

**AMENDED AND RESTATED
BYLAWS
OF
NORTH CAROLINA PUBLIC LIBRARY DIRECTORS ASSOCIATION**

Adopted: ~~September 26, 2011~~

**ARTICLE I
PURPOSE**

The purpose of North Carolina Public Library Directors Association (hereinafter referred to as the “Association”) shall be to promote public library service; provide a forum for public library directors who have common interests; promote professional growth and professional unity; and improve the visibility and effectiveness of public libraries with the public and with elected and appointed officials.

**ARTICLE II
OFFICES**

- Section 1. Principal Office. The principal office of the Association shall be located at the office of the President of the Association.
- Section 2. Registered Office. The registered office of the corporation required by law to be maintained in the State of North Carolina may be, but need not be, identical with the principal office.
- Section 3. Other Offices. The Association may have offices at such other places, either within or without the State of North Carolina, as the Board of Directors may designate or as the affairs of the Association may require from time to time.

**ARTICLE III
MEMBERS**

- Section 1. Admission of Members. Membership in this Association shall be limited to the certified director/head librarian of any regional, county, or municipal public library system, and of the State Library, or an interim library director in the absence of a director/head librarian of any regional, county, or municipal public library system, and of the State Library, as long as the interim library director holds such office. Membership shall be effective upon application and payment of dues. No person shall be admitted as a member without the person’s consent.
- Section 2. Resignation of Members. Failure to pay dues shall be considered resignation of membership. The resignation of a member does not relieve the member from any obligation incurred or commitments made to the Association prior to resignation.
- Section 3. Termination, Expulsion and Suspension of Members. No member may be expelled

or suspended, and no membership may be terminated or suspended, except in a manner that is fair and reasonable and is carried out in good faith. However, a member who is found not to meet the qualifications for membership in Section 1 above shall be terminated by vote of the Board of Directors. Any proceeding challenging an expulsion, suspension or termination shall be commenced within one year after the member receives notice of the expulsion, suspension or termination. A member who has been expelled or suspended ~~shall~~~~may~~ be liable to the Association for dues, assessments, or fees as a result of obligations incurred or commitments made by the member prior to expulsion or suspension.

Section 4. Membership Dues. Membership dues and policies regarding membership shall require the approval of a majority of the membership.

ARTICLE IV MEETINGS OF MEMBERS

Section 1. Place of Meetings. All meetings of members shall be held at the principal office of the Association, or at such other place within the State of North Carolina as determined by the President or agreed upon by a majority of the Board of Directors and designated in the notice of the meeting.

Section 2. Annual Meetings. The annual meeting of members shall be held in December of each year on any day (except Sunday or a legal holiday) in that month as determined by the President or the Board of Directors for the purpose of electing the State Library Commission Representatives, county library representative, municipal library representative and regional library representative, who will also serve as the directors of the Association, electing a representative to the NCLIVE Librarians Council, and for the transaction of such other business as may be properly brought before the meeting. The library representatives and the NCLIVE representative are to be selected from the membership of the Association.

Section 3. Special Meetings. Special meetings of the members may be called at any time by the President, the Secretary, or the Board of Directors, and shall be called pursuant to, and held within 30 days after, delivery to the Association of the written request of the holders of at least ten percent of all the votes entitled to be cast on any issue proposed to be considered at the meeting.

Section 4. Notice of Meetings. Written notice stating the date, time, and place of the meeting shall be given not less than ten nor more than sixty days before the date of any members' meeting, either by personal delivery, ~~or telegraph,~~ ~~email~~~~teletype~~, or other form of wire or wireless communication, or by facsimile transmission or by mail or private carrier, by or at the direction of the Board of Directors, the President, the Secretary, or other person calling the meeting, to each member entitled to vote at such meeting; provided that such notice must be given to all members with respect to any meeting at which a merger is to be considered and in such other instances as

required by law. If mailed, such notice shall be deemed to be effective when deposited in the United States mail, correctly addressed to the member at the member's address as it appears on the current record of members of the Association, with postage thereon prepaid.

In the case of a special meeting, the notice of meeting shall include a description of the purpose or purposes for which the meeting is called; but, in the case of an annual meeting, the notice of meeting need not include a description of the purpose or purposes for which the meeting is called unless such a description is required pursuant to Section 8 of this Article and by the provisions of the North Carolina Nonprofit Corporation Act.

