ALEXANDER FRIENDS OF THE LIBRARY
BYLAWS

Article I
NAME

The name of this organization shall be ALEXANDER FRIENDS OF THE LIBRARY. This is a 501(c)(3) non-profit, non-sectarian, non-political organization. As of 10/31/2008, the Federal Employer Identification Number is 26-3611739.

Article II
PURPOSE

Section 1: Mission Statement: In cooperation with the Alexander County Library (including all branches in the County), the Alexander Friends of the Library shall promote the cultural life of the community by being an advocate for the library. The Friends shall assist in providing a diversity of programs and materials through publicity and financial assistance to reach all people of Alexander County.

Section 2: Authority: It is recognized that the responsibility for the administration of the library’s finances and for the establishment of library policy and objectives is vested in the Library Board of Trustees, subject to the approval of the Alexander County Board of Commissioners.

Article III
MEMBERSHIP AND DUES

Section 1: All persons and organizations interested in the purposes of this organization shall be eligible for membership.

Section 2: Individual members and one representative appointed by any member organization shall be able to vote, to hold office, and to serve on committees.

Section 3: The membership year shall begin on February 1 and conclude on January 31.

Section 4: Annual dues will be established by the Executive Board, with said dues being payable on or before February 1 of each year.

Section 5: The Executive Board shall determine the classes of membership and the amounts of dues for each class, as it sees fit.

Article IV
FUNDS

Section 1: Money received by the Friends shall be used only for those purposes specified under Article II.

Section 2: During the interval between regular meetings or special-called meetings, no financial obligations shall be incurred, or bills paid, unless first approved by the Executive Board.

Suggested Bylaws Revision 3 – Draft 2 – DJB – 12/19/23 – post online
Section 3: Bank statements are to be provided to the Treasurer who shall review all transactions to ensure that only checks for those purposes specified under Article II and approved by the Executive Board have been written. After the review, the Treasurer shall regularly provide financial reports to the Executive Board and membership.

Section 4: No funds shall be used for maintenance or improvement of library buildings, or for any item or equipment which cannot be directly connected with the purpose of the organization as outlined in ARTICLE II.

Section 5: The fiscal year of this organization shall begin on January 1 of each year and end on December 31 of the same year.

Section 6: Requests for funds will be made by any Librarian or Branch Manager or his/her designee to the President or Treasurer, or other Executive Board member appointed by the President to receive such requests. All requests shall be approved by a majority of the Executive Board. The Executive Board shall establish an approval process and note that process in Board minutes. The process shall also be communicated to all Librarians and Branch Managers, as appropriate.

Article V
MEETINGS

Section 1: General meetings of the organization shall be held quarterly. The exact dates and places of meetings shall be determined by the Executive Board, and proper notice given to the membership.

Section 2: Special meetings may be called at any time by the President or any three (3) members of the Executive Board.

Section 3: The last meeting of the calendar year (generally the October quarterly meeting) shall be the Annual General Meeting, at which time Board members and officers shall be elected.

Section 4: A majority of Board members shall constitute a quorum at all meetings of the Executive Board. Seven members shall constitute a quorum at meetings of the membership.

Section 5: The latest edition of Roberts Rules of Order, when not in conflict with these bylaws, shall govern the proceedings of this organization.

Section 6: Any member may submit suggested items to be included in a general meeting agenda. Such items shall be submitted at least three (3) days in advance of the meeting. The President or the Executive Board shall decide if submitted items shall be included in the agenda.

Section 7: Meetings of the Executive Board and general members may be held by electronic means (such as video conference calls) and such meetings are as valid as meetings held face-to-face.

Section 8: For the purpose of conducting business in between meetings, the Executive Board may communicate via email using “REPLY ALL.” Any business decisions discussed and voted on by email shall be printed by the Secretary and kept in the correspondence file. At the next face-to-face meeting of the Executive Board, the Secretary shall provide a summary of the business conducted electronically and enter any action into the minutes.
Article VI
EXECUTIVE BOARD AND OFFICERS

Section 1: There shall be an Executive Board, which shall consist of no less than three (3) Friends members and no more than eleven (11) Friends members. The Library Director (Librarian), the Immediate Past President of the Friends and the Chairman of the Library Board of Trustees shall serve as non-voting ex-officio members of the Board. Board Members will begin their term at the beginning of the organizations’ fiscal year.

Section 2: Board members shall be elected by the Members for a term of three years, unless a Board member desires to be elected for a shorter term. Board members may be elected to successive terms as appropriate.

Section 3: The officers of this organization shall be a President, a Vice President, a Secretary, and a Treasurer, and any other officers whom the Executive Board shall deem necessary. Duties of officers may be specifically outlined by the Executive Board, and shall also confirm to the duties exercised by the officers of a voluntary organization, as outlined by the North Carolina Nonprofit Corporation Act (Chapter 55A). The President and Vice President must be members of the Friends of the Library when elected and must maintain their membership throughout their time in office.

