

THE BYLAWS
OF
THE FRIENDS OF THE CHAPEL HILL PUBLIC LIBRARY
(Revised April 19, 2018)

ARTICLE I

NAME

The name of this organization shall be The Friends of the Chapel Hill Public Library, hereinafter referred to as the Friends.

ARTICLE II

PURPOSE

The purpose of the Friends shall be to support the Chapel Hill Public Library, hereinafter referred to as the Library. The Friends shall operate exclusively for charitable and educational purposes as a non-profit organization under Section 501 (c) (3) of the United States Internal Revenue Code.

ARTICLE III

MEMBERSHIP

1. All persons interested in supporting the purpose of the Friends shall be eligible for membership.
2. Types of members and privileges of membership shall be defined by the Board of Directors.
3. Annual dues shall be established by the Board of Directors and payment of such dues shall be a prerequisite for membership in good standing.

ARTICLE IV

BOARD OF DIRECTORS

1. Board of Directors: The Friends shall be governed by a Board of Directors, hereinafter referred to as the Board, consisting of up to 18 members in good standing of the Friends. The Director of the Library shall serve as an *ex officio* member of the Board.
2. Officers: The Board shall include the following officers: President, Vice President, Secretary and Treasurer. The Executive Committee may designate other officers with powers and duties that are consistent with the Bylaws.
3. Committees: The Board shall include the following standing committees: Executive, Finance, Governance and Membership. The Executive Committee shall consist of the President, Vice President, Secretary, Treasurer and Immediate Past President or, in the absence of an Immediate Past President, a Member-At-Large should the President choose to appoint one. The President may designate other committees as needed.
4. Committee Chairs: The President shall serve as Chair of the Executive Committee and shall appoint all non-standing committee chairs. Standing committee chairs must be approved by the Executive Committee.
5. Board Terms: Each new Board member shall be duly elected for a one-year term and each renewing Board member and each officer shall be elected for a two-year term.
6. Board Vacancies: Any Executive Committee vacancy, other than a vacancy caused by term expiration, may be filled by the Executive Committee. Any Board vacancy, other than a vacancy caused by term expiration, may be filled by the Board. The member so selected shall serve for the unexpired term of his or her predecessor in office or until the date of the next Annual Meeting.

7. Board Terminations: A member of the Board may be removed by a majority of the Board when, in the judgment of the Board, the member has not complied with his or her responsibilities as a Board member.

ARTICLE V

BOARD MEMBER RESPONSIBILITIES

1. Attend regular and special Board meetings and important Library functions.
2. Make a meaningful contribution to committees, programs and events through active participation.
3. Maintain the confidentiality of Board deliberations and of information furnished to Board members.
4. Serve as a public advocate for the Friends and the Library.
5. Comply with the responsibilities set forth for officers and committees as appropriate.

ARTICLE VI

BOARD OFFICER RESPONSIBILITIES

1. President
 - Prepare the order of business for all meetings.
 - Call and preside over all meetings.
 - Designate non-standing committees as necessary to transact the affairs of the Friends.
 - Appoint non-standing committee chairs.

- Serve as Chair of the Executive Committee and an *ex officio* member of all committees.

2. Vice President

- Exercise the powers and perform the duties of the President in the absence of the President.
- Represent the President as necessary with other Library or community organizations.

3. Secretary

- Maintain a record of all proceedings of the Board.
- Prepare and ensure timely distribution of the minutes of each Board meeting.

4. Treasurer

- Endorse checks, notes and other obligations, and deposit them for the credit of the Friends at a bank, or banks, approved by the Executive Committee.
- Make such payments as are necessary and proper on behalf of the Friends; if payments are not already approved in the budget, obtain approval from either the President (up to \$100) or the Executive Committee.
- Maintain all financial records and present a current financial statement at each meeting of the Board and the Friends.
- Provide change and collect and deposit money during the used book sales and any fund raising activities conducted by the Friends.
- Submit any government forms required for a 501(c)(3) organization.

- Submit the books to the Library Director for an independent review no less than annually.

ARTICLE VII

BOARD COMMITTEE RESPONSIBILITIES

1. Executive Committee

- Approve standing committee chairs.
- Approve candidates for vacant officer positions.
- Approve all requests for unbudgeted expenditures in excess of \$100 in the absence of Board approval, provided that such approvals are predicated on a satisfactory review by the Finance Committee.
- Approve any other matters that require Board approval between meetings when, in the President's judgment, it is not feasible to obtain such by email.

2. Finance Committee

- Review and recommend financial and investment policy, including the implementation of non-cash payment systems.
- Oversee annual budget process.
- Review for Executive Committee or Board approval all requests for unbudgeted expenditures in excess of \$100.

3. Governance Committee

- Recruit and recommend new Board members and nominate the annual slate of directors and officers.
- Review and recommend committee structure and chairs.
- Review and ensure compliance with the Bylaws.
- Review and ensure compliance with the Document Retention Policy.

4. Membership Committee

- Develop and execute strategy for member recruitment and retention.
- Process new member applications and maintain membership file.

5. Other Committees

In addition to these standing committees, the President may designate such other committees as are required to transact the business of the Friends.

ARTICLE VIII

MEETINGS

1. Membership

- There shall be an annual meeting of the Friends after the close of the fiscal year, at which time the slate of board members and officers will be approved.
- A special meeting of the Friends may be called at any time by the Executive Committee, provided that a written notice stating the purpose, place and time of the meeting is sent to the members at least two (2) weeks prior to the meeting.

- Ten (10) members of the Friends shall constitute a quorum at any regular or special meeting, and a majority vote of this quorum shall be required to approve any action.

2. Board

- There shall be a minimum of four (4) regular meetings of the Board each year.
- Notice shall be sent to Board members at least ten (10) days prior to each meeting.
- A majority of the members of the Board or the Executive Committee shall constitute a quorum at any regular or special meeting.
- A majority vote of the Board or Executive Committee present at any meeting or, between meetings by email, shall be required to approve any action.

ARTICLE IX

GENERAL PROVISIONS

1. Fiscal Year

The fiscal year of the Friends shall begin on May 1.

2. Dissolution

Upon dissolution, any remaining Friends assets shall be transferred to the Town of Chapel Hill for the use of the Chapel Hill Public Library.

ARTICLE X

AMENDMENTS TO THE BYLAWS

These Bylaws may be amended or revised at any regular or special meeting of the Friends by a majority of the members present, provided that written notice of the proposed amendment or revision has been communicated at least two (2) weeks prior to the meeting.

ARTICLE XI

PARLIAMENTARY AUTHORITY

Robert's Rules of Order, Newly Revised, shall govern the Friends in all cases in which they are applicable and in which they are not inconsistent with the Bylaws.

Ratified: May 1, 1981

Amended: May 8, 1987

Amended: May 12, 1997

Amended: November 13, 2000

Amended: May 11, 2005

Amended: March 10, 2011

Amended: May 19, 2013

Amended: April 21, 2016

Amended: April 19, 2018