

THE BYLAWS
OF
FRIENDS OF CHAPEL HILL PUBLIC LIBRARY
(Amended through March 27, 2024)

ARTICLE I
NAME

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

ARTICLE II
PURPOSE

The purpose of the Friends shall be to support 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 a maximum of 13 Directors in good standing as members of the Friends who are actively engaged as Friends volunteers and play a leadership role on either the Board or a committee. The Library Director shall serve as an *ex officio* member of the Board without voting privileges. Designated directors from the Library Advisory Board and the Chapel Hill Public Library Foundation Board may also serve as *ex officio* members of the Board without voting privileges.
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. Board Terms: Each new and renewing Director shall be elected for a two-year term. Total consecutive terms may not exceed eight years, provided that a Director's board term may be extended by one year if

necessary to coincide with the expiry of their term as Officer. A Director may continue as a committee co-chair after the end of their term and is eligible for re-election to the Board after one year.

4. Officer Terms: Each new and renewing Officer shall be duly elected for a two-year term. Total consecutive terms may not exceed eight years.
5. Board Vacancies: Any Board vacancy, other than a vacancy caused by term expiration, may be filled by the Board. The Director so selected shall serve for the unexpired term of his or her predecessor in office or until the date of the next Annual Meeting. Any Officer vacancy, other than a vacancy caused by term expiration, may be filled by the Executive Committee.
6. Board Terminations: A Director may be removed by the Board if it determines that such Director has not complied with his or her responsibilities as a Board member.

ARTICLE V CONFLICT OF INTEREST

Each Director must complete the Conflict of Interest Disclosure Form and inform the Board of any potential conflict of interest the Director has or may have with regard to any transaction entered into by the Friends.

ARTICLE VI 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.
 - 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
 - Maintain all financial records and present a current financial statement at each meeting of the Board.
 - Provide an annual report and a copy of the Friends Form 990 to the Library within five months of fiscal year end.
 - Submit any government forms required to comply with Federal and State laws and to maintain status as a 501 (c) (3) organization.

- 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.
- Provide change and collect and deposit money during the used book sales and any fund-raising activities conducted by the Friends.

ARTICLE VII COMMITTEES

1. Executive Committee. The Executive Committee shall consist of the President, Vice President, Secretary, Treasurer, and immediate past president for the first year following such president's last term in office if they are still serving as a Director; provided that in the event there are less than five Executive Committee members, the President may appoint one Director from the Board. The Executive Committee shall be responsible for approving all matters that require Board approval between meetings when, in the President's judgment, it is not feasible to obtain such approval electronically. Approval for unbudgeted expenditures in excess of \$100 must be predicated on a satisfactory review by the Finance Committee.
2. Standing Committees. The Board shall include the following standing committees: Book Sales, Book Sorting, Book Store, Communications and Marketing, Events, Finance, Governance, and Membership. The President may designate such other committees as are required to transact the business of the Friends.
3. Committee Chairs: The President shall serve as Chair of the Executive Committee and shall appoint all committee chairs. Each standing committee shall have a Director as either Chair or Co-Chair.

ARTICLE VIII MEETINGS

1. Membership
 - There shall be an annual meeting of the Friends each year to present the annual results.
 - A special meeting of the Friends may be called at any time by the Board, provided that written notice of the meeting is sent to the members at least two weeks prior to the meeting.
 - Ten members of the Friends shall constitute a quorum at any regular or special meeting.
 - A majority vote of all members present at any meeting (in person or electronically) shall be required to approve any action.
2. Board
 - There shall be a minimum of four regular meetings of the Board each year.
 - Notice shall be sent to Board members at least ten days prior to each meeting.
 - A majority 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 (in person or electronically) shall be required to approve any action.

ARTICLE IX ELECTION OF BOARD MEMBERS AND OFFICERS

- The Board Governance Committee shall recommend to the Board the annual slate of Board of Directors and Officers. Officers will be Friends in good standing who are actively engaged as Friends volunteers and play a leadership role on either the Board or a committee.
- The annual slate of Board Directors and Officers must be approved by a majority of voting members (in person or electronically) and elected candidates will be announced at the Friends Annual Meeting. Written notice of the vote and of the meeting will be communicated at least two weeks prior to each one.

ARTICLE X GENERAL PROVISIONS

1. Fiscal Year: The fiscal year of the Friends shall begin on July 1.
2. Dissolution: Upon dissolution, any remaining Friends assets shall be transferred to the Town of Chapel Hill for the use of Chapel Hill Public Library.

ARTICLE XI AMENDMENTS TO THE BYLAWS

These Bylaws may be amended or revised by a majority vote of the membership at a regular or special meeting of the Friends, or pursuant to an electronic request from the Board for approval provided that written notice has been communicated at least two weeks prior to the meeting or request for electronic approval.

ARTICLE XII PARLIAMENTARY AUTHORITY

Robert's Rules of Order, most recent revision, shall be used as the Board deems appropriate and provided that they are not inconsistent with the Bylaws.