

**FRIENDS OF THE CUMBERLAND COUNTY
PUBLIC LIBRARY, INC.**

BY-LAWS

ARTICLE I

Section 1. Principal Office: The principal office of the organization shall be located at the Cumberland County Public Library, 300 Maiden Lane, Fayetteville, Cumberland County, North Carolina.

Section 2. Registered Office: The registered office of the corporation which by law is required to be maintained within the State of North Carolina, shall be located at the Cumberland County Public Library, 300 Maiden Lane, Fayetteville, Cumberland County, North Carolina, or at such other place within the State of North Carolina as may, from time to time, be fixed and determined by the Executive Board.

Section 3. Other Offices: The organization may have offices at such places, either within or outside the State of North Carolina, as the Executive Board may from time to time determine.

ARTICLE II

Membership

Section 1. Membership: Membership in this organization shall be open to all individuals and institutions in sympathy with its purposes, according to the following categories:

Individual (\$15), Sponsor (\$50), Patron (\$75), Benefactor (\$100) and Corporate (\$250)

Section 2. Voting. Each membership shall be entitled to one vote.

Section 3. Expulsion. Any member may be expelled from membership for willful failure to obey the corporate charter, constitution, By-Laws, or for non-payment of dues. The only remedy for non-payment of dues shall be expulsion from membership.

Section 4. Dues. The Executive Board shall determine the dues structure for each membership category in Article II Section 1 annually, in sufficient time to distribute the annual renewal communication to the membership during the fourth quarter of the calendar year. For the annual renewal communication, members will have the option of receiving the communication electronically or by regular mail. The Board at its discretion may offer discounts as it deems appropriate.

ARTICLE III

Meeting of Members

Section 1. Annual Meetings. The annual meeting of the members for the election of the Executive Board and for the transaction of such other business as may properly come before the meeting, shall be held in January of each year at such time as designated by the Executive Board in Fayetteville, North Carolina.

Section 2. Substitute Annual Meeting. If the annual meeting shall not be held on the day designated by these By-Laws, a substitute annual meeting may be called in the manner provided for the call of a special meeting in accordance with the provisions of Section 3 of this Article III and a substitute annual meeting so called shall be designated as and shall be treated, for all purposes as the annual meeting.

Section 3. Special Meetings. Special meetings of the members may be called at any time by the President, or by simple majority of the Executive Board.

Section 4. Place of Meetings. All meetings of members shall be held at the principal office of the organization except that a meeting may be held at such other place as may be designated by the Executive Board at its discretion.

Section 5. Notice of Meetings. Written or printed notice stating the time and place of a meeting of members shall be mailed and/or emailed to each member not less than ten days prior to the date of the meeting.

Section 6. Quorum. Two-thirds of the members in attendance shall be necessary to constitute a quorum for the transaction of business.

Section 7. Voting. Each membership who is current in their dues shall be entitled to one vote on all questions, except as otherwise provided by statute, or by the charter of the corporation, constitution or by these By-Laws. The outcome of a vote shall be determined by a majority of the votes so cast. Voting on all matters, except the election of the Executive Board, shall be by voice, paper ballot or show of hands. The election of the Executive Board will be by ballot sent annually during the fourth quarter of the calendar year. For the annual renewal communication, members will have the option of receiving the communication electronically or by regular mail.

ARTICLE IV

Officers

Section 1. Number of Officers. The Officers of the organization shall be a President, Vice President, a Secretary (one person who acts as both Recording and Corresponding Secretary), and a Treasurer. No person may hold more than one office in the organization at the same time.

Section 2. Election, Term of Office. Officers will be elected for a term of one calendar year. The election of Officers will take place by ballot sent to the membership at least ten days before the annual meeting. For the annual renewal communication, members will have the option of receiving the communication electronically or by regular mail.

Section 3. Vacancies. The President, with the approval of the Executive Board, shall fill any vacancy occurring among the Executive Board until the next election.

Section 4. Succession. All Officers may succeed themselves five times (6 one-year terms). At the discretion of the Executive Board, these limits may be extended in one year increments by a vote of two-thirds of the Executive Board in attendance.

Section 5. Removal. Executive Board members may be removed, either with or without cause, by a vote of two thirds of the Executive Board in attendance at a special meeting of the Executive Board called for that purpose.

Section 6. Attendance. Executive Board members shall be removed for failure to attend two consecutive, unexcused meetings, unless excused by a majority vote of the Executive Board at the next board meeting.

Section 7. Resignation. Any Executive Board member may resign at any time by giving written notice to the Executive Board or to the President, Secretary or the Treasurer of the organization. Any such resignation shall take effect upon its being accepted by the Executive Board.

Section 8. President. The President shall be the Chief Executive Officer of the organization, and subject to the instructions of the Executive Board; they shall have general charge of the business and property of the organization and preside over the Executive Board, its designated persons and employees. The President shall preside at all meetings of the membership and of the Executive Board at which they may be present.

The President shall perform such other duties as from time-to-time may be assigned by the Executive Board.

Section 9. Vice President. The Vice President shall chair the Friends' Nominating Committee. At the request of the President, or in their absence or disability, the Vice President shall perform all the duties of the President and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties and have such authority as from time-to-time may be assigned by the Executive Board.

Section 10. Secretary. The Secretary (same person acts as both Recording and Corresponding Secretary, hereafter referred to as the "Secretary") shall keep the minutes of the meetings of members and of the Executive Board, and shall see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law. Under the direction of the Secretary, the Operations Manager shall be custodian of the records, books, reports, statements, certificates and the documents of the organization and of the seal of the corporation and to all documents requiring such seal. The secretary shall perform all duties and possess all authority incident to the office of Secretary, and shall perform such other duties and have other such authority as from time-to-time may be assigned by the Executive Board.