When a meeting is adjourned to a different date, time, or place, notice need not be given of the new date, time, or place if the new date, time, or place is announced at the meeting before adjournment and if a new record date is not fixed for the adjourned meeting; but if a new record date is fixed for the adjourned meeting (which must be done if the new date is more than 120 days after the date of the original meeting), notice of the adjourned meeting must be given as provided in this section to persons who are members as of the new record date.

~~Any member may waive notice of any meeting before or after the date and time stated in the notice. The waiver must be in writing, signed by the member entitled to the notice, and delivered to the Association for inclusion in the minutes or filing with the corporate records. A member's attendance at a meeting (a) waives objection to lack of notice or defective notice of the meeting, unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting, and (b) waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to considering the matter before it is voted upon.~~

Section 5. Waiver of Notice. Any member may waive notice of any meeting before or after the date and time stated in the notice. The waiver must be in writing, signed by the member entitled to the notice, and delivered to the Association for inclusion in the minutes or filing with the corporate records. A member's attendance at a meeting (a) waives objection to lack of notice or defective notice of the meeting, unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting, and (b) waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to considering the matter before it is voted upon.

Section 6. Members' List. Before each meeting of members, the Secretary of the Association shall prepare an alphabetical list of the members entitled to notice of such meeting. The list shall show the name of the library, and name and address ~~and number~~ of ~~votes~~ each member ~~is~~ entitled to ~~vote~~ at the meeting. The Association shall prepare on a current basis through the time of the membership meeting a list of

members, if any, who are entitled to vote at the meeting, but not entitled to notice of the meeting. This list shall be prepared on the same basis as and be part of the list of members.

The list shall be kept on file at the principal office of the Association, or at a place identified in the meeting notice in the city where the meeting will be held, for the period beginning two business days after notice of the meeting is given and continuing through the meeting, and shall be available for inspection by any member, his agent or attorney, at any time during regular business hours. The list shall also be available at the meeting and shall be subject to inspection by any member, his agent or attorney, at any time during the meeting or any adjournment thereof.

Section 7. Voting. ~~Unless the articles of incorporation provide otherwise, each member is entitled to one vote on each matter voted on by the members.~~

Section 8. Quorum. ~~Unless the articles of incorporation provide for a higher or lower quorum, twenty-five~~ Thirty-three percent of the votes entitled to be cast on a matter shall be represented at a meeting of members to constitute a quorum on that matter. Once a member is present in person or by electronic means ~~represented~~ for any purpose at a meeting, the member is deemed present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting unless a new record date is or must be set for that adjourned meeting.

Section 9. Proxies. Voting by proxy is prohibited.

Section 10. Informal Action by Members. Any action that is required or permitted to be taken at a meeting of the members may be taken without a meeting if one or more written consents, describing the action so taken, shall be signed by all of the members who would be entitled to vote upon such action at a meeting, and delivered to the Association for inclusion in the minutes or filing with the corporate records.

Section 11. Fixing Record Date. The Board of Directors may fix a future date as the record date in order to determine the members entitled to notice of a members' meeting, to demand a special meeting, to vote, or to take any other action. Such record date may not be more than seventy days before the meeting or action requiring a determination of members. A determination of members entitled to notice of or to vote at a members' meeting is effective for any adjournment of the meeting unless the Board of Directors fixes a new record date for the adjourned meeting, which it must do if the meeting is adjourned to a date more than 120 days after the date fixed for the original meeting.

If no record date is fixed by the Board of Directors for the determination of members entitled to notice of or to vote at a meeting of members, the close of business on the day before the first notice of the meeting is delivered to members shall be the record date for such determination of members.

ARTICLE V
STATE LIBRARY COMMISSION REPRESENTATIVES

- Section 1. Election of Representatives. The members of the Association shall elect three members to serve on the State Library Commission in accordance with North Carolina General Statutes Section 143B-91. Each representative shall be elected at the annual meeting of members in those years when a sitting representative's term is due to expire as of June 30 of the following year.
- Section 2. Term. Each State Library Commission representative shall serve a four-year term and shall not serve more than two successive four-year terms.
- Section 3. Vacancies. In the event a position is vacated, the members shall, at the next regular meeting of members, elect an individual to fill the vacancy for the remainder of the unexpired term.

