

AMENDED AND RESTATED BYLAWS OF AMIGOS LIBRARY SERVICES

Amended and Restated: May 5, 2010

ARTICLE I NAME AND PURPOSES

- Sec. I.1 *Name* - The name of this corporation is Amigos Library Services (herein called "Amigos").
- Sec. I.2 *Offices* - Amigos may have, in addition to its registered office, offices at such places, both within and without the State of Texas, as the Board of Directors may from time to time determine or as the activities of the corporation may require.
- Sec. I.3 *Purposes* - Amigos 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 1986, as amended, or the corresponding provision or provisions of any subsequent United States Internal Revenue law or laws (herein collectively called the "Internal Revenue Code").
- Sec. I.4 *Specific Purposes* - Within the scope of, and in the furtherance of the purposes stated in Sec. I.3, Amigos shall also have the following purposes:
- a. To provide, via networking, the services of information-oriented organizations to libraries primarily in the southwestern United States.
 - b. To promote and provide programs for cooperative implementation of cost-effective procedures.
 - c. To promote cooperative activity among all member institutions of Amigos.
 - d. To assist in the development of the full potential of libraries or groups of libraries in the network through planning, research, and development.
 - e. To promote cooperation between the Amigos network and other library networks or information-oriented organizations.
 - f. To increase and further the ease of access to, and use of, scientific, educational, and literary information by the general public through libraries.

ARTICLE II REGION SERVED

Amigos is established and operated to serve the needs of libraries and related educational institutions primarily in the southwestern United States, here defined as Arizona, Arkansas, New Mexico, Oklahoma and Texas. Libraries in other states and countries may be admitted to membership upon the recommendation of the President and Chief Executive Officer with the approval and consent of the Board of Directors.

ARTICLE III MEMBERSHIP

- Sec. III.1 The membership of Amigos shall be composed primarily of nonprofit library agencies.
- Sec. III.2 *Member* - A library, library organization, or agency which meets the membership criteria established by the Board of Directors and which has a current membership contract with Amigos and meets all contractual requirements for participation in the Amigos network, including payment of all applicable fees and dues, shall be a voting Member in good standing of Amigos. A Member may elect to participate in one or more service categories, as established by the Board of Directors. A Member shall meet all requirements for participation in a service category in order to be eligible to vote on actions affecting that category.
- Sec. III.3 *Member Representation* - Each Member shall register its official representative with the executive office of Amigos, in writing or via electronic transmission. A Member may change its official representative from time to time, only by notification to the Amigos executive office in writing or via electronic transmission. A Member may be represented at any meeting of members by a substitute representative from its institution, so long as the Member notifies the executive office of Amigos of the substitution in advance of the meeting, in writing or via electronic transmission.
- Sec. III.4 *Voting* - Each Member in the person of the official representative registered by the Member shall have one (1) vote at any meeting, regular or special, of the Members. A Member in good standing may vote in elections of the Board of Directors and on organizational matters requiring approval of the membership.
- A majority of Members present electronically or in person and voting at any meeting at which a quorum is present shall decide any questions brought before Amigos, except as otherwise provided in the Restated Certificate of Formation, these Bylaws or an applicable statute. Members may vote either electronically or in person at a meeting of Members or via directed proxy issued in such form as shall be prescribed by the Board of Directors. No other form of voting by Members (including but not limited to undirected proxy) shall be permitted.
- Sec. III.5 *Quorum* - Those Members present electronically, in person, or via directed proxy at any meeting of Members shall constitute a quorum.
- Sec. III.6 *New Members* - Subject to Article II, any library, library organization or library agency may apply to become a Member of Amigos by submitting an application to the attention of the President and Chief Executive Officer. The Board of Directors shall establish membership criteria and appropriate application procedures to be followed in applying for membership.
- An applicant shall become a Member of Amigos upon the execution of a membership contract and upon payment in full of all applicable membership fees and dues.
- Sec. III.7 *Rights and Interests* - Members shall be entitled to receive annual reports and other communications, publications, and services as may be deemed appropriate by the Board of Directors. Members shall be given notice of and may attend and vote at all meetings of Members. Official representatives of the Members may participate on any standing or temporary committee of Members appointed by the Board or the Chair of the Board.
- Sec. III.8 *Limitation of Liability* - No action of Amigos may infringe upon the autonomy of Member institutions or limit the authority of governing boards of member institutions, nor shall any representative of a Member institution be held liable for any debts or actions incurred by Amigos.
- Sec. III.9 *Dues and Fees* - The Board of Directors may from time to time levy dues, fees and/or assessments upon the Members.
- a. These charges support the operations of the network and a development fund to investigate, create, and implement new products and services of Amigos.

