

THE CONSTITUTION AND BYLAWS
OF
THE FRIENDS OF THE CHAPEL HILL PUBLIC LIBRARY
(Revised May 12, 2011)

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

Section 1. The Friends is an association of persons whose purpose is to promote the full use of the Chapel Hill Public Library, hereinafter referred to as the Library; and to keep the community informed concerning the aims, functions, and needs of the Library.

Section 2. The Friends is organized exclusively for charitable, religious, educational and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE III

MEMBERSHIP

Section 1. All persons interested in supporting the purpose of the Friends shall be eligible for membership.

Section 2. Types of members and privileges of membership shall be defined by the Board of Directors.

Section 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

Section 1. The Friends shall be governed by a Board of Directors, hereinafter referred to as the Board, consisting of a maximum of 22 members. The Director of the Library shall serve as an ex officio member of the Board.

Section 2. The Board shall include a President, Vice President, Recording Secretary, Corresponding Secretary, Treasurer and Assistant Treasurer, hereinafter collectively referred to as the Executive Committee. The Executive Committee may choose to designate other officers with powers and duties that are consistent with this Constitution and Bylaws.

Section 3. The Board shall include a Chair for the following standing committees: Membership, Investment, Publicity, Newsletter, Used Book Sales,

and Nominating. Each Chair shall be appointed by the President subject to the approval of the Executive Committee.

Section 4. Each Board member and each Board officer shall be duly elected for a one-year term at the annual membership meeting of the Friends, hereinafter referred to as the Annual Meeting.

Section 5. Any Executive Committee or Board vacancy, other than a vacancy caused by term expiration, may be filled by the Executive Committee; and 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.

Section 6. A member of the Board may resign at any time by giving written notice of resignation to the President.

Section 7. 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

Section 1. Attend regular and special Board meetings and important Library functions.

Section 2. Make a meaningful contribution to Friends Board Committees, programs and events through active participation.

Section 3. Maintain the confidentiality of Board deliberations and of information furnished to Board members.

Section 4. Serve as a public advocate for the Friends and the Library.

Section 5. Comply with the responsibilities set forth for officers and committees as appropriate.

ARTICLE VI

BOARD OFFICER RESPONSIBILITIES

Section 1. President

- (1) Prepare the order of business for all meetings.
- (2) Call and preside over all meetings.
- (3) Designate, subject to the approval of the Executive Committee, all standing and ad hoc committees necessary for the transaction of the affairs of the Friends.
- (4) Serve as an *ex officio* member of all committees.

Section 2. Vice President

- (1) Exercise the powers and perform the duties of the President in the absence of the President.
- (2) Serve as Chair of the Nominating Committee.
- (3) Represent the President as necessary with other Library or community organizations.

Section 3. Recording Secretary

- (1) Keep a record of all proceedings of the Board.
- (2) Maintain record book(s) in which this Constitution and Bylaws, Board resolutions and meeting minutes are entered, with any amendments to these documents properly recorded; and have the current record book(s) on hand at every meeting.
- (3) Prepare the minutes of each Board meeting in time for communication to all Board members prior to the next Board meeting.

Section 4. Corresponding Secretary

Conduct the correspondence of the organization.

Section 5. Treasurer

- (1) 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.
- (2) 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.

- (3) Maintain all financial records and present a current financial statement at each meeting of the Board and the Friends.
- (4) Provide change and collect and deposit money during the used book sales and any fund raising activities conducted by the Friends.
- (5) Submit any government forms required for a 501(c)(3) organization.
- (6) Submit the books to the Library Director for an independent review no less than annually.

Section 6. Assistant Treasurer

Assist the Treasurer in the performance of the Treasurer's duties and carry out those duties in the absence of the Treasurer.

ARTICLE VII

BOARD COMMITTEE RESPONSIBILITIES

Section 1. Membership Committee

Process new member applications and maintain current membership file.

Section 2. Investment Committee

Invest the financial assets of the Friends in a manner designed to maximize return while preserving both capital and liquidity.

This committee shall consist of at least four (4) members of the Board.

Section 3. Publicity Committee

Oversee publicity relating to Friends activities, including used book sales, programs and special events.

Section 4. Newsletter Committee

Provide Friends members with information about programs and activities, as well as timely information about the Library and its programs.

Section 5. Used Book Sale Committee

- (1) Collect, classify and price books.
- (2) Organize and implement the sales.
- (3) Dispose of unsold books.

Section 6. Nominating Committee

- (1) Solicit and recommend new Board members and existing Board member term renewals.

- (2) Prepare the annual officer and Board member slate for approval at the Annual Meeting.

This committee shall consist of the Vice President and at least two (2) other members of the Board.

Section 7. Ad Hoc Committees

In addition to the above standing committees, there may be ad hoc committees designated to conduct social, educational and hospitality functions throughout the year. These committees shall include, but not be limited to, Meet-the-Author Teas and Book Discussions. The chairs of all committees shall be appointed by the President subject to the approval of the Executive Committee.

ARTICLE VIII

MEETINGS

Section 1. Membership

- (1) There shall be an annual meeting of the Friends in May.
- (2) 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.

- (3) 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.

Section 2. Board

- (1) There shall be a minimum of five (5) regular meetings of the Board each year.
- (2) Notice shall be sent to Board members at least ten (10) days prior to each meeting.
- (3) A special meeting of the Board may be called by the President and shall be called by the President at the written request of any member of the Board. Notice of the meeting and its purpose shall be given to Board members at least twenty-four (24) hours in advance (except in an emergency).
- (4) A majority of the members of the Board or the Executive Committee shall constitute a quorum at any regular or special meeting.
- (5) A majority vote of the Board or the Executive Committee present at any meeting shall be required to approve any action.

ARTICLE IX

GENERAL PROVISIONS

Section 1. Fiscal Year

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

Section 2. Dissolution

In the event of dissolution, the residual assets of the Friends shall be turned over to one or more organizations that are themselves exempt as organizations described in Section 502(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954, or corresponding sections of any prior or future law, or to the Federal, State, or local government for exclusive purpose.

Section 3. Authorized Activities

Notwithstanding any other provision of these articles, the Friends shall not carry on any activities not permitted to be carried on by (1) a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law; or (2) a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue Law.

ARTICLE X

AMENDMENTS TO THE CONSTITUTION AND BYLAWS

This Constitution and 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 this Constitution and Bylaws.

Ratified: May 1, 1981
Amended: May 8, 1987
Amended: May 12, 1997
Amended: November 13, 2000
Amended: May 11, 2005
Amended: May 12, 2011