ARTICLE VI
OTHER LIBRARY REPRESENTATIVES

- Section 1. Election of Representatives. The members of the Association shall elect one member to serve as the county library representative, one member to serve as the regional library representative and one member to serve as the municipal library representative. Each representative shall be elected at the annual meeting of members.
- Section 2. Term. Each library representative shall serve a one-year term.
- Section 3. Vacancies. In the event a representative seat is vacated, the members shall, at the next regular meeting of members, elect an individual to fill the vacancy for the remainder of the unexpired term.

ARTICLE VII
NCLIVE LIBRARIANS' COUNCIL REPRESENTATIVE

- Section 1. Election of Representative. ~~At each annual meeting,~~ the members of the Association shall elect a representative to the NCLIVE Librarians Council ("NCLIVE Representative") to represent North Carolina public libraries as one of the four Communities of Interest.
- Section 2. Term of Office. The NCLIVE Representative's term of office shall begin at the close of the annual meeting at which the representative is elected. The NCLIVE Representative shall serve a three-year term and shall not serve more than two

successive three-year terms.

- Section 3. Vacancies. In the event the position is vacated, the Nominating Committee shall recommend a replacement to the members. The members shall elect, at its next regular meeting of members, an individual to fill the vacancy for the remainder of the term. The individual elected to fill the vacancy shall be eligible to serve one additional three-year term after the initial term expires.

ARTICLE VIII BOARD OF DIRECTORS

- Section 1. General Powers. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Association shall be managed under the direction of, the Board of Directors.

- Section 2. Number and Qualifications. The number of directors constituting the Board of Directors shall be such number as may be fixed or changed from time to time by the Board of Directors. ~~The initial number of directors shall be fixed at seven.~~ The Board of Directors shall consist of the immediate Past President, county representative, municipal representative, regional representative and the three State Library Commission representatives, all of whom shall serve ex-officio; and four members elected at large by the membership of the association. ~~All other directors shall be elected by the members a~~ at the Annual Meeting described in Article IV Section 2.-

- Section 3. Term of Directors. Each director shall hold office as long as he holds one of the positions which qualify him as a board member, or until such director's death, resignation, ~~or~~ removal, or expiration of term. The term of a director elected to fill a vacancy expires at the next annual meeting. A decrease in the number of directors does not shorten an incumbent director's term. Despite the expiration of a director's term, such director shall continue to serve until a successor shall be elected and qualifies or until there is a decrease in the number of directors.

- Section 4. Removal. Any director may be removed at any time with or without cause by a vote of the members if the number of votes cast to remove such director exceeds the number of votes cast not to remove him. If a director is elected by a voting group of members, only the members of that voting group may participate in the vote to remove him. A director may not be removed by the members at a meeting unless the notice of the meeting states that the purpose or one of the purposes of the meeting is removal of the director. If any directors are so removed, new directors may be elected at the same meeting.

- Section 5. Vacancies. Any vacancy occurring in the Board of Directors, including without limitation a vacancy resulting from an increase in the number of directors, ~~shall~~ may be filled by the members or by the Board of Directors, whichever group shall act first.

If the directors remaining in office do not constitute a quorum, the directors may fill the vacancy by the affirmative vote of a majority of the remaining directors. If the vacant office was held by a director elected by ~~the members a voting group~~, only the remaining director or directors elected by ~~the members at voting group or the holders of shares of that voting group~~ are entitled to fill the vacancy.

Section 6. Chairman of Board. The President of the Association shall serve as Chairman of the Board of Directors. The Chairman shall preside at all meetings of the Board of Directors and perform such other duties as may be directed by the Board.

Section 7. Compensation. ~~No~~~~The Board of Directors will not provide~~ compensation shall be paid to the directors for their services as such or for the payment or reimbursement of any expenses incurred by them in connection with such services.

ARTICLE IX MEETINGS OF DIRECTORS

Section 1. Regular Meetings. A regular meeting of the Board of Directors shall be held immediately after, and at the same place as, the annual meeting of members. In addition, the Board of Directors may provide, by resolution, the time and place, either within or without the State of North Carolina, for the holding of additional regular meetings.

Section 2. Special Meetings. Special meetings of the Board of Directors may be held either within or without the State of North Carolina, as fixed by the person or persons calling the meeting.

