



BYLAWS

ARTICLE I: NAME

The name of this organization shall be Friends of North Carolina Public Libraries (FONCPL).

Article II: PURPOSE

The purpose of this organization shall be to promote the development of excellent library service throughout North Carolina; to foster closer relationships between public libraries and the citizens of North Carolina; to promote knowledge of the library's function, resources, services, and needs; to encourage cooperative efforts among libraries; to encourage and assist the formation and development of Friends of Library groups in North Carolina; to provide the means for Friends to exchange ideas, information, and experiences; to make the public aware of Friends of Library groups and the services they perform; to serve as the representative of North Carolina public library Friends' groups to any national Friends' organization.

ARTICLE III: MEMBERSHIP

Membership in this organization shall be open to all individuals and organizations in sympathy with its purposes.

ARTICLE IV: GEOGRAPHIC DIVISIONS OF THE STATE

Section 1. In order to facilitate communication, the FONCPL shall be divided into geographic areas.

Section 2. The number and names of the counties included in each geographic Area may be adjusted from time to time by the Board.

ARTICLE V: BOARD OF DIRECTORS

Section 1. The elected Officers of this organization shall be the President, Vice President, Secretary and Treasurer.

Section 2. The Officers and Directors shall constitute the Board of Directors (the Board), which shall conduct all of the affairs of the organization.

Section 3. There shall be seven Directors. These Directors are appointed by the Board.

Section 4. All Officers and Directors of the FONCPL shall be individual members of FONCPL and are required to keep their individual membership current for their full term of office. Failure of any Officer or Board member to keep his or her individual membership in FONCPL current during his or her term shall result in de facto removal from the Board of Directors. No vote is required.

Section 5. An Officer or Director may resign at any time by communicating this decision in writing to the remainder of the sitting Board. The notice should include an effective date of the resignation.

Section 6. Missing three consecutive meetings shall result in de facto removal of an Officer or Director. No vote is required.

Section 7. The confirmed incapacitation of an Officer or Director resulting in his or her inability to perform his or her duties shall result in de facto removal from the Board. No vote is required.

Section 8. An Officer or Director may be removed from the Board by a vote of two-thirds of the other members of the Board at any meeting where there is a quorum. Voting may be conducted electronically.

Section 9. Appointed Board members serve until resignation, removal, or replacement.

ARTICLE VI: ELECTION OF OFFICERS

Section 1. The Officers shall serve a term of two years and shall be eligible for re-election for two consecutive additional terms (maximum of six consecutive years in the same position).

Section 2. Elections shall be held at a meeting at the end of the calendar year.

Section 3. The Board elects the Officers.

Section 4. The President and Secretary shall be elected in the even numbered years. The Vice President and Treasurer shall be elected in odd numbered years.

Section 5. Those elected take office immediately after the meeting at which they are elected.

Section 6. An individual designated by the President shall serve as the chair of the nominating committee. The Chair may identify one or two additional Board members to serve on the committee.

Section 7. The nominating committee will identify a slate of Officers at least one month prior to the elections. The slate of Officers will be conveyed to the members approximately one month prior to the meeting at the end of the calendar year. Members may nominate individuals.

Section 8. Nominations to the slate may be made up to the time of the vote, however, those nominated must have agreed to serve if elected.

ARTICLE VII: APPOINTMENT OF BOARD MEMBERS

Section 1. The Board members shall serve a term of two years and shall be eligible for appointment to two consecutive additional terms (maximum of six consecutive years in the same position).

Section 2. Appointments are made at the meeting at the end of the calendar year.

Section 3. Four of the seven Board members shall be appointed by the Board at the meeting at the end of the calendar year on the even numbered years.

Section 4. Three of the seven Board members shall be appointed by the Board at meeting at the end of the calendar year on the odd numbered years.

Section 5. Those appointed take office immediately after the meeting at which they are appointed.

ARTICLE VIII: VACANCIES ON THE BOARD

Section 1. A vacancy on the Board (Officer or Board member) shall be filled by the Board of Directors for the unexpired term.

Section 2. This unexpired term shall count as one two-year term for the purpose of consecutive terms in office if the vacancy was filled in the first year of the term.

ARTICLE IX: DUTIES OF OFFICERS

Section 1. The President shall:

- A. Preside over and conduct all Board meetings;
- B. Be a signatory on the FONCPL bank and other accounts along with the Treasurer;
- C. Is the authorized signatory on contracts approved by the Board on behalf of FONCPL.
- D. Develop the agenda for the Board meetings;
- E. Be a non-voting, ex-officio member of all committees except the Nominating Committee;
- F. Be the official spokesperson for the FONCPL;
- G. Be the official FONCPL liaison to the State Library of North Carolina;
- H. Be the official FONCPL liaison to the North Carolina Public Library Directors Association (NCPLDA);
- I. Have general and active oversight of the business of the FONCPL;
- J. Contribute and approve content for the FONCPL website, social media, newsletter, other media, marketing material, training material, etc.;
- K. Have the general powers and duties of the office of President.

Section 2. The Vice President shall:

- A. Stand in for the President, if he/she is unavailable;
- B. Provide overall coordination for any FONCPL sponsored workshops or conferences;
- C. Organize the annual awards (if any);
- D. Chair or be a member of committees as requested;
- E. Perform other duties as requested by the President or the Board.

Section 3. The Secretary shall:

- A. Issue the meeting notices and distribute the agenda for each meeting;
 - B. Arrange for electronic participation of Board members;
 - C. Create and distribute the minutes for each Board meeting;
 - D. Maintain and safeguard important FONCPL organizational documents;
 - E. Handle all official correspondence from the Board as requested or required;
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- F. Ensure that archived copies of the minutes are kept at the office of the North Carolina State Library or some other appropriate location;
- G. Perform other duties as requested by the President or the Board.

