Committee, a simple majority of the Committee members constitutes a quorum.
- (f) Compensation

Representatives and their alternates serve without compensation.
- (g) Limitation of Liability

No action of the Corporation may infringe upon the autonomy of a System Member or limit the authority of the governing authorities of the member libraries. No representative of a System Member shall be held liable for any debts or actions incurred by the Corporation or the Board.

Section 3 Associate Membership in the Corporation

- (a) Associate Membership is specifically for libraries not meeting the requirements of System Membership and for organizations and individuals that support the purpose of the Corporation.
 - (i) The Board may create terms and conditions for Associate Membership which are different from the terms and conditions for System Membership.
 - (ii) Associate Members will be required to pay an annual membership fee which will entitle them only to the services and privileges set out in a formal agreement between the Board and the Associate Member.

- (b) Rights and Privileges
Associate Members are not eligible for grant funded services or benefits provided to the System Members of the Texas Library System.
- (c) Representation
Each Associate Member may send a representative to meetings of the Corporation. The representative may participate in discussions and be appointed to committees, but will not have a vote on Corporation business.

ARTICLE V. BOARD OF DIRECTORS

Section 1 The Board of Directors is the governing body of the Corporation.

Section 2 Composition of Board of the Corporation

- (a) The Board of Directors shall have nine members.
- (b) Director positions 1, 2, and 3 are designated for lay representatives representing public libraries:
 - i. Position 1 serving a population up to 10,000
 - ii. Position 2 serving a population of 10,001 to 25,000
 - iii. Position 3 serving a population greater than 25,000
 These directors shall be lay members, i.e., individuals not employed by a System Member in a library position.
- (c) Positions 4, 5, and 6 are designated for representatives of any size public library. These director positions are not restricted to lay representatives.
- (d) Positions 7, 8, and 9 are “at-large” and may be held by individuals affiliated with any System Member of the Corporation. These director positions are not restricted to lay representatives.
- (e) At no time may there be two or more directors in Positions 1 through 6 from the same population service area as defined by the Texas State Library.

Section 3 Term of Office

- (a) The term for each director shall be three years.
- (b) A board member may be re-elected after serving the original term.
- (c) Following election, a director will take office at the first board meeting in January.
- (d) Following changes to the Bylaws that affect the composition of the board, the board is authorized to adjust position designation and term of office of an existing board member so as to balance board assignments in a manner that assures one (1) director in each of the three director categories (Positions 1-3, Population Representative; Positions 4-6, Public Library – At Large; and Positions 7-9, At Large – Any type of library) is elected each year.

Section 4 Nominations

- (a) The nominating committee shall consist of at least five library directors or representatives appointed by the Board after consultation with the System Members.
- (b) The nominating committee will identify at least one candidate familiar with the needs and interests of System Member libraries serving the designated position categories for those terms which expire at the end of the calendar year. The nominating committee should endeavor to find candidates sufficiently diverse that the Board can effectively represent the needs and interests of rural and urban libraries, small and large libraries, and types of libraries comprising the Corporation's membership.
- (c) Once directors are elected, they shall be charged with representing the Corporation at large rather than their local institutions or type of library.
- (d) The nominating committee shall submit to the Corporation office a list of candidates at least six weeks before the date of the fall membership meeting. The committee shall have obtained agreement from each proposed candidate to have their name placed on the ballot and to serve if elected. Five weeks prior to the membership meeting, the Corporation office will send the list of candidates to the membership and will call for additional candidates from the System Members. Additional candidates must request to be on the ballot at least three weeks prior to the membership meeting. Two weeks prior to the membership meeting, a comprehensive list of candidates for all positions will be sent to the membership.

