

BYLAWS
FRIENDS OF THE ORANGE COUNTY PUBLIC LIBRARY, INC.
Amended xx xx, 2024

ARTICLE I: Name

Section 1. The name of this 501(c)(3) nonprofit corporation is Friends of the Orange County Public Library, Inc. (the Friends), and it 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. The Friends shall operate exclusively for charitable and educational purposes as required of nonprofits under the IRC Section 501(c).

Section 2. The articles of incorporation and the bylaws with any amendments shall be the binding authority of the Friends.

Section 3. The fiscal year of the Friends is the calendar year.

ARTICLE II: Purpose

Section 1. The purpose of the Friends is to support the Orange County Public Library through such activities as fundraising, advocacy, and programs.

ARTICLE III: Membership

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

Section 2. Each member in good standing shall be entitled to one vote per issue on all matters brought before the general membership of the Friends. Any group memberships shall designate one voting member.

Section 3. Levels of membership and annual dues shall be determined by the Board, and payment of dues shall be a prerequisite for membership in good standing.

ARTICLE IV: Board of Directors

Section 1. The Board shall conduct all business and financial affairs of the Friends.

Section 2. Directors shall serve without compensation.

Section 3. Directors shall serve as fiduciaries of the corporation, and shall discharge their duties in good faith; with the care an ordinarily prudent person in a like position would exercise under

similar circumstances; and in a manner the Director reasonably believes to be in the best interests of the corporation.

Section 4. The Board shall consist of up to 15 Directors elected from the membership of the Friends. The library director and/or their designee(s) shall serve as ex-officio (nonvoting) members.

Section 5: Each Director shall:

- attend and participate in regular and special Board meetings;
- make meaningful contributions to committees, programs, and events;
- serve as a public advocate for the Friends and the library; and
- comply with all policies of the Board, such as conflict-of-interest and confidentiality policies.

Section 6: The Board shall:

- annually review the organization's mission and purpose;
- ensure effective organizational planning;
- ensure adequate financial resources;
- ensure legal and ethical integrity and maintain accountability;
- determine, monitor, and strengthen programs and services;
- recruit new Board members; and
- enhance the corporation's public standing.

Section 7. The Directors shall be elected by majority vote of the general membership present at the Annual Meeting, and shall serve one-year terms beginning January 1 following their election.

Section 8. The President shall notify the general membership at least 14 calendar days prior to the Annual Meeting of the names of candidates for Director and of the right to nominate from the floor at the Annual Meeting.

Section 9. Each candidate must be a member in good standing and agree to accept the responsibilities of a Director. Each Director must maintain an active membership in good standing for the duration of their service on the Board.

Section 10. Vacancies on the Board may be filled by appointment by the Board for the unexpired term of the position or for an unfilled position. Directors so appointed shall be subsequently eligible for election by the general membership at the next Annual Meeting.

Section 11. Directors may be removed by a decision of a majority of the Board.

ARTICLE V: Officers

Section 1. The officers of the Friends shall be a President, a Vice President, a Secretary, and a Treasurer. These officers shall constitute the Executive Committee.

Section 2. The President shall:

- prepare the agenda for all meetings;
- preside over meetings, except when not present;
- coordinate the work of the officers and committees;
- perform other duties as may be required by these bylaws or charged to them by the Board; and
- chair the Executive Committee.

Section 3. The Vice President shall:

- act as an aide to the President;
- preside over meetings in the President's absence; and
- assume the responsibilities of the President in the event that the President becomes unable to perform their duties or no longer serves in that capacity.

Section 4. The Secretary shall:

- record the minutes of all meetings of the Board;
- distribute the minutes of each Board meeting in a timely manner; and
- maintain all nonfinancial records of the corporation, including Articles of Incorporation, Policy and Procedures Manual, Bylaws, Board meeting minutes, and resolutions.

Section 5. The Treasurer shall:

- safeguard the funds of the Friends;
- maintain all financial records of the corporation, including membership and other receipts, and all disbursements;
- make disbursements as authorized by the Board;
- present a financial statement at all meetings of the corporation;
- present an annual financial statement; and
- submit required government forms and payments.

Section 6. Immediately following the Annual Meeting or during their first meeting of the fiscal year, the new Board shall convene to elect officers for the coming year from amongst themselves. Officers are elected for a one-year term.

Section 7. The officers shall assume their duties in the first meeting following their election. Outgoing officers shall deliver all official materials to their successors at this time.

Section 8. 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 for the unexpired term of the vacated office.

Section 9. Officers may delegate their responsibilities to other Directors or members if approved by a majority vote of the Board.

ARTICLE VI: Committees

Section 1. The Executive Committee is a standing committee of the Board and is composed of the officers of the Board. The purpose of the Executive Committee is to act on behalf of the Board in emergency situations or when the full Board is unable to meet.

Section 2. The President may designate other ad hoc committees as needed. At least one Director shall serve on each committee.

ARTICLE VII: Meetings

Section 1. A majority of currently serving Directors shall constitute a quorum for the transaction of business. Directors present in person or virtually shall be counted toward the quorum. The quorum shall be determined at the beginning of the business meeting and is maintained throughout the meeting once established. All decisions of the Board shall be made by majority vote of the quorum present.

Section 2. The Board may vote to enter a closed session to discuss such topics it deems appropriate.

Section 3. The Annual Meeting shall be the last meeting of the calendar year for the purpose of electing Directors, receiving various reports, and enacting any other business. Each member will be notified of the date, time, and location of the Annual Meeting at least 14 days in advance.

Section 4. Additional meetings shall be scheduled as recommended by the President and approved by the Board. Except when in a closed session, all meetings are open to the general membership and to interested members of the public.

Section 5. A Director may vote by proxy executed in writing and given to another Director. Any proxy shall be valid for a single meeting only.

Section 6. A special meeting may be held by petition of at least 20% of the general membership. Notice in writing or by email stating the date, time, location, and purpose of the special meeting shall be delivered at least 14 days in advance to each member of record entitled to vote at such meeting(s).

ARTICLE VIII: Finances

Section 1: The Board may adopt an annual budget to direct its affairs and shall make additional financial decisions by majority vote.

Section 2. The Treasurer shall disburse funds as authorized by either the annual budget or by Board vote. Additional emergent expenditures may be approved by the Executive Committee.

Section 3. The Board shall appoint at least two Directors who are not officers to conduct an annual audit of the corporation's financial records. The auditing Directors shall not serve in this capacity in consecutive years.

ARTICLE IX: Dissolution Process

Section 1. If the Friends do not have adequate volunteer leadership, the Board may vote to dissolve the corporation.

Section 2. If the Board voluntarily dissolves, all assets of the Friends, after payment of debts, shall be contributed to a similar organization whose purpose is to support public libraries.

Section 3. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for charitable purposes.

ARTICLE X: Amendments

Section 1. These bylaws may be amended at any meeting of the general membership by a two-thirds vote of the members present. A proposed amendment must be shared with each of the members at least 14 calendar days prior to the meeting at which the amendment is to be voted upon.

Section 2. These bylaws shall be reviewed by the Board at least every five years.

Amended: December 9, 2009; December 4, 2010; December 3, 2011; December 1, 2012; December 7, 2013; December 3, 2016.