- b. All Amigos administrative and development costs shall be recovered through a combination of membership dues, fees, assessments and charges for products and services, in such amounts to be determined not less often than annually by the Board of Directors.
- c. The annual membership fee shall be set by a vote of the Members.
- d. The method of collection and penalties for late or nonpayment of Member dues, fees and assessments shall be determined by the Board of Directors.

Sec. III.10 *Resignation and Termination* - Any Member may resign by filing a written resignation with the President and Chief Executive Officer at least ninety (90) days prior to the effective date of such resignation. The membership status of any Member may be terminated at any time by the Board of Directors if the Board determines that such termination is in the best interest of the membership. Any such resignation or termination shall not relieve the institution of the obligation to pay fees, assessments, or other charges, if any, theretofore accrued and unpaid.

ARTICLE IV SERVICES TO NONMEMBERS

The services of Amigos shall be open and available, upon such terms and conditions as the Board of Directors shall determine, to librarians, library organizations, and other organizations who are not Members of Amigos. The Board may otherwise provide for participation and counsel from nonmembers in Amigos functions and activities.

ARTICLE V MEMBERSHIP MEETINGS

Sec. V.1 *Regular Meetings* - A meeting of the Members for the transaction of business shall be held electronically or in person at least annually each fiscal year at a time and place determined by the Board of Directors. This meeting shall be announced by written notice sent via United States mail or electronic message to each member by or at the direction of the Chair not more than sixty (60) nor less than thirty (30) days in advance of the meeting.

Sec. V.2 *Special Meetings* - Special membership meetings may be called by the Chair, the Board of Directors, or at least one-tenth (1/10) of the Members.

Notice of any special membership meeting must state the purpose or purposes for which the meeting is called. Written notice shall be sent via United States mail or electronic message to each Member by or at the direction of the Chair not more than fifty (50) nor less than fourteen (14) days in advance of the meeting. Business to be transacted at any special meeting will be limited to that which is specified in the notice.

ARTICLE VI BOARD OF DIRECTORS

Sec. VI.1 *Number and Qualification* - There shall be a Board of Directors composed of twelve (12) Directors. Nine (9) of these twelve (12) Directors shall be elected from among the official representatives of the voting Members. Three (3) of the twelve (12) Directors (the "Independent Directors") shall be elected from among persons who are or have been active in civic, private, or institutional management including, but not limited to, academic officials, state or local governmental officials, private corporation executives and community leaders, and are not affiliated with any Member institution in any way. At least one (1) of these three (3) Directors shall have demonstrated experience and competence in fiscal affairs. The President and Chief Executive Officer shall serve as an *ex officio*, nonvoting member of the Board of Directors.