Section 4. The Treasurer shall:

- A. Be the official signatory along with the President on the FONCPL bank and other accounts;
- B. Prepare a proposed annual budget for the upcoming fiscal year and present this budget for approval at a meeting at the start of the fiscal year;
- C. Monitor FONCPL spending against the approved budget;
- D. Receive and deposit all funds of the FONCPL;
- E. Coordinate new and renewed memberships;
- F. Disburse all FONCPL funds as ordered by the Board of Directors, in accordance with the budget and with appropriate documentation of the expense;
- G. Provide financial reports each time the Board meets or more frequently as requested or needed;
- H. Maintain and safeguard important FONCPL financial documents according to the established record retention and destruction policy;
- I. Draft and keep current Board approved financial policies and procedures related to the handling of FONCPL funds;
- J. Ensure compliance with all applicable Federal and State of North Carolina laws and codes regarding the financial operations of FONCPL;
- K. Cooperate fully with the individual or committee assigned to review the FONCPL accounts;
- L. Perform other duties as requested by the President or the Board.

ARTICLE X: DUTIES OF DIRECTORS

Section 1. The Directors shall:

- A. Be the liaison between local Friends groups in their respective areas and the FONCPL;
- B. Foster closer relationships between public libraries and citizens while promoting public awareness and advocacy;
- C. Represent the FONCPL at meetings of local Friends groups and encourage membership in FONCPL of non-member Friends groups;
- D. Act as an advisor to local Friends groups;
- E. Help to organize new Friends groups;
- F. Perform other duties as requested by the President or the Board.

ARTICLE XI: BOARD MEETINGS

Section 1. There shall be a meeting at the end of the calendar year at a place and on a date established by the Board of Directors. This meeting may be held electronically if the situation warrants it.

Section 2. Members shall be notified at least two weeks prior to the date of any regular meeting.

Section 3. Regular meetings are called by the Board. Generally, these meetings are held electronically to conduct the business of FONCPL at an interval determined by the Board.

Section 4. Dates of the regular meetings are generally established at the beginning of the calendar year, but may be modified as needed. Agendas are set and sent in advance of the meeting.

Section 5. Additional meetings may be called by the President, by the Vice President when the President is not available, or by three members of the Board.

Section 6. If necessary, between meetings Board members may vote electronically (email, conference call, web or cloud application). All notices of such voting shall indicate a deadline (date and time) to respond for the vote to count.

Section 7. Special meetings may be called by the President, the Board of Directors, or upon written request of ten currently paid members of the organization. The purpose of the meeting shall be expressed in the call. The business of the meeting shall be limited to the purpose for which it is called. This may be held electronically.

Section 8. Members shall be notified at least one week prior to the date of a special meeting.

Section 9. A majority of the filled positions on the Board shall constitute a quorum.

ARTICLE XII: DUES

Membership dues, categories, levels, the period, and benefits covered shall be determined by the Board of Directors and may be adjusted from time to time.

ARTICLE XIII: COMMITTEES

Section 1. The President may establish committees deemed necessary to carry on the work of FONCPL. The purpose shall be clearly defined.

Section 2. There are two types of committees:

A. Standing. This committee generally has an ongoing purpose (e.g., Newsletter).

B. Ad Hoc. This committee is formed for an explicit purpose and is disbanded when its deliverables are complete (e.g., Awards).

Section 3. The President shall appoint the Committee Chair.

Section 4. Committees are advisory in nature and have no authorization, except for what the Board explicitly gives them.

Section 5. The committee is not authorized to incur expenses on behalf of FONCPL unless explicitly permitted by the Board or included in the approved budget for that project or program.

Section 6. The President shall be an ex officio member of all committees except the Nominating Committee.

ARTICLE XIV: FISCAL POLICIES

Section 1. The fiscal year shall be from January 1 through December 31.

Section 2. The books and accounts of this organization shall be kept in accordance with sound accounting practices. A financial review of the accounts shall be conducted in the first three months following the end of each fiscal year by a committee or individual appointed by the President. The Treasurer may not be one of the reviewers.

Section 3. No part of the net earnings of this organization shall inure to the benefit of any member, official or individual, and no part of its activities shall involve attempts to influence legislation, to carry on propaganda, or to intervene in any political campaign on behalf of any candidate for public office except as allowed by Section 501(c)(3) of the Internal Revenue Code. No board member shall receive remuneration for service on the Board. When authorized by the Board, reimbursement may be made for travel and other out-of-pocket expenses in discharging official duties.

Section 4. In the event of dissolution of the Friends of North Carolina Public Libraries, all assets remaining after payment of, or provision of payment of, all debts or liabilities shall be turned over to another nonprofit charitable or educational organization to be selected by a majority of the Board of Directors at the time of such dissolution as exempt under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE XV: AMENDMENT OF BYLAWS

The Board of Directors may amend these Bylaws by two-thirds affirmative vote of those present at any regular or special meeting of the Board. Written notice setting forth the proposed amendment or summary of the changes to be affected thereby shall be provided to each Board member at least two weeks prior to the meeting at which they will be considered.

ARTICLE XVI: AMENDMENT OF STATE DOCUMENTS

The Board of Directors may amend the Articles of Incorporation or change the registered agent or addresses for the corporation, as needed.

ARTICLE XVII: PARLIAMENTARY PROCEDURE

Robert Rules of Order, Newly Revised when not in conflict with these bylaws shall govern the proceedings of this organization.

Adopted: April 2, 1980

Restated: December 5, 2020

Adopted and Approved by the FONCPL Board of Directors on this 5th Day of December, 2020.

Judy Hills

Judy Hills, President