Section 5 Elections

- (a) Elections to the Board of Directors shall take place annually. Elections will be held at or after the fall membership meeting on a date set by the Board.
- (b) Each representative for a System Member shall have one vote for each Board seat to be filled in the election.
- (c) Elections may be held either at a membership meeting where a quorum is present or by a mail or electronic ballot.
- (d) The Corporation office will provide a slate of candidates to the representatives at least two weeks before the membership meeting.
- (e) If the election is held by mail or electronically, the ballots must be received at the Corporation office by 5:00 p.m. on the final day designated for returning ballots.
- (f) Only votes cast on official ballots will be counted.
- (g) In the event of a tie vote between candidates with the highest number of votes, the result shall be determined by the toss of a coin or drawing of cards by the candidates or their appointed representatives.
- (h) If, at the fall membership meeting, there is only one candidate for a position, the Chair may call for a vote by acclamation of the eligible representatives present. Representatives will be given distinctive markers at registration which will serve as the official ballot for the purposes of conducting an election by acclamation.

Section 6 Vacancies

In the event that a vacancy occurs, the Board of Directors shall appoint a person to serve on the Board in the at-large or designated position 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 specific term of office. If the vacant position was also an officer of the Board, the replacement does not necessarily assume the officer position. The vacated board office will be filled as provided by Article VI, Section 7.

Section 7 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 8 Powers and Duties

The Board of Directors shall have all the powers necessary to operate the Corporation, including but not limited to the power:

- (a) To sue and be sued in its own name;
- (b) To contract;
- (c) To employ an Executive Director to serve at the Board's pleasure, who shall appoint all other employees;
- (d) To establish a compensation plan for employees;
- (e) To receive money, property, and services from the Texas State Library and Archives Commission, a governing body of a member library, another government, private individual, foundation, and other sources of funds. To expend the money and use the property and services to carry out the purposes of the Corporation;
- (f) To rent, lease, lease with an option to purchase, or purchase personal property;
- (g) To lease or purchase real property for the use of the Corporation;
- (h) To adopt and amend policies for the administration of the Corporation and to authorize expenditures;
- (i) To approve the Annual and Biennial Plans of Service, including any amendments and any Long Range Plans formulated with input from the representatives and member libraries;
- (j) To appoint standing and special committees;
- (k) To hold special Corporation meetings as the need arises, notice having been given to member librarians and representatives at least 10 days in advance of the meeting;
- (l) To employ a certified public accountant and a general counsel to serve at the Board's pleasure;
- (m) To approve all grant applications and to solicit funds from private and governmental sources;
- (n) To hold such other duties and powers as are usually vested in the Board of Directors of a non-profit organization.

Section 9 Meetings

- (a) The Board of Directors shall meet in person at least quarterly for the transaction of business at a regularly scheduled time and place determined annually by the Board. One of the quarterly meetings may be held in conjunction with the annual Corporation membership meeting. The Board may meet at other times upon its own motion or upon 3 days or 72 hours written notice by the Board Chair. Open or closed meetings of the Board of Directors may be held by telephone, videoconference, or internet broadcast, in accordance with Chapter 551, Subchapter F of the Texas Government Code and any subsequent revisions or changes.
- (b) Any library director, member library representative, or Corporation member may appear before the Board of Directors at any open meeting.
- (c) The agenda shall provide, as a standing item, an opportunity for speakers to address the Board of Directors.
- (d) It shall be the responsibility of each Board member to attend the regional meetings held in his or her region to hear the needs and concerns of the membership.

Section 10 Board Committees

The Board of Directors shall have the following Corporation committees, whose members shall serve for a term of one year, but may be re-appointed in subsequent years. The members of these Board Committees shall serve without compensation:

- (a) Executive Committee -- The four Officers of the Board serve as the members of the Executive Committee. The Executive Committee shall review the performance of the Executive Director. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors.
- (b) Finance Committee -- This committee shall oversee all financial matters of the Corporation. The Finance Committee shall be composed of two or three Board members. It shall be chaired by the Board Treasurer. It should meet as needed. Staff liaison shall be provided by the Executive Director or his or her representative.
- (c) Resource Development Committee -- This committee is charged with and oversees CTLS, Inc. resource development. It shall be composed of all Board members. Staff liaison shall be provided by the Executive Director or his or her representative. The Resource Development Committee shall prepare a resource development plan for CTLS, Inc.

Section 11 Disqualification and Removal

A position on the Board shall be declared vacant if a director dies, resigns, misses three Board meetings without prior notification, or fails to meet the duties and obligations of the position as determined by a majority vote of the Board.

