

## **By-Laws**

### **Friends of the Pamlico County Public Library**

#### **ARTICLE I                      NAME**

**Section 1.** The name of this organization shall be Friends of the Pamlico County Public Library, hereafter referred to as “Friends”.

#### **ARTICLE II                      PURPOSE**

**Section 1.** The purpose of the “Friends” shall be to maintain an association of persons interested in libraries, to focus public attention on the library, to stimulate the use of the library’s resources and services, to receive and encourage gifts to the library, to support and cooperate with the library in developing library services and facilities for the community, to serve the needs of the library, this reducing expenses for which the library would otherwise have to pay, and to support the freedom to read as expressed in the American Library Association Bill of Rights, Article 1-4.

#### **ARTICLE III                      MEMBERSHIP**

**Section 1.** Membership of the “Friends” shall be open to all individuals, high school age or older, and to representatives of organizations and clubs when such representation is desired.

#### **ARTICLE IV                      DIRECTORS AND OFFICERS**

**Section 1.** The affairs of the “Friends” shall be managed by a Board of Directors consisting of at least three and no more than nine members.

**Section 2.** The officers shall be President, Vice President, Secretary and Treasurer, and shall be elected at the annual meeting. Officer vacancies may be filled by appointment of the Board of Directors, but officers so appointed must stand for election at the next annual meeting.

#### **ARTICLE V                      BOARD OF DIRECTORS**

**Section 1.** The Board of Directors shall meet on a scheduled basis at least semi-annually. Special meetings may be called by the President, a majority of the Board of Directors, or the Executive Committee (see Article VII, Sec 1) with two weeks prior notice. A majority of the Board of Directors members present (but no less than three) shall constitute a quorum. Board meetings may be conducted by any teleconferencing method which allows members to interact with one another.

**Section 2.** Board members may be elected for one-, two- or three-year terms such that when the full complement of nine members is achieved, the terms of three members shall expire at each annual meeting.

**Section 3.** Vacant Board seats may be filled by appointment of the Executive Committee, but members so appointed must stand for election at the next annual meeting.

**Section 4.** Duties of the Board include,

**Fiduciary Responsibility.** Board members have a fiduciary responsibility to care for the finances and legal requirements of the organization. The board acts on behalf of the membership of the “Friends” to make overall policy decisions and provide oversight.

**Mission and Vision.** Board members are responsible for setting the mission of the “Friends” and assuring that all actions are related to and adhere to that mission. The board can change the mission but should do so only after careful deliberation.

**Oversight.** Board members do not participate in day-to-day decision making; instead, they set overall policy, based on the organization’s mission and vision, and they exercise an oversight function, reviewing actions of the officers.

**Annual Meeting.** At the annual meeting of the “Friends”, the board approves the budget, reviews future plans and activities, oversees the election of board members and officers, provides guidance and direction and amends by-laws if necessary.

#### **ARTICLE VI DUTIES OF OFFICERS**

**Section 1.** The President shall preside over and conduct meetings and appoint all committees with the advice and consent of the Executive Committee.

**Section 2.** The Vice President shall perform the duties of the President in his/her absence.

**Section 3.** The Secretary shall record attendance and minutes at all meetings, keep a current list of the membership, notify members of time and place of meetings, be responsible for all correspondence, and keep safe all pertinent records in an orderly manner.

**Section 4.** The Treasurer shall keep and maintain on a calendar year basis, the financial records of the “Friends”, prepare an annual financial report and budget and submit any tax returns that may be required.

#### **ARTICLE VII EXECUTIVE COMMITTEE**

**Section 1.** The Executive Committee shall consist of the officers and the immediate Past President. The Librarian will serve as ex officio member of the Executive Committee.

**Section 2.** Special meetings may be called by the President or a majority of the Executive Committee at any time. Executive Committee meetings may be conducted by any teleconferencing method which allows committee members to interact with one another.

