

BYLAWS OF FRIENDS OF THE ORANGE COUNTY PUBLIC LIBRARY, INC.

ARTICLE I

Name

Section 1. The name of this 501(c)(3) non-profit corporation is Friends of the Orange County Public Library, Inc., herein referred to as the Friends, and was formed under and by virtue of the laws of the State of North Carolina as contained in G.S. Chapter 55A and the amendments thereto.

ARTICLE II

Purpose

Section 1. The purpose of the Friends shall be to:

- maintain an association of persons interested in books and libraries;
- stimulate public interest in library services, facilities and needs;
- raise money to fund library services, technology, equipment, furniture, collection development and programs;
- encourage gifts of books, magazines, endowments and bequests; and
- promote increased use of the library facilities and services.

ARTICLE III

Membership

Section 1. Membership in the Friends shall be open to all persons 18 years of age or older, businesses or organizations who shall pay dues as established by the Friends.

Section 2. Each adult member (18 or older) shall be entitled to one (1) vote per issue on all matters brought before the Friends, except Article V pertaining to election of officers.

ARTICLE IV

Board of Directors

Section 1. The Board of Directors shall consist of nine (9) members elected from the membership of the Friends. The library director or his/her designee shall serve as ex-officio non-voting members.

Section 2. The Directors shall be elected by majority vote of the membership present at the annual meeting, and shall serve a two (2) year term beginning January 1st following their election, or until their successors are elected and have qualified to serve. Directors may serve no more than three (3) consecutive terms.

Section 3. Nominations for directors shall be presented by a Nominating Committee of three (3), to be appointed by a simple majority of the Board. At least one (1) month before the annual meeting, the Nominating Committee shall present to the Board a slate of candidates to serve two (2) year terms, to replace directors whose terms are expiring.

Each candidate must be a member in good standing and must have agreed to accept the responsibilities of a directorship.

Upon receipt of the Nominating Committee's report, the Vice President shall immediately notify the membership, by mail, of the names of the persons nominated as candidates for Director and of the right to nominate from the floor of the Annual Meeting.

Section 4. Directors shall serve staggered terms to provide continuity on the Board.

Section 5. Any Director who misses more than half of the regularly scheduled board meetings shall be given the opportunity to resign.

Section 6. Vacancies on the Board may be filled by appointment by the Board for the unexpired term of the position. Directors so appointed shall be eligible for election for up to three (3) two (2) year terms.

Section 7. The Board of Directors shall conduct all business and financial affairs of the Friends.

Section 8. A majority of the members of the Board shall constitute a quorum for the transaction of business of the Friends.

Section 9. Directors shall serve without compensation.

Section 10. No Director may serve on the Library's Advisory Board at the same time.

## ARTICLE V Officers and Committees

Section 1. The officers of the Friends shall be a President, a Vice President, a Secretary, a Treasurer, and a Treasurer Elect. The officers may elect to combine other responsibilities and nomenclature, depending on the organization's needs.

Section 2. Immediately following the Annual Meeting, the new Board of Directors shall convene to elect officers for the coming year from among themselves. Officers are elected for a single (1) two (2) year term and may serve an additional two (2) consecutive terms in any one position, for a total of six (6) years.

Section 3. The officers shall assume their duties on January 1st following their election.

Section 4. Vacancy of the office of President shall be filled by the Vice President for the unexpired term of the office. A vacancy among the other offices may be filled by the Board of Directors for the unexpired term of the vacated office.

Section 5. The Standing Committees shall include: Program, Membership, Nominating, Finance and others as required for carrying out the business of the Friends. Such committees will be appointed by the President and approved by the Board. At least one (1) Director shall serve on each committee.

Section 6. The President is an ex-officio member of all committees, with the exception of the Nominating Committee.

## ARTICLE VI Duties of Officers

Section 1. The President shall:

- preside over all meetings of the corporation and the Board of Directors;
- appoint all Committee Chair-persons;
- coordinate the work of the Officers and Committee Chair-persons; and
- perform other duties as may be required by these bylaws or charged to him/her by the Board of Directors.

Section 2. The Vice President shall: act as an aide to the President and preside in his/her absence. In the event that the President becomes unable to perform his/her duties, the Vice President shall assume the responsibilities of the President for the duration of the term of office.

Section 3. The Secretary shall: record the minutes of all meetings of the corporation and the Board of Directors.

Section 4. The Treasurer shall:

- keep an accurate account of receipts and expenditures;
- make disbursements as authorized by the Board of Directors;
- serve as a voting member of the Finance Committee;
- present a financial statement at every meeting of the corporation; and
- present an annual financial statement.

Section 5. The Treasurer Elect shall: work together with the Treasurer during the biennium to ensure an orderly transition; serve as a member of the Directors Board; and serve as a voting member of the Finance Committee. If it becomes necessary for the Treasurer Elect to complete the unexpired term of the Treasurer, the Treasurer Elect shall also serve his or her own term as Treasurer.

Section 6. All officers shall deliver to their successors all official material following the installation of their successors.

## ARTICLE VII Meetings

Section 1. The Friends's Annual Meeting shall be the last meeting of the calendar year for the purpose of electing Directors, receiving of various reports and enacting any other business. A written notice, which shall include recommendations from the Nominating Committee, shall be sent to each member fourteen (14) days in advance.

Section 2. Additional meetings shall be scheduled as recommended by the President and approved by the Board.

Section 3. A special meeting may be held by petition of at least twenty percent (20%) of the membership, provided that the membership is notified by mail.

## ARTICLE VIII Dues

Section 1. The annual dues shall be determined by the Board of Directors.

Section 2. The fiscal year of the Friends shall begin on January 1st of each year and end on December 31<sup>st</sup> of the same year.

## ARTICLE IX Funds

Section 1. No funds shall be disbursed without the written authority of the President and the Treasurer.

Section 2. The Board of Directors shall appoint an appropriate person who is not an officer, to examine the treasurer's books annually.

## ARTICLE X Dissolution Process

Section 1. If the Friends don't have adequate volunteer leadership to fulfill the purpose of the organization, the group will become inactive by vote of the Executive Board. All assets of the Friends, after payment of debts, will be contributed to the Library Agency Fund with the Triangle Community Foundation, Inc. In the event that the fund is no longer in existence, the

remaining assets will be contributed to a similar organization whose purpose is to support the activities and operations of the Orange County Public Library.

Section 2. If an unresolvable conflict arises between library administration and the Executive Board, the two parties consent to third-party mediation. If no resolution can be made, then the Executive Board agrees to resign. Prior to dissolution of the Board, all assets of the Friends, after payment of debts, will be contributed to the Library Agency Fund with the Triangle Community Foundation, Inc. In the event that the fund is no longer in existence, the remaining assets will be contributed to a similar organization whose purpose is to support the activities and operations of the Orange County Public Library.

This organization is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954. No part of the net earnings shall inure to the benefit of the private shareholders or individuals. Upon dissolution, assets will be distributed to Orange County Public Library, via the stewardship of the Triangle Community Foundation.

## ARTICLE XI

### Authority

Section 1. The articles of incorporation and the bylaws with any amendments, thereto, shall be the binding authority of the Friends.

Section 2. Parliamentary authority shall be *Robert's Rules of Order (current edition)*, when not in conflict with these bylaws or with the laws of the State of North Carolina.

## ARTICLE XII

### Amendments

Section 1. These bylaws may be amended at any meeting of the general membership by a two-thirds (2/3) vote of the members present. A proposed amendment must be mailed to each of the members at least two (2) weeks prior to the meeting at which the amendments is to be voted upon.

Amended: December 9, 2009, December 4, 2010, December 3, 2011