- Sec. VI.2 *Authority and Control* - Except as otherwise provided by the Restated Certificate of Formation, these Bylaws or any applicable statute, the Board of Directors shall have corporate authority and control over all affairs of Amigos, and shall prescribe and enforce all needful rules and regulations for the conduct of the business and affairs of Amigos and the management of its property and other assets.
- Sec. VI.3 *Terms* - Directors shall be elected for terms of three (3) years and until their successors are chosen and qualified, or until their earlier respective deaths, resignations, retirements, disqualifications or removals from office. To the extent possible, terms of Directors shall be staggered, so that three (3) of the Directors elected from among the official representatives of the Members and one (1) of the other three (3) Directors are elected each year. The maximum number of consecutive full three-year terms which a Director may serve is two (2). Any Director who has served two (2) consecutive full three-year terms shall be ineligible for election as a Director for a period of one (1) year beginning with the conclusion of the second consecutive three-year term, but is thereafter eligible for re-election as a Director.
- Sec. VI.4 *Nomination* - The Chair shall appoint a Nominating Committee of at least three (3) official representatives of Members. The Nominating Committee shall submit by United States regular mail or e-mail to the Members, at least thirty (30) days prior to the annual membership meeting, a slate of at least one (1) nominee for each vacancy on the Board of Directors. The Nominating Committee shall make every effort to afford representation by geographical area, library type, Member type, and management or fiscal expertise. Additional nominations may be made during the meeting by any official representative of a Member.
- Sec. VI.5 *Election* - Elections shall be conducted at or in connection with the annual membership meeting by written or electronic ballot, in accordance with Section 22.106(d) of the Texas Business Organizations Code. A plurality of the votes cast shall elect. Persons elected to the Board of Directors shall assume office at the first meeting of the Board of Directors following the election.
- Sec. VI.6 *Vacancies* - Any vacancy on the Board of Directors that occurs during a fiscal year may be filled by appointment by action of the Board of Directors. The appointee shall serve until the next annual membership meeting and the appointee's successor is chosen and qualified, or until the appointee's earlier death, resignation, retirement, disqualification or removal from office. Such vacancies shall be filled by regular nomination and election procedures for any remaining period of the specific term of office.
- Sec. VI.7 *Removal* - Any Director who does not perform the functions of office by virtue of three (3) consecutive absences from meetings of the Board of Directors, or by inattention to the business of Amigos (as determined in the discretion of the Board of Directors) may be removed from office by a majority vote of the entire Board of Directors. If a Director who was nominated and elected as an official representative of a Member institution (Sec. VI.1) ceases to represent that or any other Member institution, the Director shall immediately be removed from office. If any Independent Director becomes affiliated with a Member institution, the Independent Director shall immediately be removed from office. Any Director may be removed by a majority vote of the Members with or without cause. Any vacancies opened by such removals shall be filled in the manner prescribed in Sec. VI.6.
- Sec. VI.8 *Director Expenses* - Members of the Board of Directors shall serve without compensation, but may be reimbursed from Amigos funds for reasonable and necessary travel and subsistence costs in connection with Amigos business.
- Sec. VI.9 *Quorum and Voting* - For any meeting of the Board, or any vote of the Board without a meeting, a majority of the Directors then serving shall constitute a quorum. The action of a majority of those present for a meeting, or participating in a vote without a meeting, for which a quorum has been established shall constitute the action of the Board, unless a higher percentage for action has been established elsewhere in these Bylaws. These same procedures shall apply for any standing or ad hoc committee of the Board of Directors.

- Sec VI.10 *Committees* - The Board of Directors may establish and appoint standing and ad hoc committees as may be necessary. The following are designated as standing committees of the Board of Directors.
- a. Executive Committee - as specified in VII.3.
 - b. Nominating Committee - as specified in VI.4.
 - c. Budget and Finance Committee - as specified in VII.5.d.
- Sec. VI.11 *Agreements and Contracts* - The Board of Directors shall authorize the President and Chief Executive Officer to negotiate agreements and contracts with various groups and outside agencies as may be necessary for the conduct of business, subject to guidelines promulgated by the Board.
- Sec. VI.12 *Programs, Policies and Budgets* - The Board of Directors shall approve program objectives, policies and annual budgets for the accomplishment of the purposes of Amigos.

ARTICLE VII OFFICERS AND STANDING COMMITTEES

- Sec. VII.1 *Elected Officers* - The Board of Directors annually at its first convened meeting following the annual membership meeting shall select a Chair, Vice-Chair, Secretary and Treasurer from among its twelve (12) voting Directors, each to serve in these capacities until the first convened meeting of the Board of Directors following the next annual membership meeting and until their successors are chosen and qualified, or until their earlier respective deaths, resignations, retirements, disqualifications or removals from office. Elected officers may be re-elected throughout their terms as Directors.
- Sec. VII.2 *President and Chief Executive Officer* - In addition to the elected officers, Amigos shall have a President and Chief Executive Officer who shall serve at the pleasure of the Board of Directors without the necessity of periodic re-appointment and shall have the duties described in Section VIII.1.
- Sec. VII.3 *Executive Committee* - The elected officers described in Sec. VII.1 shall constitute the Executive Committee of the Board of Directors. The President and Chief Executive Officer shall serve as an *ex officio*, nonvoting member of the Executive Committee. The Executive Committee may exercise, during intervals between meetings of the Board of Directors, all powers of the Board, except that the Executive Committee shall not have authority to (a) amend, alter or repeal the Certificate of Formation or Bylaws, (b) elect, appoint or remove any Director or officer (except that the Executive Committee may make interim appointments to fill an officer vacancy), (c) adopt a plan of merger or consolidation with any other corporation, (d) authorize the sale, lease, exchange or mortgage or other disposition of all or a substantial part of the property and assets of Amigos (except that the Executive Committee may authorize the prompt sale of stocks, bonds, or other securities received from donors), (e) authorize the voluntary dissolution of Amigos or revoke proceedings therefor, (f) adopt a plan for the distribution of Amigos' assets, or (g) amend, alter or repeal any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by the Executive Committee.
- Sec. VII.4 *Removal* - The President and Chief Executive Officer and any officer elected or appointed by the Board of Directors may be removed by the Board whenever in its judgment the best interests of Amigos would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.
- Sec. VII.5 *Duties* - The elected officers of Amigos shall have the following duties:
- a. Chair: The Chair shall preside at all Amigos membership meetings and Board of Directors meetings. The Chair shall have general and active management of the Board of Directors and the affairs of Amigos and shall see that all orders and resolutions of the

