

## BYLAWS OF THE FONTANA REGIONAL LIBRARY

### Article 1: Name and Principal Office

**Section 1.1** The name of this organization is the Fontana Regional Library, Inc. (hereinafter referred to as “the Library”).

**Section 1.2** The principal office is located at 33 Fryemont Street, Bryson City, North Carolina.

### Article 2: Description and Purpose

**Section 2.1** The Library is a system of public libraries operating under a Regional Agreement with the counties of Jackson, Macon, and Swain in the state of North Carolina. The Agreement promotes and perpetuates excellent library services to the residents of the areas included within the jurisdictions of the aforementioned governing bodies through their collaborative and collective efforts under the legal authority of N.C.G.S. Chapter 153A-270 and N.C.G.S. Chapter 160A, Article 20, Part 1. To this end, the Fontana Regional Library shall operate the county libraries and branches of the participating local government units.

**Section 2.2** Its purpose is to provide the public of Jackson, Macon, and Swain counties with excellent service and convenient access to resources for their educational, informational, and recreational needs.

### Article 3: Board of Trustees

**Section 3.1** The Fontana Regional Library Board of Trustees is hereby delegated the power to adopt policies for the administration and operation of the Fontana Regional Library.

**Section 3.2** There shall be nine members of the Fontana Regional Library Board of Trustees.

**Section 3.3** Each county shall have equal representation on the Fontana Regional Library Board of Trustees composed of three members from each county, which proportion each county finds equitable.

**Section 3.4** Members shall serve no more than two consecutive terms and no single term shall be longer than six years.

**Section 3.5** Members shall be appointed in staggered terms to promote consistency as well as to accommodate change.

**Section 3.6** The Members from each county shall be appointed from the membership of each respective local county library advisory board by the local library advisory board of each respective county, according the bylaws and policies approved by the respective local library advisory board for that county.

**Section 3.7** Vacancies on the Fontana Regional Library Board of Trustees shall be filled with appointments by the appropriate local library advisory board for the remaining term of the member creating the vacancy.

- Section 3.8** The membership of any Trustee may be terminated for good and sufficient cause by majority vote of the trustees currently in office with notice of such termination given to the local county library advisory board so that a replacement may be appointed. Failure to attend three consecutive regular Board meetings without being excused therefore may be considered “good and sufficient cause”.
- Section 3.9** Trustees shall serve without compensation, but may be reimbursed for reasonable expenses incurred in the performance of their duties as trustees.

**Article 4: Meetings**

- Section 4.1** The Board of Trustees shall hold regular bimonthly meetings on the second Tuesdays of January, March, May, July, September, and November. Meetings will be held at 4:00pm.
- Section 4.2** Special meetings of the Board may be called by the Chair or at the request of three members of the Board, with notification thereof to be given to the members and the public at least 48 hours before the meeting.
- Section 4.3** The Annual meeting shall be held at the time of the regular meeting in July.
- Section 4.4** A simple majority of the total number of the Board of Trustees shall constitute a quorum. The action of a majority of the trustees present at a meeting shall constitute an action of the entire Board of Trustees.
- Section 4.5** *Roberts Rules of Order Newly Revised* shall decide points of procedure.
- Section 4.6** The order of business for regular meetings of the Board of Trustees shall be as follows:
- Roll call and determination of quorum
  - Approval of previous meeting’s minutes
  - Review of correspondence and communications
  - Report of the Regional Director
  - Financial report and approval of budgets
  - Report of committees
  - Unfinished business
  - New business
  - Adjournment

**Article 5: Responsibilities of the board of Trustees**

- Section 5.1** The Fontana Regional Library Board of Trustees is responsible for the adoption of bylaws and rules for its own governance as may be necessary and in conformity with the law.
- Section 5.2** The Board of Trustees is responsible for the adoption of policies for the administration and operation of the Fontana Regional Library.

- Section 5.3** The Board of Trustees is responsible for selecting, appointing, removing, determining salary, and other terms of employment of a Regional Director in accordance with the Regional Agreement. The Board of Trustees delegates to the Regional Director executive powers.
- Section 5.4** The Board of Trustees shall adopt and administer an annual budget under the provision of N.C.G.S. Chapter 59. The budget shall be a composite of the separate budgets of each county library, with an agreed upon amount paid by each county for materials, salaries, and operating expenses that are shared within the region.
- Section 5.5** The Board of Trustees shall appoint a regional Finance Officer as defined in N.C.G.S. 159-24. The Finance Officer shall ensure expenditure of funds consistent with the budget adopted, reporting directly to the Regional Director and the Board of Trustees.
- Section 5.6** The Board of Trustees will assure compliance with all applicable state and federal law and eligibility requirements for the receipt of state and federal funds.
- Section 5.7** The Board of Trustees shall make recommendations to the counties concerning the construction and improvement of the physical facilities of the libraries within the Fontana Regional Library system. However, construction and facility maintenance shall be the responsibility of the local counties unless the Fontana Regional Library Board of Trustees negotiates and approves a collaborative effort.
- Section 5.8** The Board of Trustees shall report to the participating local governmental units. The Board shall make regular reports, or delegate the Regional Director the authority to make the reports, related to services and operations to each county.
- Section 5.9** The Board of Trustees shall obtain an annual independent audit of the Fontana Regional Library accounts consistent with generally accepted accounting principles. The Board of Trustees shall provide a copy of the annual audit to the State Library of North Carolina.