Section 3. Notice of Meetings. Regular meetings of the Board of Directors and all committees may be held without notice of the date, time, place or purpose of the meeting. The President, as presiding officer of the board, Vice President/President Elect, the President or twenty percent (20%) of the directors then in office may call and give notice of a meeting of the board. The person or persons calling a special meeting of the Board of Directors or of a committee shall, at least five days before the meeting, give or cause to be given notice thereof by any usual means of communication. Such notice need not specify the purpose for which the meeting is called.

Section 4. Waiver of Notice. Any director may waive notice of any meeting before or after the meeting. The waiver must be in writing, signed by the director entitled to the notice, and delivered to the Association for inclusion in the minutes or filing with the corporate records. A director's attendance at or participation in a meeting waives any required notice of such meeting unless the director at the beginning of the meeting, or promptly upon arrival, objects to holding the meeting or to transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 5. Quorum. ~~A~~~~Unless the articles of incorporation or these bylaws provide otherwise, a~~

majority of the number of directors fixed by or pursuant to these bylaws shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, or if no number is so fixed, the number of directors in office immediately before the meeting begins shall constitute a quorum. In no event ~~shall may the articles of incorporation or bylaws authorize a quorum of~~ fewer than one-third of the number of directors in office constitute a quorum.

Section 6. Manner of Acting. Except as otherwise provided in the articles of incorporation or these bylaws, including Article IX below, the affirmative vote of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 7. Presumption of Assent. A director who is present at a meeting of the Board of Directors or a committee of the Board of Directors when corporate action is taken is deemed to have assented to the action taken unless (a) he objects at the beginning of the meeting, or promptly upon his arrival, to holding it or to transacting business at the meeting, or (b) his dissent or abstention from the action taken is entered in the minutes of the meeting, or (c) he files written notice of his dissent or abstention with the presiding officer of the meeting before its adjournment or with the Association immediately after the adjournment of the meeting. Such right of dissent or abstention is not available to a director who votes in favor of the action taken.

Section 8. Action without Meeting. Action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if the action is taken by all members of the Board. The action must be evidenced by one or more written consents signed by each director before or after such action, describing the action taken, and included in the minutes or filed with the corporate records.

ARTICLE X COMMITTEES

Section 1. Committees of the Board of Directors. The Board of Directors may create one or more committees of the board and appoint members of the board to serve on them. Each committee shall have two or more members, who serve at the pleasure of the board. The creation of a committee of the board and appointment of members to it must be approved by the greater of (a) a majority of the number of directors in office when the action is taken or (b) the number of directors required to take action pursuant to Section 6 of Article VIII. Each committee of the board shall have and may exercise all of the authority of the Board of Directors in the management of the Association. The provisions in these bylaws governing meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board of Directors apply to committees of the board established under this section. The President of the Association shall be an ex-officio member of all committees, except the Nominating Committee, and shall have voting rights.

- Section 2. Legislative Committee. The members of the Legislative Committee shall be appointed by the President of the Association after each annual meeting and shall serve at the pleasure of the Board of Directors. The purpose of the committee shall be to organize and implement the Association's legislative agenda for the year.
- Section 3. Nominating Committee. The Nominating Committee shall be composed of the immediate Past President and three other members of the Association, one representing a county library system, one representing a regional library system and a third representing a municipal library system and shall be appointed by the Board of Directors at each annual meeting. The immediate Past President shall serve as chairman of the Nominating Committee. The Nominating Committee shall nominate one candidate for each office and report to the membership at least thirty days prior to the annual meeting. The Nominating Committee shall also nominate an individual (or individuals, depending on the year) for the position of State Library Commission Representative in those years when such Representative's term is due to expire. Additional nominations may be made from the floor.
- Section 4. Awards Committee. The members of the Awards Committee shall be appointed by the President of the Association after each annual meeting and shall serve at the pleasure of the Board of Directors. The purpose of the Awards Committee shall be to organize the annual awards program, to monitor the awards process and recommend appropriate changes to the officers and Board of Directors of the Association, and to maintain and further develop, when necessary, guidelines which shall be used in the awards process.