Board of Directors and of the membership are carried into effect. The Chair is responsible for calling regular and special meetings of Amigos Members and the Board of Directors for the transaction of business in accordance with the Restated Certificate of Formation and these Bylaws. The Chair may appoint ad hoc committees from time to time for the purpose of recommending action to the Board of Directors and of implementing any policies, plans and programs of the Board previously approved. The Chair shall be responsible for the conduct of elections and shall designate tellers for the purpose of counting ballots.

- b. Vice-Chair: The Vice-Chair shall perform all duties of the Chair, in the absence or incapacity, or refusal to act, of the Chair, and when so acting shall have all of the powers and be subject to all of the restrictions of the office of the Chair.
- c. Secretary: The Secretary shall record all votes and the minutes of the proceedings of all Board and Amigos Member meetings, and be responsible for providing copies of minutes after approval by the Board or the Members. The Secretary shall determine the presence of a quorum at both Board and Member meetings.
- d. Treasurer: The Treasurer shall arrange for the continued management of Amigos' financial affairs with the advice of the Board of Directors. This shall include responsibility for adequate control procedures in the receipt and disbursement of monies. The Treasurer shall chair the Budget and Finance Committee. This committee shall consist of the Treasurer and at least two (2) other trustees appointed by the Chair as recommended by the Treasurer, and is responsible to the Board for financial resource management in the following areas:
 - (1) Assisting the Director of Business and Accounting Services in oversight of the day-to-day investments of Amigos and developing and reviewing short and long term investment guidelines and opportunities.
 - (2) Advising the Treasurer in the review of the proposed annual budget.
 - (3) Attending and representing the Board at the annual budget review.

The Treasurer shall arrange financial statements and reports as required by the Board. The Treasurer shall obtain an independent audit of Amigos books of account by a certified public accountant and present such audit to the Board of Directors. Unless otherwise determined by the Board of Directors, the Treasurer and any other employee deemed advisable by the Board of Directors shall give bond, at corporate expense, for the faithful discharge of these duties in such sum and with surety or sureties as the Board of Directors shall determine. Any or all of the duties of the Treasurer may be delegated to one or more appointive officers or employees of the Corporation upon the approval of such delegation by the Board of Directors of the Corporation.

Sec. VII.5 *Assistant Officers* - An Assistant Secretary and such other assistant officers may be selected and appointed by the Board of Directors to handle the details of these responsibilities and procedures. Such assistant may be salaried employees of Amigos or other companies or organizations at the discretion of the Board.

ARTICLE VIII ADMINISTRATION

Sec. VIII. 1 *President and Chief Executive Officer* - The President and Chief Executive Officer shall have authority in all matters relative to the operation of Amigos except where specifically reserved to the Board of Directors and consistent with the Restated Certificate of Formation, Bylaws and official policies of Amigos. In the absence or disability of the President and Chief Executive Officer, the duties of the President and Chief Executive Officer position and the powers of such position may be exercised by a person or persons designated by a majority

vote of the entire Board of Directors. Specific duties shall include, but are not limited to, the following:

- a. The President and Chief Executive Officer shall prepare and recommend all annual budgets to the Board of Directors.
- b. The President and Chief Executive Officer shall be responsible to the Board of Directors for all program determination and development.
- c. The President and Chief Executive Officer shall report directly to the Board of Directors, and at meetings of the Board shall present fiscal and progress reports of Amigos activities in addition to a written annual report.
- d. The President and Chief Executive Officer shall regularly inform the Members of Amigos concerning financial matters and administrative responsibilities and on the general status and progress of the activities of Amigos. The President and Chief Executive Officer shall carry out this duty at membership meetings, by circulation of the minutes of the Board of Directors meetings, by newsletters or any other appropriate means.
- e. The President and Chief Executive Officer shall be responsible for making grant applications to funding agencies and for generating support in various forms from the private sector.
- f. The President and Chief Executive Officer shall recommend the assessment of membership dues and fees to the Board of Directors for approval.
- g. The President and Chief Executive Officer may negotiate agreements and contracts with various groups and outside agencies, and may establish operational and technical relationships for the network. All contracts and agreements must conform with the official Administrative Policies established by the Board of Directors.