Section 11. Treasurer. The Treasurer shall have supervision over the funds, securities, receipts and disbursements of the organization. Under the direction of the Treasurer, the Operations Manager shall keep full and accurate accounts of the finances of the organization and shall cause a true statement of its assets and liabilities at of the close of each calendar year, and of the results of its operations and of changes in surplus for such calendar year, all in reasonable detail. The Treasurer shall in general perform all duties and have all authority incident to the Office of Treasurer and shall perform such other duties and have such other authority as from time-to-time may be assigned or granted by the Executive Board. They may be required to have a bond for the faithful performance of their duties in such form and amount as the Executive Board may determine.

Section 12. Delegation. In case of the absence of an Officer of the organization or for any other reason that the Executive Board may deem sufficient, the Executive Board may delegate the powers of such duties of such member of the Executive Board for the time being provided a majority of the entire Executive Board concurs therein.

ARTICLE V

Representatives

Section 1. Number, Term of Office. The organization shall have a representative for each library branch location. The term of office for Representatives shall be one year. All representatives may succeed themselves an unlimited number of times.

Section 2. Election of Representatives. The Representatives shall be elected by mail ballot and announced at the annual meeting of members. The persons who shall receive the highest number of votes shall be elected Representatives.

Section 3. Executive Board. The Officers and Representatives shall constitute the Executive Board of the organization.

Section 4. Removal/Resignation/Vacancies. Representatives will be treated in the same manner that Officers are treated with regard to removal, resignations and vacancies.

Section 5. Duties.

DUTIES

1. Is a frequent user of their library branch.
2. Promotes the Friends of the Library and encourages membership in the Friends in their respective branch's area of the county.
3. As a new branch representative, arranges an initial meeting with the branch manager to form a relationship, meet staff, and determine how they can be of service.
4. Develops ways to show appreciation to branch staff.
5. Provides help with special library events at their branch, and in consultation with the branch manager, enlists the assistance of other volunteers.
6. Assists in securing, in cooperation with the branch manager, free public programs of interest to the community.
7. Promotes Friends and Library events to members of other organizations, such as church groups, civic organizations and other groups to which they belong.
8. Attends and is an active participant in Friends Executive Board meetings.

ARTICLE VI

Meeting of Executive Board

Section 1. Meetings. Meetings of the Executive Board shall be bi-monthly (every other month) as designated by the Executive Board.

Section 2. Special Meetings. Special meetings of the Executive Board may be called at any time by the President or a simple majority of the Executive Board.

Section 3. Place of Meetings. All meetings of the Executive Board shall be held at the principal office of the organization except that a meeting may be held at such other place as may be designated by the Executive Board at their discretion.

Section 4. Quorum. A simple majority of members of the Executive Board in attendance in person or virtually, shall constitute a quorum for the transaction of business.

Section 5. Voting. Voting on all matters shall be by voice, paper ballot, show of hands, or by electronic means.

Section 6. Parliamentary Procedure. The most recent *Robert's Rules of Order* shall be used for procedural questions.

ARTICLE VII

Contracts, Loans, Deposits, Checks, Drafts, Mileage Reimbursement, Etc.

Section 1. Contracts. Except as otherwise provided in these By-Laws, the Executive Board may authorize any Officer or Officers, designated people to enter into a contract or to execute or deliver an instrument on behalf of the organization, and such authority may be general or confined to specific instances.

Section 2. Funds and Liability. No member of the Executive Board shall have any authority to borrow money in the name of or on behalf of this organization. No member of the Executive Board of this organization shall act as, or be deemed to be, an agent of the members of this organization; nor shall any member of the organization have authority to incur any obligation in excess of the amounts allotted by the Executive Board for the specific purpose. No contract shall in any event be entered into, and no obligation shall be incurred beyond the amount of funds on hand or in the bank after deducting therefrom, or providing for, the total of all unpaid accounts and unpaid obligations and liabilities.

Section 3. Deposits. All funds of the organization shall be deposited from time-to-time to the credit of the organization in such banks or trust companies or with such bankers or other depositories as the Executive Board may select, or as may be selected by any Officer or Officers, designated people of the organization to whom such power may from time-to-time be given by the Executive Board.

Section 4. Checks, Drafts, Etc. All notes, drafts, acceptances, checks and endorsements or other evidences or indebtedness shall be signed by the President or the Vice-President or by the Secretary or Treasurer, or in such other manner as the Executive Board from time-to-time may determine. Endorsements for deposit to the credit of the organization in any of its duly authorized depositories will be made by the President, Secretary or Treasurer or by any Officer or designated person who may be approved by resolution of the Executive Board in such manner as such resolution may provide.

ARTICLE VIII

Committees

Section 1. Establishing ad hoc Committees. The President, with the approval of the Executive Board, may appoint such committees as are necessary for carrying out the activities of the organization and may appoint members from the general Friends membership as their Chair. The President appoints the chair of each committee for a one year term. However, each chair may be re-appointed by the President.

Section 2. Chairs. The Chairs of all committees are invited to attend the Executive Board meetings as non-voting members as long as their committee remains active.

Section 3. Standing Committees. Standing committees will include book sale, membership, nominating and fundraising.

Section 4. Members of the fundraising committee sign the Fundraising Committee and Donor Confidentiality Policy to ensure that donor information remains private.

ARTICLE IX

Amendments

Section 1. These By-Laws may be amended by a two-thirds vote of those present at a regular or special meeting of the Executive Board, provided that written notice is given to all members of the Executive Board at least fifteen days before the said meeting.