

**BYLAWS
OF
PUBLIC LIBRARY OF CHARLOTTE AND MECKLENBURG COUNTY**

ARTICLE I

ORGANIZATION, PURPOSE AND MISSION

Section 1.1 Organization. Public Library of Charlotte and Mecklenburg County (the “Library”) is a body corporate created by the General Assembly of North Carolina.¹ Mecklenburg County is the Library’s principal funding source and strategic partner. The special relationship between the Library and the County may be reflected in resolutions, policies and interlocal agreements approved from time to time by the Board of Trustees.

Section 1.2 Tax Status. The Internal Revenue Service has determined that the Library is an instrumentality or political subdivision of the state and, as such, the Library’s income is not subject to Federal income tax as stated in section 115 of the Internal Revenue Code, and contributions to the Library are deductible by the donors as provided for in section 170 of the Internal Revenue Code.²

Section 1.3 Name. For convenient identification and recognition, the Library may use the assumed name “Charlotte Mecklenburg Library.”

Section 1.4 Facilities. The Library may own, lease and operate library facilities at such locations as may be selected by the Board of Trustees.

Section 1.5 Registered Office. The registered office of the Library required by law to be maintained in the State of North Carolina shall be located at such place as the Board of Trustees may establish from time to time.

Section 1.6 Purpose. The purpose of the Library is to provide free library service, as defined by applicable state law and as outlined in standards for public library service approved by the North Carolina State Library, to residents of Mecklenburg County. The Library may also provide library service to nonresidents on such terms as the Board of Trustees may prescribe.

Section 1.7 Mission. The core mission of the Library is to provide public access to information. In doing so, the Library seeks to expand minds, empower individuals and enrich the community.

¹ The Library was incorporated as the “Charlotte Carnegie Public Library” by act of the General Assembly, Chapter 16, Private Laws of 1903. The charter of the Library and revisions thereto were consolidated in Chapter 710 of the Session Laws of 1965, as subsequently modified by Chapter 368 of the Session Laws of 1979 and Session Law 2007-70.

² Determination letter dated August 18, 1995, from the Internal Revenue Service to the Library.

ARTICLE II

BOARD OF TRUSTEES

Section 2.1 General Powers. All corporate powers shall be exercised by or under the authority of the Board of Trustees, and the business and affairs of the Library shall be managed under the direction of the Board. Without limiting the generality of the foregoing sentence, the Board shall reserve to itself the ultimate responsibility and authority for reviewing and deciding matters of fundamental importance.

For example, the following matters should be considered and acted on by the Board: (a) capital and operating budgets, (b) strategic plans, (c) audited financial statements, (d) the employment and compensation of the Chief Executive Officer and Director of Libraries and (e) other fundamental matters of good corporate governance such as risk management, internal financial controls and major programs and policies (such as conflict-of-interest, whistleblower, privacy and a “library bill of rights”).

Section 2.2 Number, Appointment and Term. The Board of Trustees shall consist of 11 trustees. Ten trustees shall be appointed by the Board of County Commissioners of Mecklenburg County, and one shall be appointed by the Charlotte-Mecklenburg Board of Education. No person shall be eligible to serve as a trustee during the time he holds any elective public office. Each trustee shall be appointed for a four-year term, except that an appointment to fill a vacancy of an unexpired term shall be for the remainder of the unexpired term only, and all trustees shall continue in office until their successors are appointed and qualified. The appointing authorities shall endeavor to stagger the terms of trustees. No trustee shall be eligible for reappointment after the completion of two full four-year terms until an interval of at least one year has elapsed.

Section 2.3 Removal. Any trustee appointed by the Board of County Commissioners may be removed, with or without cause, at any time by a four-fifths vote of that Board. The trustee appointed by the Charlotte-Mecklenburg Board of Education may be removed, with or without cause, by a two-thirds vote of that Board. A trustee shall be removed upon missing three consecutive meetings of the Board of Trustees without good cause.

Section 2.4 Chair and Vice Chair of Board. The trustees shall annually elect from their number a Chair of the Board (the “Chair”) and a Vice Chair of the Board (the “Vice-Chair”). No trustee shall serve in either of such offices for more than two consecutive one-year terms. The election to fill these offices for the year shall generally occur at the last regular meeting of the preceding calendar year.

Section 2.5 No Compensation; Reimbursement of Expenses. Trustees shall be volunteers and shall not receive any compensation for their services as trustees or officers. The trustees may, by resolution of the Board, authorize the reimbursement of reasonable and necessary expenses incurred by a trustee on behalf of the Library.

Section 2.6 Duty to Support Mission. All members of the Board of Trustees shall support the mission of the Library and promote its sustainability.

ARTICLE III

MEETINGS OF TRUSTEES

Section 3.1 Regular Meetings. The Board of Trustees shall, by resolution, establish the times and places for holding regular meetings of the Board.

