

BYLAWS OF GIVEN MEMORIAL LIBRARY - 2015

ARTICLE I - OFFICES

Section 1. Principal Office. The principal office of the Given Memorial Library, a non-profit corporation, (Corporation) shall be located at 150 Cherokee Road, Pinehurst, Moore County, North Carolina.

Section 2. Registered Office. The registered office of the Corporation shall be at Pinehurst or at such other places within the state of North Carolina as may from time to time be fixed and determined by the Board of Directors.

ARTICLE II - BOARD OF DIRECTORS

Section 1. General Powers. The property, affairs, and business of the Corporation shall be managed by the Board of Directors.

Section 2. Membership. The Board of Directors shall consist of not less than nine members and no more than thirty.

Section 3. Term of Office.

A. Except in the case of Directors appointed to fill a vacancy as provided in Section 5 of this Article, the Term of Office for a new board member shall be the total of (i) the time between their election and the end of the year in which elected and (ii) three more years. If re-elected each consecutive term will be three years. The Term of a new board member will commence at the close of the meeting in which the Director is elected. No director may serve more than three Terms which may be consecutive.

Section 4. Nomination and Election of Directors and Officers.

A. A Nominating Committee consisting of three current Board members, two of whom will be serving at least one year, plus, if desired, one appointee from the Pinehurst community not then serving as a Director, who has knowledge of and interest in the needs of the Corporation, shall be appointed by the President, with the approval of the Board.

B. The Nominating Committee shall select its own chairman at its first meeting and shall be responsible for the orderly conduct of the committee's work and for reporting the committee's recommendations for new Directors and officers to the Board of Directors.

C. The Nominating Committee shall investigate the requirements and plans of the Corporation as perceived by both the outgoing and continuing Directors and officers, and as they may relate to the qualifications of potential nominees.

D. New members of the Board of Directors shall be elected by a majority of the then serving Board of Directors at any regular meeting. Officers of the Corporation shall be elected by a majority of the then serving Board of Directors at the annual meeting.

Section 5. Removal and Replacement of Directors.

- A. Should a vacancy occur in the term of office of any Director for any reason, the Board of Directors may elect a new Director to complete the unexpired term. Any Director so appointed who serves less than a year shall be eligible for election for a full term thereafter. In addition, if additional Directors are to be elected by the Board of Directors, this provision also applies to them.
- B. Any Director may be removed from office, with or without cause, by vote of a majority of the sitting members of the Board of Directors
- C. Directors shall be expected to attend at least three-fourths of the regular meetings unless specifically excused by the President.

Section 6. Resignations. Any Director may resign at any time by giving written notice to the President or Secretary of the Board of Directors. Such resignation shall take effect upon its acceptance by the Board of Directors.

Section 7. Ex-Officio Board Members

- A. One of the Directors shall be the mayor of the village of Pinehurst. This position shall not be subject to Sections 3, 4, 5, and 6 of the Article but will otherwise have the full rights and responsibilities of any other Director. (March 11, 2015)

ARTICLE III-MEETINGS

Section 1 Regular Meetings. The Directors shall meet at the time specified by the President, or, in his or her absence or disability, by the Vice-President

Section 2. Annual Meetings. The annual meeting shall be the regular December meeting.

Section 3 Special Meetings. Special meetings of the Board of Directors may be called by the President or at the request of three of the Directors.

Section 4. Place of Meetings. All meetings of the Board of Directors shall be held at the principal office of the Corporation unless another location has been agreed upon in advance by the Directors.

Section 5. Notice of Meetings. Regular meetings of the Board of Directors may be held without notice unless there is a change of time and place. Such change shall require notice to each Director at his or her residence or usual place of business by mail, email, facsimile, or telephone. At least three days' written notice of special meetings stating purpose, orf the meeting shall be given to each Director in the manner indicated above. Attendance at any meeting shall constitute waiver of notice.

Section 6 Quorum. A majority of the sitting members of the Board of Directors shall constitute a quorum at any regular or special meeting.

Section 7. Informal Action of Directors. In the event that action of the Board of Directors is required when a regular or special meeting is impossible, the question to be acted upon may be presented to the Directors by mail or facsimile, telephone, email or in person, and the Directors may vote by mail or facsimile, telephone, email or in person with confirmation in writing. If a majority of Directors consent to the proposed action, the action shall constitute Board action, and the written consents shall be filed with the minutes of the proceedings of the Board.

ARTICLE IV-OFFICERS

Section 1. Number of Officers. The officers of the Corporation shall consist of at least a President, one Vice-President, Secretary and Treasurer and shall be elected from among the Directors.