ARTICLE VI. OFFICERS OF THE BOARD

Section 1 Election of Officers

The Board of Directors annually, at its first meeting following election of directors shall elect its own Chair, Vice-Chair, Secretary, and Treasurer from among its own membership to serve for one year 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 board office within 30 days by election.

Section 3 Powers and Duties

The officers of the Corporation shall have the following powers and duties:

- (a) The Chair shall preside at all Corporation and Board of Directors meetings. The Chair is responsible for calling regular and special meetings of the Corporation and the Board of Directors for the transaction of business in accordance with the Articles of Incorporation and these Bylaws. The Chair shall have the right to vote in all matters brought before the Board of Directors.
- (b) The Vice-Chair shall 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.
- (c) The Secretary shall record all votes and the minutes or proceedings of all Board and Corporation meetings, and be responsible for providing copies of minutes after approval by the Board. The secretary shall determine the presence of a quorum at both Board and Corporation meetings. The Secretary shall be responsible for the conduct of elections and shall designate tellers for the purpose of counting written ballots. A member of the staff may assist in the duties at the request of the Secretary.
- (d) The Treasurer shall arrange for the continued management of Corporation's financial affairs with input from the Board of Directors. Duties shall include responsibility for adequate control procedures in the receipt and disbursement of monies. The Treasurer shall arrange financial statements and reports as required by the Board. The Board of Directors shall hire a Certified Public Accountant to perform an independent annual audit and to present such an audit to the Board and Texas State Library and Archives Commission. The Treasurer and any financial officers shall be insured, at corporate expense, for the faithful discharge of these duties in such sum and sureties as the Board of Directors shall determine.

ARTICLE VII. INDEMNIFICATION OF OFFICERS AND DIRECTORS

Officers and directors shall be indemnified as follows:

The Central Texas Library System, Inc. (dba) CTLS, Inc. shall have the power, and hereby binds and obligates itself, to indemnify any director or officer, or former officer, of the Corporation for all expenses (including attorneys' fees) and court costs, judgments,

Adopted September 24, 2010

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, such director or officer, 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 director or officer, or former director or former officer, the courts in the proceeding in which any claim against any director or officer has been asserted, or any court having the requisite jurisdiction of any action instituted by such director or officer on his/her claim for indemnity, may assess indemnity against the Corporation for the amount paid by such director or officer 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 their 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 director or officer 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 directors 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 directors so directs, by independent legal counsel in a written opinion.

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

ARTICLE VIII. 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 absence or disability of the Executive Director, his or her duties may be exercised by a person or persons designated by a majority vote of the Board of Directors. Specific duties shall include but are not limited to the following:

- (a) The Executive Director shall prepare and recommend the plan of service for the Corporation for approval of the Board of Directors. The Executive Director shall involve the Corporation's members and representatives in planning, developing, and evaluating services.

- (b) The Executive Director shall be responsible for the proper and accurate disbursement of all funds in accordance with federal, state, Corporation or other guidelines for managing grant funds.
- (c) The Executive Director shall report directly to the Board of Directors. At each meeting of the Board, the Executive Director will present fiscal and program progress reports of Corporation activities, in addition to a written annual report.
- (d) The Executive Director shall call regional meetings at least once a year with at least one Board member in attendance, to hear the needs and concerns of the membership.
- (e) The Executive Director shall regularly inform all Corporation members, the System Member representatives, and the Texas State Library and Archives Commission of financial and administrative matters and on the general status and progress of all Corporation activities. This information will be provided at Corporation meetings and Board meetings and by newsletters or other appropriate means.
- (f) The Executive Director or his/her designee will attend all committee, Corporation, and Board meetings, and shall have the right to participate in the discussion and to make policy recommendations. The Executive Director will serve as an *ex-officio*, non-voting member of the Board of Directors.
- (g) The Executive Director shall be responsible for grant applications to funding agencies and organizations both public and private.
- (h) The Executive Director shall 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.
- (i) The Executive Director shall have the authority and responsibility for selecting, hiring, suspending, or dismissing staff to accomplish the purposes of the Corporation within the constraints of the budget. The Executive Director will recommend staff compensation, subject to Board approval.
- (j) The Executive Director will establish personnel and procurement policies and procedures conforming to federal and state laws and regulations for the approval of the Board of Directors.