Section 3.2 Special and Emergency Meetings. Special and emergency meetings of the Board of Trustees may be called by or at the request of the Chair, the Chief Executive Officer, the Director of Libraries, or any two trustees, to be held at such time and place as may be fixed by the person or persons calling the meeting in accordance with applicable law.

Section 3.3 Notice of Meetings. The Secretary shall be responsible for giving, filing, posting and distributing timely notice of all official meetings of the Board of Trustees when and as required of a “public body” by the North Carolina General Statutes.

Section 3.4 Quorum. A majority of the trustees in office immediately before the meeting begins shall constitute a quorum for the transaction of business at any meeting of the Board of Trustees.

Section 3.5 Manner of Acting. The affirmative vote of a majority of the trustees present and eligible to vote at a duly convened meeting of the Board of Trustees at which a quorum is present shall be the act of the Board.

Section 3.6 Presumption of Assent. A trustee who is present at a meeting of the Board of Trustees or the Executive Committee when corporate action is taken by or on behalf of the Board is deemed to have assented to the action taken unless (a) at the beginning of the meeting or promptly upon arrival, the trustee objects to holding the meeting or transacting business at the meeting, (b) the trustee’s dissent or abstention from the action taken is entered in the minutes of the meeting, or (c) the trustee files written notice of dissent or abstention with the presiding officer of the meeting before its adjournment or with the Library immediately after the adjournment of the meeting. Such right of dissent or abstention is not available to a trustee who votes in favor of the action taken.

Section 3.7 Electronic Participation. The Board of Trustees may permit any or all trustees to participate in a regular or special meeting by any means of communication by which all participating trustees may simultaneously hear each other during the meeting. A trustee participating in a meeting by this means is deemed to be present in person at the meeting.

Section 3.8 Open Meetings. The Board of Trustees shall cause all meetings of the Board to be conducted in accordance with the Open Meetings Law of the State of North Carolina.

Section 3.9 Robert's Rules of Order. Meetings of the Board shall be conducted in accordance with the most recent edition of *Robert's Rules of Order* except as otherwise provided in these bylaws or applicable law. However, the failure to observe such rules shall not invalidate an otherwise valid action of the Board.

Section 3.10 County Manager. The County Manager of Mecklenburg County shall be notified of, and invited to attend and participate in, all meetings of the Board of Trustees, or to designate a member of his staff to attend and participate in his stead. Neither the County Manager nor his designee shall be entitled to vote as a trustee or be counted in the determination of a quorum.

ARTICLE IV

COMMITTEES

Section 4.1 Executive Committee. The Board of Trustees shall, by resolution adopted at a meeting of the Board, appoint an Executive Committee consisting of the Chair, Vice Chair and one or more additional members of the Board of Trustees. The appointments for the year shall generally be made at the last regular meeting of the preceding calendar year. The Executive Committee shall have authority to act on behalf of the Board to the fullest extent allowed by applicable law; provided, however, the Executive Committee is expected to (a) act only to the extent reasonably needed between meetings of the Board (including the setting of meeting agenda, the review of bids and award of contracts, and the development of major Board initiatives) and (b) report any such action to the Board at or prior to the next meeting of the Board. Notwithstanding anything to the contrary in the preceding sentence, the Executive Committee shall not have authority to (i) approve dissolution or merger, or the sale, pledge, or transfer of all or substantially all of the Library's assets; (ii) elect, appoint or remove trustees, officers, or the members of any committees; or (iii) adopt, amend, or repeal the articles of incorporation or bylaws of the Library.

Section 4.2 Other Committees. The Board of Trustees may create other committees that do not have authority to act on behalf of the Board and that may have members who are not trustees. Such committees may include, for example, standing committees such as a Finance and Audit Committee and a Nominating Committee (which may be the same as the Executive Committee).

The chairs and members of these committees shall be appointed annually by the Chair. Each such committee shall adopt and regularly review a charter describing its purposes and procedures, such adoption and any substantial revisions to be subject to approval by the Board.

The Chair may also create and appoint other *ad hoc* committees that do not have authority to act on behalf of the board and that may have members who are not trustees. The purposes and procedures of each such committee shall be specified by the Chair.

Section 4.3 Committee Meetings. When and as required by law, the provisions of Sections 3.3 through 3.9 of these bylaws applicable to meetings of the Board of Trustees shall likewise apply to meetings of committees created under this Article IV.

ARTICLE V

OFFICERS

Section 5.1 Officers of the Library. The officers of the Library shall consist of a Chair, a Vice Chair, a Director of Libraries, a Secretary, a Treasurer and such other officers, including a Chief Executive Officer, as may from time to time be appointed by or under the authority of the Board of Trustees, including one or more assistant officers. Any two or more offices may be held by the same person, but no officer may act in more than one capacity where action by two or more officers is required. The Chair and Vice Chair shall be trustees. The other officers shall not be trustees.

