

Friends of the Orange County Public Library  
Hillsborough, NC  
Minutes of Executive Board Meeting - Election of Officers  
January 9, 2012

Approved at Board Meeting  
February 13, 2012

Present: Janet Flowers, Lucinda Munger, Erin Shepherd, Andrea Tullos, Robin Bedingfield-Brown, Chris Holaday, Kate Tozzolina, Penny Van De Water, and Lori Graham

Co-Chair, Janet Flowers, called the meeting to order at 6:05 p.m.

**Introductions:**

Janet asked everyone around the room to introduce themselves.

**Leadership of Board:**

After reviewing the Friends' By-Laws, Robin brought up her confusion over whether the By-Laws allow for the co-chair model, or whether a President/VP/Treasurer/Secretary model was preferred. Her concern was that this was a potential vulnerability if the Board is set up differently from what the By-Laws state. Janet provided a historical perspective from November of 2009, when she and Ann Burton were each approached to serve as President. Since neither wished to do so, the co-chair option was pursued. At the initiative of the Board at that time, the membership voted, in December 2009 to amend the By-Laws, specifically adding Article V, Section 1 to use as the mechanism for co-chairs to serve as officers. Ann and Janet began serving on the Board as co-chairs in January 2010.

Discussion continued as to the bigger picture leadership model and what it is we actually want.

Erin provided additional information from her research into parliamentary procedures. Article XI of the FOCPL By-Laws references *Robert's Rules*, which prefers the President/Vice President for the roles, and states that co-chairs should be avoided because of its ambiguity. She also researched [www.parli.com](http://www.parli.com), and in their question & answer section, it states that the office of the president may be held by two (2) co-presidents, although it was suggested that either the By-Laws could be amended or the specific roles and responsibilities could be specified for each of the two (2) co-presidents. The FOCPL By-laws prevail over Robert's Rules, so the organization is able to use the co-chairs / co-presidents model and/or amend to provide more clarity.

Erin and Janet shared their particular preferences with the group. Erin indicated that she prefers the co-chairs / co-presidents model, since sharing the leadership responsibilities was why she agreed to serve; otherwise, she may not have. Janet also agreed that the workload divided between two people is better, and it also allows the

opportunity to play to each other's strengths. She did indicate that, if the Board only chooses to pursue one President, she would want Erin to serve in that role rather than her.

**Discussion:**

Lucinda indicated that, based on her history with the Friends group, the model actually depends on who is serving on the Board, their personalities, etc. all need to be taken into account. The flexibility is in the By-Laws for future Boards to choose their particular model. Andrea also relayed that she served as a co-chair in the past when she was on the Board.

Janet stated that the last (2011) By-Laws Committee actually did discuss this issue and decided to leave the By-Laws as is.

Chris suggested that the President/Vice President designations could be delegated, but one person has to be the #1. During the process of coming onto the Board, Robin stated that she was unsure whether the co-chairs were speaking with one voice. She suggested that since the By-Laws Committee meets in the fall, a special committee of the membership be brought together to discuss/decide the issue.

**Motion:**

Robin then moved that the co-chairs be retained for 2012, and a By-Laws Committee be formed in the fall of this year to look at amending the By-Laws, specifically Article V, referencing the officers and their duties. Chris seconded the motion. No additional discussion. All approved. The motion passed.

**Election of Officers for 2012:**

Erin Shepherd, Co-Chair	(Robin moved; Penny seconded)
Janet Flowers, Co-Chair	(Penny moved; Chris seconded)
Lori Graham, Secretary	(Penny moved; Robin seconded)
Sandy Gerstner, Treasurer	(Erin moved; Robin seconded)

All approved.

Meeting adjourned at 6:30 pm.

Lori Graham  
Secretary