**Section 3.** A majority of Executive Committee members present at a meeting shall constitute a quorum.

## **ARTICLE VIII STANDING COMMITTEES**

- Section 1.** There shall be four standing committees: Fundraising, Membership, Community Relations and Finance.
- Section 2.** The President, with the advice and consent of the Executive Committee, shall appoint a chairperson for each standing committee and may establish from time-to-time special committees as needed for special projects.

## **ARTICLE IX DUTIES OF STANDING COMMITTEES**

- Section 1.** The Fundraising Committee shall be responsible for planning and conducting one or more fundraisers each year, as scheduled by the Executive Committee.
- Section 2.** The Membership Committee shall be responsible for planning and conducting membership drives.
- Section 3.** The Community Relations Committee shall be responsible for focusing public attention on the library.
- Section 4.** The Finance Committee shall be responsible for planning and presenting the budget, as well as presenting proposals for fundraising and expenditures.

## **ARTICLE X MEETINGS**

- Section 1.** The "Friends" shall hold an annual meeting in November unless rescheduled for good reason by the Board of Directors. Members must be notified in writing at least two weeks prior to the meeting. The meeting notice shall include an agenda, a financial report for the current year, the proposed budget for the coming year, and a list of nominations for officers and directors.
- Section 2.** A Special meeting of members may be called at any time by the Executive Committee. Members must be notified in writing at least two weeks prior to the meeting. The notice shall include an agenda and, if special expenditures are being proposed, a revised financial report and budget.
- Section 3.** Each "Friends" member in good standing shall be entitled to one vote.

## **ARTICLE XI ELECTIONS**

- Section 1.** Elections shall be held at every annual meeting.
- Section 2.** One nominee for each office shall be selected by the Nominating Committee and the names of the nominees, with their permission, shall be included in the notice of annual meeting.
- Section 3.** Attendees at the annual meeting shall be given the opportunity to nominate one or more candidates for each position for which an election is being held and to vote upon a motion that nominations be closed.
- Section 4.** The election of directors and officers shall be by vote of a majority of members present and voting.

## **ARTICLE XII AMENDMENTS**

- Section 1.** The By-Laws may be amended at any meeting of the "Friends" by a two-third vote of members, present and voting, provided members were notified in

writing of the proposed amendments at least two weeks prior to the date of the meeting.

#### **ARTICLE XIII MEETING PROCEDURES**

**Section 1.** Robert's Rule of Orders (as revised) shall govern the proceedings of all meetings.

#### **ARTICLE XIV DEBT OBLIGATIONS AND PERSONAL LIABILITY**

**Section 1.** No member or officer of the "Friends" shall be personally liable for any debts or obligations of the "Friends" of any nature whatsoever, nor shall any of the property of the members or officers be subject to the payments of the obligations of the "Friends".

#### **ARTICLE XV LIMITATIONS**

**Section 1.** No member or officer shall have any right, title, or interest in or to any property of the "Friends",

**Section 2.** No part of the net earnings of the "Friends" shall inure to any member of the "Friends" not qualifying as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 as now enacted or hereafter amended, nor to any officer of the "Friends", nor to any other private persons, excepting solely such reasonable compensation that the "Friends" shall pay for services actually rendered to the "Friends", or allowed by the "Friends" as a reasonable allowance for authorized expenditures incurred on behalf of the "Friends".

**Section 3.** No substantial part of the activities of the "Friends" shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the "Friends" shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

**Section 4.** Notwithstanding any other provisions of these articles, the "Friends" shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.

**Section 5** The "Friends" shall not lend any of its assets to any member or officer of the "Friends", or guarantee to any person the payment of a loan by an officer or member of the "Friends".

#### **ARTICLE XVI TERMINATION**

**Section 1.** In the event of the termination or dissolution of the organization, its assets and records shall be turned over to the Pamlico County Library.

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The By-Laws delineated above were approved at the November 17, 2022 annual meeting.

Initially approved on March 4, 2010.