Section 5.2 Appointment and Term. The officers of the Library shall be appointed by the Board of Trustees or by a duly appointed officer authorized by the Board of Trustees to appoint one or more officers or assistant officers. Each officer shall hold office until death, resignation, retirement, removal, disqualification or a successor shall have been appointed.

Section 5.3 Compensation of Officers. The compensation of all officers of the Library, other than the Chair and Vice Chair, shall be fixed by or under the authority of the Board of Trustees. No officer shall serve the Library in any other capacity and receive compensation therefor unless such additional compensation shall be duly authorized. The appointment of an officer does not itself create contract rights.

Section 5.4 Removal. Any officer may be removed by the Board of Trustees, or by the duly appointed officer who was authorized by the Board to appoint the officer or assistant officer, at any time with or without cause; but such removal shall not itself affect the officer's contract rights, if any, with the Library.

Section 5.5 Resignation. An officer may resign at any time by communicating the resignation to the Board of Trustees, orally or in writing. A resignation is effective when communicated unless it specifies in writing a later effective date. If a resignation is made effective at a later date that is accepted by the Library, the Board of Trustees may fill the pending vacancy before the effective date if the Board provides that the successor does not take office until the effective date. An officer's resignation does not affect the Library's contract rights, if any, with the officer.

Section 5.6 Bonds. The Board of Trustees may by resolution require any officer, agent, or employee of the Library to give bond to the Library, with sufficient sureties, conditioned on the faithful performance of the duties of the respective office or position, and to comply with such other conditions as may from time to time be required by the Board of Trustees.

Section 5.7 Chair. The Chair shall oversee the activities of the Board of Trustees and, when present, preside at all meetings of the Board of Trustees.

Section 5.8 Vice-Chair. In the absence of the Chair or in the event of the Chair's inability or refusal to act, the Vice Chair, unless otherwise determined by the Board of Trustees, shall perform the duties of the Chair, and when so acting shall have all the powers of and be subject to all the restrictions upon the Chair.

Section 5.9 Chief Executive Officer. Subject to the authority of the Board of Trustees, the Chief Executive Officer shall be responsible for (a) the day-to-day operations of the Library, (b) the continuing development and implementation of strategies for the effective and efficient delivery of Library services, (c) the employment of Library personnel and (d) the use, operation and maintenance of Library facilities and other resources. He shall consult regularly with the Director of Libraries, especially on those matters that relate to professional librarianship. He shall perform such other duties as may be prescribed by the Board of Trustees.

Section 5.10 Director of Libraries. The Director of Libraries is the chief administrative officer and professional librarian of the Library.³ Subject to the authority of the Chief Executive Officer, the Director of Libraries shall be responsible for (a) the supervision and instruction of the Library's employees in the delivery of library services and (b) the application of professional library skills to the organization, planning and operation of the Library. He shall perform such other duties as from time to time may be prescribed by the Chief Executive Officer or the Board of Trustees. If the office of Chief Executive Officer is vacant, the Director of Libraries shall perform also the duties of the Chief Executive Officer.

Section 5.11 Secretary. The Secretary shall be responsible for (a) taking and preserving minutes of meetings of the Board of Trustees and the Executive Committee, (b) giving all notices required by these bylaws or applicable law, (c) maintaining and authenticating the records of the Library, (d) serving as custodian of the seal of the Library, (e) attesting the signature or certifying the incumbency or signature of any officer or trustee of the Library and (f) in general, performing all duties incident to the office of Secretary and such other duties as from time to time may be prescribed by the Chief Executive Officer or by the Board of Trustees.

Section 5.12 Treasurer. The Treasurer shall be responsible for (a) keeping a correct and detailed statement of all receipts and disbursements, (b) rendering such statements of the financial condition of the Library as may be necessary or appropriate, (c) maintaining custody of and accountability for all funds and securities of the Library, (d) receiving and giving receipts for moneys due and payable to the Library from any source whatsoever, (e) depositing all such moneys in the name of the Library in such depositories as shall be selected in accordance with the provisions of Section 6.4 of these bylaws, (f) maintaining appropriate accounting records as required by law, (g) preparing annual financial statements of the Library and (h) in general,

³ The Director of Libraries shall obtain and maintain a professional librarian certificate issued by the Secretary of Cultural Resources pursuant to N.C. Gen. Stat. 125-9, under regulations for certification established by the North Carolina Public Librarian Certification Commission pursuant to N.C. Gen. Stat. 143B-67.

performing all of the duties incident to the office of Treasurer and such other duties as from time to time may be prescribed by the Chief Executive Officer or by the Board of Trustees.