Sec. VIII.2 *Staff* - Amigos shall maintain a staff of employees sufficient in number and skill level to accomplish the purposes of Amigos. The President and Chief Executive Officer shall have the authority and responsibility for selecting, hiring, evaluating, suspending or dismissing such staff. Such staff shall perform all duties as assigned to them by the President and Chief Executive Officer or the President and Chief Executive Officer's designee(s). The President and Chief Executive Officer shall recommend staff compensation subject to Board approval.

ARTICLE IX FISCAL YEAR

Unless otherwise determined by the Board of Directors, the fiscal year of Amigos shall be from July 1 of one calendar year to June 30 of the following calendar year.

ARTICLE X REPRESENTATION

Representation of Amigos in another organization or entity with similar or related purposes in which it is entitled to participate shall be consistent with the bylaws of that organization. When such participation is to be by elected representatives of the Amigos membership, the nomination and election of such representatives will be at the direction of the Chair. Election by mail ballot or electronic means may be used for these elections if the election must take place at a time other than a scheduled meeting of the membership.

**ARTICLE XI
CONFLICTS OF INTEREST**

- Sec. XI.1 *General Procedures* – No contract or agreement may be entered into by and between Amigos and any of the following: (a) a Director, officer, committee member, or employee of Amigos (hereinafter an "Insider"); or (b) any corporation, partnership, trust, sole proprietorship or any other entity (hereinafter an "Entity") in which an interest is owned or held, directly or indirectly, by or for the benefit of an Insider, unless (i) the transaction is approved in accordance with Section 22.230 of the Texas Business Organizations Code; and (ii) if one or more of the parties to the contract or transaction is a "disqualified person" with respect to Amigos within the meaning of Section 4958 of the Internal Revenue Code, either (x) such transaction is reviewed and approved in accordance with the "rebuttable presumption safe harbor" provisions set forth in the regulations promulgated under Section 4958 of the Internal Revenue Code; or (y) the Board of Directors or any committee thereof determines that such procedures are not necessary for the transaction involved and records its specific findings for making such determination; provided, however, that the following contracts and agreements shall not be subject to the foregoing prohibition: a gratuitous transfer of assets or promise to transfer assets to Amigos of any kind, including but not limited to, an interest-free loan, a wholly gratuitous lease, a pledge, a guarantee, an assumption of liability, a bailment, or a consignment. All Insiders shall, as a condition of qualifying and continuing to qualify as a Director, officer, committee member and/or employee of Amigos, abide by such conflict of interest policies as the Board of Directors may adopt from time to time.
- Sec. XI.2 *Loans to Officers and Directors Prohibited* – No loans shall be made by Amigos to its officers or Directors. Any Directors voting for or assenting to the making of any loan to a Director or officer, and any officer participating in the making thereof, shall be jointly and severally liable to Amigos for the amount of such loan until repayment thereof.

**ARTICLE XII
AMENDMENTS**

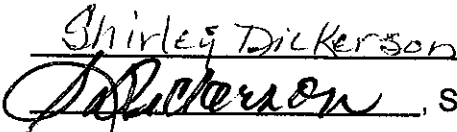
These Bylaws may be altered, amended, revised or repealed by the Members at any meeting of the membership by at least a two-thirds (2/3) vote of the voting Members present electronically or in person and voting.

Notice of proposed amendments, revisions, repeals or other alterations to these Bylaws shall be given to the membership by the Chair not more than sixty (60) nor less than thirty (30) days in advance by the notice of the meeting at which the alteration will be considered.

Proposed amendments must be submitted to the Chair sufficiently in advance as to permit the mailing or e-mailing of notice within the required time frame.

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The undersigned, being the duly qualified and acting Secretary of Amigos, hereby certifies that the foregoing Amended and Restated Bylaws of Amigos were duly adopted by the Members of Amigos at a meeting at which a quorum was present and voting throughout held on May 5, 2010.



Secretary