Section 2. Election and Term of Office. Each officer shall be recommended by the Nominating Committee and elected by the Board of Directors at the annual meeting and shall hold office until his or her successor shall have been duly chosen and qualified.

Section 3. Subordinate Officers and Agents. The Board of Directors from time to time may appoint other officers and agents, each of whom shall hold office for such period, have such authority and perform such duties as the Board of Directors from time to time may determine. The Board of Directors may delegate to any officer or agent power to appoint any subordinate officer or agent and to prescribe his or her respective authority and duties.

Section 4. Removal. The officers designated in Section 1 and 3 of this Article may be removed either with or without cause by a vote of the majority of the sitting Directors of the Corporation at any regular or special meeting.

Section 5. Resignations. Any officer may resign at any time by giving written notice to the President or the Secretary of the Board, and such resignation shall become effective upon it being accepted by the Board of Directors. Resignation by subordinate officers and agents shall take effect when received by the Board of Director appointing the person resigning.

Section 6. Vacancies. A vacancy in any office for any reason may be filled for the unexpired portion of the term by the Board of Directors.

Section 7. Duties.

A. President The President shall be the chief executive officer of the Corporation and subject to the instructions of the Board of Directors, shall have charge of the business, affairs and property of the Corporation and control over its other officers, agents and employees. He or she shall preside at all meetings of the Board at which he or she is

present. The President shall perform such other duties as from time to time may be assigned to him or her by the Board of Directors.

B. Vice-President. At the request of the President or in his or her absence or disability, the Vice-President shall perform 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 other authority as from time to time may be assigned by the Board of Directors.

C. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors and shall see that all notices are duly given as required by law. He or she shall be the custodian of the records, books, reports, statements, certificates and other documents of Given Memorial Library, a non-profit corporation, and of the seal of the Corporation. In general the Secretary shall perform all duties and possess all the authority incident to the office and shall perform such other duties and have such other authority as from time to time may be assigned to him or her by the Board of Directors.

D. Treasurer. The Treasurer shall have supervision over the funds, securities, receipts and disbursements of the Corporation. He or she shall keep full and accurate accounts of the finances of the Corporation and shall cause a true statement of its assets and liabilities as of the close or each year to be made and filed at the registered principal office of the Corporation within two months after the end of the fiscal year. The Treasurer in general shall perform all duties and have all the authority incident to the office of the Treasurer and shall perform such duties and have such other authority as from time to time may be assigned to him or her by the Board of Directors. He or she may be required to be bonded in such form and amount as the Board of Directors may determine.

ARTICLE V-FINANCE

Section 1. Fiscal Year. Effective January 1, 2005, the fiscal year of the Corporation shall begin on January 1 of each year and terminate on December 31 of the same year

Section 2. Indemnification. The Corporation shall indemnify and save harmless the Board of Directors and each of them from liability imposed by law, excepting liability for gross negligence and attorney's fees incurred in connection therewith, which may be incurred by them or anyone or more of them in connection with the performance of their official duties on behalf of the Corporation.

Section 3 Audits. The financial affairs of the Corporation shall be audited at least annually by a person or firm to be designated by the Treasurer with the approval of the Board of Directors.

ARTICLE VI-COMMITTEES

Section 1. Standing Committees. The President, with the approval of the Board of Directors, shall appoint members of standing committees or special committees as needed to facilitate the management of the Corporation.

Section 2. Committees. Committees for the study and investigation of special problems may be appointed by the President, with the approval of the Board of Directors. Such committees may include persons from the Pinehurst community. Committee members may serve until completion of the work for which they were appointed.

Section 3. Friends of the Library. A group of citizens interested in the welfare of the Library may form a Friends of the Library Association with the approval of the Board of Directors. The Board of such an association shall include a Director from the Board of Directors of the Corporation and shall be subject to the policy direction from the Board of Directors of the Corporation.

ARTICLE VII-GENERAL

Section 1. Corporate Seal. The corporate seal shall be in such form as shall be approved from time to time by the Board of Directors.

Section 2. Waiver of Notice. Whenever any notice is required to be given to any Director under the provisions of North Carolina law or under the provisions of the charter or bylaws of the Corporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

ARTICLE VIII-AMENDMENTS

These bylaws may be amended at any regular or special meeting by a two-thirds vote of the sitting members of the Board of Directors, provided that the amendment has been submitted in writing at the previous regular meeting or at least seven days before the meeting/

ARTICLE IX-PARLIMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order* shall govern the Corporation in all cases to which they are applicable and are not inconsistent with these bylaws.