ARTICLE IX. 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 members or employees 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, nor any Corporation member 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 the Board.

Section 2 Personal Financial Interest

Any Board member, officer, 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 or her capacity as Board member, officer, or employee, in the making of such sale or in the making or performing of such contract. Any Corporation Board member, officer, or employee who willfully conceals such a financial interest shall forfeit his or her office or position. Violation of this Section with the knowledge, express or implied, 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 X. ADVISORY COUNCILS

The board of Directors may create separate Advisory Councils to represent the interests of the Corporation's diverse membership. These Advisory Councils shall be composed of individual citizens, representatives, and staff members from the type of institution or membership category allowed under the Bylaws of the Corporation.

- (a) The Board may create one or more Advisory Councils upon a recommendation of the Long Range Planning Committee or upon a petition by five or more Corporate Members.
- (b) The Chair of the Board of Directors shall appoint the members of each Advisory Council.
- (c) The Board may create terms and conditions for each Advisory Council which may include specific duties or charges related to the purpose of the Council.
- (d) An Advisory Council may be required to hold meetings of the interest group it represents, prepare reports and studies for the Board, and participate in the planning process for the Corporation.

ARTICLE XI. CORPORATION MEETINGS

Section 1 Powers and Duties

- (a) The Corporation membership meetings shall receive and review reports of the actions of the Board of Directors; advise the Board of Directors on services, annual plans of service, and biennial budgets; and recommend action on other matters referred to them by the Board of Directors.
- (b) The Corporation membership meetings may consider amendments to the Bylaws in accordance with Article XVIII, herein.

Section 2 Regular Meetings

Meetings of the members for the transaction of business shall be held at least once each fiscal year, at a time and place determined by the Board. The Chair of the Board of Directors shall announce these meetings in writing to each member library and representative at least 30 days in advance of the meeting.

Section 3 Special Meetings

Special meetings may be called by the Chair of the Board of Directors, by a majority of the Board of Directors, by one-third of the representatives of the

Corporation's System Members, or by one-third of the System Member library directors. The petition to call a special meeting shall be submitted to the Executive Director. The meeting must be held within thirty days after submission of a petition. Notice of the special meeting must state the purpose or purposes for which the meeting is called. The Chair of the Board of Directors shall send written notice to each member library and representatives at least 10 days in advance of the meeting. Business to be transacted at any special meeting shall be limited to that which is included in the call.

ARTICLE XII. COMMITTEES

Section 1 Special (ad hoc) Committees

A special committee is one that is appointed as the need arises to carry out a specific task at the completion of which, and after presentation of its final report, automatically ceases to exist. The Chair, subject to Board approval, may appoint such special committees for any purpose that may arise. Special committees may be composed of System Members, Associate Members, library directors and staff, and any other citizen with relevant expertise. The Board Chair shall appoint the Committee Chair and this individual and shall file reports of committee findings and recommendations to the Executive Director for distribution to the Board. The Executive Director, or his or her representative, shall attend each meeting of special committees to represent the Corporation.

Section 2 Standing Committees

At the beginning of each State fiscal year the Board Chair shall appoint, with the approval of the Board, the members of each Standing Committee. The Executive Director, or his or her representative, shall be an *ex officio* member of each Standing Committee. The Board Chair shall appoint the Committee Chair and the committee may then elect its own officers at its first meeting each year.

(a) Long Range Planning Committee

- (i) The Long Range Planning Committee (LRPC) shall have nine voting members, one of whom will be a Board member. Members will be appointed who represent the diversity of the membership of the Corporation. All members will be expected to effectively represent the needs and interests of rural and urban libraries, small and large libraries, different regions and types of institutions in CTLS. The committee members may be librarians, Board members, representatives, Associate Members, or other library supporters. In addition to the nine appointed members, the Board Chair, or his or her representative, shall serve as an *ex officio* member of the LRPC.
- (ii) Members of the committee may serve no more than two consecutive terms. The terms shall be for two years, and coincide with the state's biennium.
- (iii) It shall be the main responsibility of the LRPC to determine the needs of members in cooperation with the Executive Director and to formulate and submit short-term and long-term plans and recommendations to the Board.

