



BYLAWS
November 6, 2010

ARTICLE I: NAME

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

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: OFFICERS & DIRECTORS

Section 1. The officers of this organization shall be the President, Vice President, Secretary, and Treasurer. The Vice President shall be the President-Elect.

Section 2. There shall be ten (10) Area Directors, a Membership Director, a Newsletter Director, and a Communications Director, all elected by the Board. Two Area Directors shall be elected from each of the official five geographic areas of the state designated by the Board of Directors.

Section 3. The President, Vice President, Secretary, and Communications Director shall each serve a term of one year. The Treasurer and all Directors shall each serve a term of two years. The Newsletter and Membership Directors shall be elected in even-numbered calendar years. The terms of the two Directors in each Area shall be staggered so that one Director from each Area is elected each year. Officers and Directors shall serve until their successors are elected and duly qualified.

Section 4. Officers and Directors shall be elected by the Board of Directors at an Election Meeting near the end of each calendar year. They shall take office immediately after the annual meeting at which they are installed.

Section 5. A slate of candidates for the Officer and Director positions to be filled shall be presented by the Nominating Committee at the Election Meeting. The general

membership shall be solicited for additional nominations at least two months before the Election Meeting; these nominations must be sent to the Secretary at least one month prior to the Election Meeting.

Section 6. No person shall hold more than one elected position at a time.

Section 7. The officers shall have the usual duties and authority exercised by officers of a nonprofit organization.

Section 8. The President shall preside over and conduct meetings and be a non-voting ex-officio member of all committees.

Section 9. The Vice President shall replace the President when necessary. In addition, he/she shall be responsible for organizing the annual meeting, including any awards program. He/she shall also be responsible for coordinating the annual workshops or designating a coordinator in his/her stead.

Section 10. The Secretary shall be responsible for creating and distributing minutes for each meeting and insuring that archived copies are kept at the office of the North Carolina State Library or some other appropriate location.

Section 11. The Treasurer shall receive and disburse all funds of this organization as ordered by the Board of Directors, and shall make a full report of all receipts and disbursements as may be required. He/she shall be placed under bond if so ordered by the Board of Directors. The Treasurer shall be responsible for preparing a proposed annual budget for the upcoming fiscal year and shall present this budget for approval at a meeting before the start of the fiscal year.

Section 12. The Area Directors shall be the link between local Friends groups in their respective Areas and the Friends of North Carolina Public Libraries, and shall foster closer relationships between public libraries and citizens while promoting public awareness. The Area Directors shall represent local Friends groups at state Friends board meetings; shall be responsible for polling local Friends groups about issues of interest at upcoming state Friends meetings; shall act as an advisor to local Friends groups; shall help to organize new Friends groups; and shall report activities of local Friends groups to the Board of Directors.

Section 13. The Newsletter Director shall be responsible for the production and distribution of a periodic organization newsletter.

Section 14. The Membership director shall be responsible for membership promotion and the maintenance of the membership records.

Section 15. The Communications Director shall direct the organization's publicity, marketing, and other external communications on behalf of and with the approval of the President. This shall include: (1) assisting the Newsletter Director in planning and writing articles; (2) identifying and writing web site material for the President's review; (3) promoting listserv activity; (4) working with the Membership Director on promotion; (5) any other responsibilities assigned by the Board.

Section 16. A Board member may be removed from office by a vote of two-thirds of the other members of the Board. Any vote for a removal must be immediately preceded by an official verification of the existence of a quorum of the voting members.

ARTICLE V: BOARD OF DIRECTORS

Section 1. The elected officers, the Past President, and the Directors shall constitute the Board of Directors, which shall conduct all of the affairs of the organization.

Section 2. Each person on the Board of Directors shall be entitled to one vote, regardless of whether a person holds more than one voting position.

Section 3. A vacancy on the Board shall be filled by the Board of Directors for the unexpired term.

Section 4. The Board of Directors shall meet face-to-face at least twice annually at times and places determined by the Board. Additional face-to-face or electronic communications (conference call, email, etc.) meetings may be called by the President, by the Vice President when the President is not available, or by three members of the Board. Voting for email meetings shall be in accordance with procedures set up by the Board. Unless otherwise specified in the call of the meeting an email meeting shall end at the end of the day two weeks after being called.

Section 5. A majority of the Board shall constitute a quorum.

ARTICLE VI: EXECUTIVE COMMITTEE

Section 1. The elected officers, the Past President, and any other Board member(s) designated by the Board of Directors shall constitute the Executive Committee. The Executive Committee shall have the authority to transact such urgent and necessary items of business during the interim between the meetings of the full Board as the Board of Directors may authorize, provided any action taken shall not conflict with the policies and expressed wishes of the Board. The Executive Committee shall report on any business it has transacted since the last full Board meeting and shall seek ratification of its actions by the full Board, as necessary. The Executive Committee shall bring its recommendations on all other matters to the full Board for action.

Section 2. Executive Committee meetings may be called by the President, by the Vice President when the President is not available, or by three Committee members. They may be face-to-face or electronic communications (conference call, email, etc.) meetings. Voting for email meetings shall be in accordance with procedures set up by the Committee and shall include a time limit for the casting of votes.

Section 3. A majority of the Executive Committee shall constitute a quorum.

ARTICLE VII: GENERAL MEMBERSHIP MEETINGS

Section 1. There shall be an annual meeting of the general membership at a place and on a date established by the Board of Directors.

Section 2. Special meetings of the general membership may be called by the President, the Board of Directors, or upon written request of ten members of the organization. The purpose of the meeting shall be expressed in the call.

Section 3. Members shall be notified at least two weeks prior to the date of a membership meeting.

ARTICLE VIII: DUES

Membership dues and the period covered shall be determined by the Board of Directors.

ARTICLE IX: COMMITTEES

Section 1. There shall be a Nominating Committee appointed by the President.

Section 2. Other committees shall be appointed by the President as the Board of Directors deems necessary to carry on the work of the organization.

Section 3. Committee members may be Board or non-Board persons.

Section 4. The President shall be an ex officio member of all committees except the Nominating Committee.

ARTICLE X: 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 audit shall be conducted in the first three months following the end of each fiscal year by a committee appointed by the President and approved by the Board. The committee shall use procedures approved by the Board.

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 XI: AMENDMENT'S

An amendment to these bylaws may be proposed at any Board meeting. It must receive a vote for preliminary approval by a majority of the Board in order to be brought up for final approval at the following Board meeting. Final approval requires a two-thirds vote of the Board of Directors.

ARTICLE XII: 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.

Amended: April 16, 1988; April 15, 1989; April 6, 1991; April 11, 1992; March 25, 1995;
May 14, 2005; May 6, 2006; August 18, 2007; November 3, 2007,
November 6, 2010