ARTICLE XI OFFICERS

- Section 1. Officers of the Association. The officers of the Association shall consist of a President, a Vice President/President Elect, a Secretary, a Treasurer, and such other Assistant Secretaries, Assistant Treasurers, and other officers as may from time to time be appointed by or under the authority of the Board of Directors. Any two or more offices may be held by the same person, but no officer may act in more than one capacity where action of two or more officers is required. All officers must also be directors.
- Section 2. Appointment and Term. The officers of the Association shall be appointed by the Board of Directors or by a duly appointed officer authorized by the Board of Directors to appoint one or more officers or assistant officers. Each officer, except the Treasurer, shall hold office for a one year term or until his death, resignation, retirement, removal, disqualification or his successor shall have been appointed. The Treasurer shall serve for a term of two years or until his death, resignation, retirement, removal, disqualification or his successor shall have been appointed. Officers must be members in good standing during their terms in office and may not

serve consecutive terms in the same office. The appointment of an officer does not itself create contract rights.

Section 3. Compensation of Officers. No officer shall receive compensation for serving as an officer of the Association.

Section 4. Removal. Any officer may be removed by the Board of Directors at any time with or without cause. However, such removal shall not itself affect the officer's contract rights, if any, with the Association.

Section 5. Resignation. An officer may resign at any time by communicating his resignation to the Association, 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 Association, the Board of Directors 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 Association's contract rights, if any, with the officer.

Section 6. President. The President shall be the principal executive officer of the Association and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Association. He shall, when present, preside at all meetings of the members. He shall sign, with the Secretary, an Assistant Secretary, or any other proper officer of the Association hereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws to some other officer or agent of the Association, or shall be required by law to be otherwise signed or executed; and in general he shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 7. Vice President/President Elect. In the absence of the President or in the event of his death, inability or refusal to act, the Vice President/President Elect, ~~unless otherwise determined by the Board of Directors,~~ 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. In the event the office of President is vacated prior to the end of his term in office, the Vice President/President Elect shall hold the office of President for the unexpired term as well as fulfill his own term in office as President.

Section 8. Secretary. The Secretary shall: (a) keep the minutes of the meetings of members, of the Board of Directors, and of all committees in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (c) maintain and authenticate the records of the Association and be custodian of the seal of the Association and see that the seal of

the Association is affixed to all documents the execution of which on behalf of the Association under its seal is duly authorized; (d) maintain and have general charge of the membership book of the Association; (e) prepare or cause to be prepared member lists prior to each meeting of members as required by law; (f) attest the signature or certify the incumbency or signature of any officer of the Association; and (g) in general perform all duties incident to the office of secretary and such other duties as from time to time may be prescribed by the President or by the Board of Directors.

Section 9. Assistant Secretaries. In the absence of the Secretary or in the event of his death, inability or refusal to act, the Assistant Secretaries in the order of their length of service as Assistant Secretary, unless otherwise determined by the Board of Directors, shall perform the duties of the Secretary, and when so acting shall have all the powers of and be subject to all the restrictions upon the Secretary. They shall perform such other duties as may be prescribed by the Secretary, by the President, or by the Board of Directors.

Section 10. Treasurer. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Association; receive and give receipts for moneys due and payable to the Association from any source whatsoever, including membership dues, and deposit all such moneys in the name of the Association in such depositories as shall be selected in accordance with the provisions of these bylaws; (b) maintain appropriate accounting records as required by law; (c) prepare, or cause to be prepared, annual financial statements of the Association that include a balance sheet as of the end of the fiscal year and an income and cash flow statement for that year, which statements, or a written notice of their availability, shall be mailed to each member within 120 days after the end of such fiscal year; and (d) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be prescribed by the President or by the Board of Directors.

Section 11. Assistant Treasurers. In the absence of the Treasurer or in the event of his death, inability or refusal to act, the Assistant Treasurers in the order of their length of service as such, unless otherwise determined by the Board of Directors, shall perform the duties of the Treasurer, and when so acting shall have all the powers of and be subject to all the restrictions upon the Treasurer. They shall perform such other duties as may be prescribed by the Treasurer, by the President, or by the Board of Directors.

ARTICLE XII CONTRACTS, LOANS, CHECKS, AND DEPOSITS

Section 1. Contracts. The Board of Directors may authorize any 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 Association, and such authority may be general or confined to specific instances.

- Section 2. Loans. No loans shall be contracted on behalf of the Association.
- Section 3. Checks and Drafts. All checks, drafts, or other orders for the payment of money, issued in the name of the Association, shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by the Board of Directors.
- Section 4. Deposits. All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such depositories as may be selected by or under the authority of the Board of Directors.