**Article 6: Officers**

- Section 6.1** At the regular meeting held nearest the July 1<sup>st</sup> fiscal anniversary of the Library, the trustees shall elect from its members a slate of officers to serve for the succeeding annual period, consisting of a Chair, a Vice-Chair, and a Secretary.
- Section 6.2** The Chair shall preside over and conduct all meetings of the Board of Trustees; appoint all committees of the Board; certify all actions approved by the Board; authorize calls for any special meetings; execute on behalf of the Library contracts, deeds, conveyances and other instruments that may be required or authorized by the Board for the proper and necessary transactions of the affairs of the

Library; and to discharge such other duties as may from time-to-time be prescribed by the Board.

**Section 6.3** The Vice-Chair shall, in the absence of the Chair or a vacancy in that office, assume and perform the duties and functions of the Chair, having all powers thereof, and shall perform other duties assigned by the Chair or the Board.

**Section 6.4** The Secretary shall have the responsibility for (a) maintenance of the minutes of all meetings of the Board of Trustees, (b) the making of all notices and reports specified in these bylaws or as required by law, (c) the signing or countersigning of all instruments that require a signature of the Secretary, and (d) performance of all other duties incident to the office of Secretary or assigned from time-to-time by the Chair or the Board. Those duties outlined in (a) and (b) above may be delegated to the Regional Director as a regular matter.

#### **Article 7: Committees**

**Section 7.1** There may be standing committees of the board established to oversee the ongoing operations of the Library. When committees such as Finance, Personnel, and Policy are needed, the Chair shall designate committee members from the trustees to serve on each committee with a chair for each.

**Section 7.2** From time-to-time the Chair may appoint ad hoc committees as needed to serve the needs and responsibilities of the board and of the Library, designating one of the members of each such committee to serve as its chair. The task assigned to each committee shall be stated and the time limit, if any, for the accomplishment of its task shall be designated.

**Section 7.3** No committee of the Board of Trustees may act on behalf of the entire Board without its explicit approval.

#### **Article 8: Regional Director**

**Section 8.1** The Director shall be the chief executive and administrative officer of the Library on behalf of the Board of Trustees and under its review and direction. The Director shall be an ex-officio member of the Board of Trustees and all committees.

**Section 8.2** The Director shall be responsible for (a) the care, maintenance, and safekeeping of Library property and records, (b) the employment, dismissal, direction, and supervision of all Library staff, (c) the implementation of Library policies adopted by the Board, (d) the efficient operation and administration of the Library to fulfill its mission, (e) the preparation of a budget for the Library system and for its administration within the limitations of such budget, (f) applying for grants or other financial support from outside sources, (g) the making of timely and accurate reports to governmental authorities, the State Library of North Carolina and to outside

auditors, (h) the representation of the Library in all matters pertaining to its operation, and(i) other duties and actions common and expected of a director or as designated by the Board.

**Article 9: Immunity/Indemnity**

- Section 9.1** To the extent provided by state law relating to governmental entities or nonprofit organizations, trustees, officers, employees and volunteers of the Library may seek immunity from civil liability for their acts or omissions occurring within the scope of their duties or activities for or on behalf of the Library.
- Section 9.2** In instances not covered by statutory immunity but arising out of acts or omissions committed in good faith on behalf of the Library by trustees, officers, employees, and volunteers, whether present or past, the Library shall, to the extent permitted by law, indemnify such individuals for expenses and financial judgments or settlements in actions brought against them.
- Section 9.3** The Library may purchase commercial insurance to apply to obligations incurred under Section 9.2. In such event, the maximum indemnification as to any one or more individuals shall be limited to the amount of insurance applicable.

**Article 10: General Provisions**

- Section 10.1** Each provision of these Bylaws is independent of and severable from every other provision. If any provision is held by a court of competent jurisdiction to be invalid or unenforceable; all remaining provisions shall continue unimpaired and in full force and effect.
- Section 10.2** Any rule or resolution of the Board, whether contained in these Bylaws or otherwise, may be suspended temporarily in connection with business at hand, but such suspension, to be valid, may be taken only at a meeting at which two-thirds of those present shall approve.
- Section 10.3** In the event of dissolution of Fontana Regional Library and prior to the completion thereof, all liabilities and obligations of the Library shall be paid, satisfied, and discharged, and all the remaining assets shall be distributed or disposed of in accordance with the Regional Agreements entered into between the Library and the participating counties.

**Article 11: Amendments**

- Section 11.1** These Bylaws may be amended or repealed and new Bylaws adopted by the affirmative vote of a majority of all the members of the Board of Trustees then holding office, provided that notice of the proposed action shall be stated in the call for the meeting and is given at least fifteen days prior to the meeting.

APPROVED BY THE BOARD OF TRUSTEES THIS 13<sup>th</sup> DAY OF JANUARY 2015.

  
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Chester Bartlett, Chairman

  
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Betty Screven, Secretary