- (iv) The LRPC may prepare its own meeting agendas, analyze its own data, draft its own reports, and facilitate communication among its members and members of the Corporation. The Board may, from time to time, give other duties to the LRPC.
 - (v) The LRPC may meet upon its own motion or at the call of the LRPC Chair.
 - (vi) The LRPC Chair may appoint one or more subcommittees to perform specific assigned tasks. Members of the subcommittees need not be drawn from the LRPC membership.
 - (vii) The LRPC Chair, or his or her representative, shall report to the Board the status of the Committee's work and any recommendations the LRPC may have. A representative of the LRPC may also make reports to Corporation members at Regional Meetings and Corporation membership meetings.
 - (viii) A Committee member who dies, resigns, misses three consecutive scheduled Committee meetings without prior notice to the LRPC Chair or Secretary, or fails to meet the duties and obligations of the LRPC membership, as determined by a majority vote of the LRPC, shall be replaced by the Board of Directors.
- (b) Other Standing Committees
- (i) The Board may establish other standing committees. In appointing members to the committee, the Board Chair shall attempt to insure representation of the interested members. The Board Chair shall appoint the Committee Chair and the committee may then elect its own officers at the first meeting each year.
 - (ii) The Board of Directors will establish operational rules for the standing committee when it is established.

Section 3 Compensation

All committee and subcommittee members of both the special and standing committees shall serve without compensation.

ARTICLE XIII. RECORDS, BUDGET, AND FINANCIAL ACCOUNTING

Section 1 Records and Reports

- (a) The Executive Director shall be responsible for the preparation of all reports requested by the Board of Directors, the granting agencies, other appropriate agencies and Corporation committees.
- (b) The Executive Director shall be responsible for maintaining all official records and reports of CTLIS, Inc. in the Corporation office. All such records and reports shall be open to inspection in accordance with the Texas Government Code, Chapter 552 and any subsequent revisions and changes.
- (c) An audit shall be conducted by a certified public accountant at the end of the fiscal year in accordance with Texas State Library and Archives Commission guidelines, other granting agencies, and OMB Circular A-133.

- (d) The Corporation shall be managed in accordance with “Cost Principles for Non-profit Organizations,” OMB Circular A-122 and “Uniform Administration Requirements for Grants and Agreements with Institutions of Higher Education, Hospitals, and Other Non-profit Organizations,” OMB Circular A-110.

ARTICLE XIV. FIDELITY BONDING

Those officers of the Board of Directors, 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 insured in an amount and by a surety firm approved by the Board of Directors.

ARTICLE XV. FISCAL YEAR

The fiscal year of the Corporation will be concurrent with that of the State of Texas.

ARTICLE XVI. 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 all CTLS meetings.

ARTICLE XVII. DISSOLUTION

In the event of the dissolution of the Corporation by vote of the System Members, a date for actual dissolution shall be set. This date shall be no less than sixty days following the date of the vote. Upon dissolution of the Corporation, ownership of property or assets purchased with state funds shall revert to the Texas State Library. All non-state funds and property will be divided up equally among the System Members.

ARTICLE XVIII. AMENDMENT OF BYLAWS

These Bylaws may be amended at a Corporation membership meeting at which there is a quorum present or by a mail-in vote in which a quorum of the membership returns ballots. [Refer to Article IV, Section 2 (e) (i)]. Amendments to the Bylaws must be passed by a two-thirds vote of the representatives present and voting or by a 2/3 vote of mail-in ballots returned to the Corporation office.

Proposed amendments shall be received by the CTLS Corporation office 60 days prior to the next scheduled Corporation membership meeting.

The Chair of the Board of Directors shall give notice of proposed amendments to these Bylaws to the membership at least 30 days in advance of the meeting where the amendments will be considered. Date-stamped, FAX, e-mail, or U.S. Postal Service postmark shall constitute proof of timely receipt.