Section 4: Election of officers:
   a. A nominating committee shall be appointed annually by the President prior to the annual meeting. A list of nominees shall be presented to the membership at the annual meeting. Additional nominations may be made from the floor.
   b. Election shall be by voice vote except when two or more persons are nominated for the same office. In that case, the vote may be by voice vote or written ballot. A majority vote of those present shall be necessary for the election of each officer. Officers shall be elected to terms of one year and may succeed themselves.

Section 5: In the event that a vacancy in office occurs:
   a. The Vice President shall generally succeed the President.
   b. Other vacancies shall be filled for the remainder of the term through appointment by a majority vote of the Executive Board.

Section 6: The Immediate Past President shall serve in an ex-officio capacity for one year immediately following his/her presidency. This term may be extended by a majority vote of the Executive Board.

Section 7: A Friends Board member shall be appointed as a liaison to the library’s Board of Trustees. This liaison should attend all Trustee meetings, be prepared to report Friends issues and activities to the Trustees, and report back to the Friends. To avoid any perceived conflict, no library Trustee, other than the Chairman of the Library Board of Trustees serving in an ex-officio capacity, shall serve as a member of the Executive Board.

Section 8: The Executive Board shall conduct the affairs of the organization between general membership meetings.

Section 9: The Executive Board shall generally meet at least quarterly.

Section 10: A vacancy on the Executive Board shall be considered to have occurred when a member of the Board has three successive unexcused absences, resigns, or fails to fulfill the
responsibilities of a Board member. Vacancies on the Board shall be filled by the remaining members of the Executive Board for the unexpired term. Board members filling vacancies may be elected to a full term in the succeeding year.

**Article VII**

**COMMITTEES**

Section 1: Committees and chairpersons thereof shall be appointed by the President, as needed. The President shall determine the scope and length of service of the committee.

Section 2: All committee chairpersons shall submit all projects and proposed actions to the Executive Board for approval prior to carrying out such projects or actions. This submission should be made to the President at least five (5) days prior to any proposed project implementation or action.

Section 3: Each committee chairperson shall deliver all official materials to his/her successor.

Section 4: Advisory Committee. While the official affairs of this organization shall be conducted by the Executive Board, the President may, at his/her discretion, or must at the request of three or more members of the Board, call a meeting of a larger group to act as an Advisory Committee. The membership of the Advisory Committee may vary. It must generally include the elected officers, the Library Director, and a member of the Library Board of Trustees; it may include such other people as may be desired to serve as advisors to the Executive Board. The Advisory Committee shall meet at the call of the President. A quorum shall be a majority of the number of persons invited to attend.

**Article VIII**

**INDEMNIFICATION**

Section 1: The members of the Executive Board shall not be personally liable to the corporation or to any other entity for monetary damages arising out of any action, whether by or in the right of the Executive Board or otherwise, for any breach of duty as a member, officer, or director, except for liability with respect to: (1) acts or omissions that such director at the time of the breach knew or believed were clearly in conflict with the best interests of the corporation, (2) any liability under Sections 55A-8-32 or 55A-8-33 of the Act, and (3) any transaction from which such director derived an improper personal financial benefit. Also, as used herein, the term "improper personal benefit" does not include a Director's reasonable compensation or other reasonable incidental benefit for or on account of service as an employee, independent contractor, attorney or consultant of the corporation. If the Act is amended after the date of the Articles of Incorporation to authorize corporate action further eliminating or limiting the personal liability of the director, then the liability of the Director shall be eliminated or limited to the fullest extent permitted by the Act, as so amended. No amendment or repeal of the provisions of this Article VIII shall apply to or have any effect on the liability or alleged liability of any Director of the corporation for or with respect to any act or failure to act on the part of such Director party occurring prior to such amendment or repeal.

Section 2: It is the policy of the corporation to indemnify to the maximum extent permitted by the Act any one or more of the indemnified parties against judgments, penalties, settlements and other liabilities incurred by them in connection with any pending, threatened or completed action, suit or proceeding, whether civil, criminal investigative or administrative and against reasonable costs and expenses (including attorneys' fees) in connection with any such proceeding, where liabilities and litigation expenses were incurred incident to the good faith
performance of their duties. As used herein, the term "indemnified parties" shall mean the officers of the corporation, the members of the Executive Board, and all officers and members of committees as listed in a duly authorized resolution adopted by either the Executive Board or its approved committees. The corporation may advance expenses in connection with any proceeding to any such person in accordance with applicable law. The use of funds of the corporation for indemnification or for purchase and maintenance of insurance for the benefit of the indemnified parties shall be deemed a proper expense of the corporation.

Article IX
AMENDMENTS OR CHANGES

Amendments or changes to these bylaws may be adopted at any general membership meeting by a two-thirds (2/3) vote of those present. Members of the Friends shall be notified in writing of any proposed change to the by-laws at least two (2) weeks before that meeting at which the vote is to take place.

Approved: August 10, 2010

Revision 1 and approved October 2012 (Revision, added third at-large member, made past president non-voting ex-officio)

Revision 2 – August 2016 and April 2017 – remove Art IV, Sect 5 & 6, changes to conform to practice, minor corrections. Approved at July 2017 Quarterly Meetings.

Revision 3 – (Date)

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President, Alexander Friends of the Library  Secretary, Alexander Friends of the Library