ARTICLE VI

CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 6.1 Contracts. The Board of Trustees may authorize any trustee or trustees, officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Library, and such authority may be general or confined to specific instances. The Chair or Vice-Chair shall execute deeds on behalf of the Library, with attestation by the Director of Libraries or Secretary of the Library.

Section 6.2 Loans. No loans shall be contracted on behalf of the Library and no evidence of indebtedness shall be issued in its name unless authorized by or under the authority of the Board of Trustees and applicable law. Such authority may be general or confined to specific instances.

Section 6.3 Checks and Drafts. All checks, drafts or other orders for the payment of money, issued in the name of the Library, shall be signed by such officer or officers, agent or agents of the Library and in such manner as shall from time to time be determined by the Board of Trustees.

Section 6.4 Deposits. All funds of the Library not otherwise employed shall be deposited from time to time to the credit of the Library in such depositories as may be selected by or under the authority of the Board of Trustees, maintained in accordance with applicable law.

Section 6.5 Gifts. The Board of Trustees may accept, on behalf of the Library, any contribution, gift, bequest or devise for the general purpose or for any special purposes of the Library.

ARTICLE VII

GENERAL PROVISIONS

Section 7.1 Seal. The corporate seal of the Library shall consist of two concentric circles between which is the name of the Library and in the center of which is inscribed SEAL.

Section 7.2 Fiscal Year. The fiscal year of the Library shall be the annual period ending June 30.

Section 7.3 Amendments. These bylaws may be amended or repealed and new bylaws may be adopted by the affirmative vote of a majority of the trustees then holding office at a regular or special meeting of the Board of Trustees at which a quorum is present; provided that at least ten days' written notice is given of the intention to alter, amend, repeal, or adopt new bylaws at such meeting. No provision of the bylaws shall be amended or adopted that is

inconsistent with or contravenes any provision of the Library's articles of incorporation or any applicable law or regulation.

Section 7.4 Construction of Terms. Where appropriate, any word denoting or referring to one gender shall be deemed to include the other gender.

ARTICLE VIII

INDEMNIFICATION

Section 8.1 Right to Indemnification. Any person who at any time serves or has served as a trustee or officer of the Library shall have a right to be indemnified by the Library as set forth herein to the fullest extent permitted by law against (a) reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, investigative, or arbitral, brought by a third party seeking to hold him liable by reason of the fact that he is or was acting in the scope and course of his duties as trustee or officer, and (b) reasonable payments made by him in satisfaction of any judgment, money decree, fine, penalty or settlement for which he may have become liable in any such action, suit or proceeding.

Section 8.2 Conditions of Indemnification. The Library shall not be obligated to indemnify a person against liability incurred in the proceeding unless (a) he conducted himself in good faith, (b) reasonably believed (i) in the case of conduct in his official capacity with the Library, that his conduct was in its best interests or (ii) in all other cases, that his conduct was at least not opposed to its best interests, and (c) in the case of any criminal proceeding, he had no reasonable cause to believe his conduct was unlawful. The Library shall not be obligated to indemnify a person against liability in connection with (x) a proceeding by the Library in which such person was adjudged liable to the Library or (y) any other proceeding in which he was adjudged liable for actual fraud, corruption or actual malice.

Section 8.3 Payment of Indemnification. The Board of Trustees shall take all such action as may be necessary and appropriate to authorize the Library to pay the indemnification required by this bylaw, including, without limitation, making a determination that indemnification is permissible in the circumstances and a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due him. The Library, with the approval of the indemnified person, shall be authorized to settle all claims for which insurance coverage is not available. If the indemnified person refuses to approve a proposed settlement that is acceptable to the Library, the Library's obligation to indemnify shall terminate.

Section 8.4 Advancement of Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Library in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Trustees in the specific case, upon receipt of an undertaking by or on behalf of the trustee or officer to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Library as

authorized in this bylaw. The Library shall not be obligated to pay all or any part of a settlement or award unless notice of the claim is given to the Library within a reasonable time after the claim is made and prior to any settlement or adjudication of the claim.

Section 8.5 Binding and Nonexclusive. Any person who at any time after the adoption of this bylaw serves or has served in any of the aforesaid capacities for or on behalf of the Library shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such right shall inure to the benefit of the legal representatives of any such person and shall not be exclusive of any other rights to which such person may be entitled apart from the provision of this bylaw.

Section 8.6 Purchase of Insurance. In addition to the foregoing, the Board of Trustees shall have the right and power to purchase and maintain insurance or participate in a local government risk pool on behalf of any person who is or was a trustee, officer, employee, or agent of the Library against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Library would have the power to indemnify him against such liability. The provisions of this Article VIII shall not be interpreted to relieve any insurance company of its obligations under any insurance policy and shall not be interpreted as a waiver of the defense of governmental or other immunity which may be available to the Library or its trustees, officers, employees, or agents.

Approved by the Board of Trustees at its meeting on June 29, 2011.



J. Vick Phillips, Secretary