

**Constitution and Bylaws
Of the Friends of the Chatham Community Library**

Approved as of June 2013

Article I. Name.

1. The name of this organization shall be the Friends of the Chatham Community Library, Inc., hereinafter referred to as the Friends.

Article II. Purposes.

1. The purposes of the Friends are to maintain an association of persons interested in the Chatham Community Library; to support the development of library services, programs and facilities for the community; to promote reading; to keep the public informed of the library's functions and needs; and to encourage gifts, endowments, and bequests.

Article III. Membership.

1. All persons or groups interested in the purposes of the Friends shall be eligible for membership.
2. Each member (person or group) shall be entitled to one vote at the annual membership meeting.

Article IV. Dues and Fiscal Year.

1. The annual dues shall be determined by the Board of Directors (hereinafter "Board").
2. The fiscal year shall begin July 1.

Article V. Officers, Elections, and Terms of Office.

1. The officers of the Friends shall be President, Vice-President, Secretary, and Treasurer. The officers shall have the usual duties and authorities exercised by officers of a nonprofit organization.
2. These officers shall be elected at the annual membership meeting for a term of one year, by a majority of members present.
3. Prior to the December Board meeting, the President shall appoint a nominating committee consisting of three (3) members, whose function shall be to nominate and obtain consent of members to serve as officers for the following year. Nominations also may be made from the floor at the annual membership meeting, provided that consent of the nominee(s) has/ have been obtained.
4. The newly elected officers will assume their duties July 1.

Article VI. Board of Directors.

1. The Board shall consist of the four (4) elected officers, one representative of the Friends book sale activity, one representative of the Chatham County Library Advisory Committee, and the immediate past President of the Board, plus standing committee heads and other members, not to exceed seventeen (17) board members total. Standing committees shall include Publicity and Membership, and others as determined by the Board for carrying out the business of the Friends.
2. The Board of Directors shall act on projects proposed, including funding for such projects, and on matters arising between meetings of the Friends. It shall receive reports of officers and committee chairs, fill vacancies occurring in office (except that the Vice President shall automatically fill a vacant Presidency), approve new board members, and create ad hoc committees for special projects when the need arises.
3. No committee, officer or member of the Friends shall have any authority to make any contract, or incur any indebtedness, obligation or liability in the name of, or on behalf of, the Friends without the approval of the Board. However, the President, Vice-President, and Treasurer may, acting in concert, approve expenditures up to \$250. Any such action will be reported to the Board at the next Board meeting.
4. The treasurer shall receive and disburse funds of the Friends as ordered by the Board, shall make a full report of receipts and disbursements as may be required, and shall file financial reports as required by law.
5. The entire Board shall be placed under bond if so ordered by the Board.
6. The Board shall meet at least six (6) times a year. Any member who misses more than half of the regularly scheduled meetings shall be given the opportunity to resign.
7. A quorum of the Board shall be a majority of Board members at the time. The Board may vote by phone or email if matters arise necessitating Board action between meetings.

Article VII. Fiscal Policies.

1. The books and accounts of the Friends shall be kept in accordance with sound accounting principles.
2. No part of the net earnings of the Friends shall inure to the benefit of any member, officer or individual. No part of the Friends' activities shall involve attempts to influence legislation, to carry on propaganda, or to intervene in any political campaign on behalf of any candidate for public office except as allowed within the meaning of Section 1.501(c)(3) of the Internal Revenue Code. No Board member shall receive remuneration for service on the Board. When authorized by the Board, reimbursement may be made for travel and other out-of-pocket expenses in discharging official duties.
3. In the event of dissolution of the Friends of the Chatham Community Library, after payment, or provision for payment, of all debts and liabilities, all assets remaining shall be turned over to another nonprofit, charitable or educational organization to be selected by a majority of the Board at the time of such dissolution.

Article VIII. Meetings of the Membership.

1. There shall be at least one (1) regular member meeting of the Friends each year, customarily in the spring.
2. A special meeting of the Friends may be called at any time by consent of the Board, or on written request of ten (10) members of the Friends. The purpose of the meeting shall be expressed in the call and members shall be notified at least two (2) weeks prior to the date of the meeting.

Article IX. Amendments.

1. This constitution and bylaws may be amended at any regular or special meeting of the Friends by a majority of the members present, provided that written notice of the proposed amendment is sent to each member at least two (2) weeks before the meeting.

Article X. Parliamentary Procedure.

1. Robert's Rules of Order, Newly Revised, when not in conflict with these bylaws, shall govern the proceedings of the Friends and Board.

--- end of Bylaws ---

Bylaws change log:

Date	Summary of changes made
12 June 2013	Changes proposed by the Board to the membership. Membership approved changes at the annual meeting in June 2013.
19 June 2023	Bylaws and MoU reformatted for posting to web site. Bulleting was changed to numbering, white space removed, etc.
22 Aug 2023	MoU removed, as it was never fully executed by all parties.