ARTICLE XIII INDEMNIFICATION

- Section 1. Permissive Indemnification. Any person who at any time serves or has served as a director, officer, employee or agent of the Association, or who, while serving as a director, officer, employee or agent of the Association, serves or has served, at the request of the Association, as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or as a trustee or administrator under an employee benefit plan, shall have a right to be indemnified by the Association to the fullest extent permitted by law against (a) reasonable expenses, including attorneys' fees, incurred by him in connection with any threatened, pending, or completed civil, criminal, administrative, investigative, or arbitral action, suit, or proceeding (and any appeal therein), whether or not brought by or on behalf of the Association, seeking to hold him liable by reason of the fact that he is or was acting in such capacity, and (b) reasonable payments made by him in satisfaction of any judgment, money decree, fine (including an excise tax assessed with respect to an employee benefit plan), penalty, or settlement for which he may have become liable in any such action, suit, or proceeding.

The Board of Directors of the Association shall take all such action as may be necessary and appropriate to authorize the Association 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 Board of Directors may appoint a committee or special counsel to make such determination and evaluation. To the extent needed, the Board shall give notice to, and obtain approval by, the members of the Association for any decision to indemnify.

Any person who at any time after the adoption of this bylaw serves or has served in the aforesaid capacity for or on behalf of the Association 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 2. Mandatory Indemnification. ~~Unless limited by the Association's articles of incorporation,~~ the Association shall indemnify a director or officer who was wholly successful, on the merits or otherwise, in the defense of any proceedings to which the director was a party because he is or was a director of the Association against reasonable expenses actually incurred by the director in connection with the proceeding.

Section 3. Determination and Authorization of Indemnification. The Association shall not indemnify a director, officer, employee or agent of the Association under this Article XII unless authorized in the specific case after a determination has been made that the indemnification is permissible in the circumstances because the director, officer, employee or agent of the Association has met the standard of conduct set forth in Section 1. The determination shall be made (i) by the board of directors by majority vote of a quorum consisting of directors not at the time parties to the proceeding; (ii) if such a quorum cannot be obtained, by a majority vote of a committee duly designated by the board of directors (in which designation directors who are parties to the proceeding may participate), consisting solely of two or more directors not at the time parties to the proceeding; (iii) by special legal counsel selected by the board of directors or its committee in the manner prescribed in Section 3(i) or (ii), or, if a quorum of the board of directors cannot be obtained under Section 3(i) and a committee cannot be designed under Section 3(ii), selected by a majority vote of the full board of directors (in which selection directors who are parties may participate); or (iv) by the members, but directors who are at the time parties to the proceeding shall not vote on the determination. Authorization of indemnification and evaluation as to the reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible, except that if the determination is made by special legal counsel, authorization of indemnification and evaluation as to the reasonableness of expenses shall be made by those entitled under Section 3(iii) to select such counsel.

Section 4. Advance for Expenses. Expenses incurred by a director, officer, employee or agent in defending a proceeding may be paid by the Association in advance of the final disposition of such proceeding as authorized by the board of directors in the specific case or as authorized or required under any provision in the articles of incorporation or bylaws or by any applicable resolution or contract upon receipt of an undertaking by or on behalf of the director, officer, employee or agent repay such amount unless it shall ultimately be determined that the director, officer, employee or agent is entitled to be indemnified by the Association against such expenses.

Section 5. Insurance. The Association may purchase and maintain insurance on behalf of an individual who is or was a director, officer, employee or agent of the Association, or who, while a director, officer, employee or agent of the Association, is or was serving

at the request of the Association as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against liability asserted against or incurred by him in that capacity or arising from his status as a director, officer, employee or agent, whether or not the Association would have power to indemnify him against the same liability under any provision of this Article XII or the North Carolina Nonprofit Corporation Act.

ARTICLE XIV GENERAL PROVISIONS

- Section 1. Seal. The corporate seal of the Association shall consist of two concentric circles between which is the name of the Association and in the center of which is inscribed SEAL; and such seal, as impressed or affixed on the margin hereof, is hereby adopted as the corporate seal of the Association.
- Section 2. Fiscal Year. The fiscal year of the Association shall be fixed by the Board of Directors.
- Section 3. Amendments. These bylaws shall be amended or repealed and new bylaws shall be adopted ~~by the Board of Directors and~~ by the members entitled to vote thereon; ~~by two-thirds of the members entitled to vote votes cast or a majority of the votes entitled to be cast must approve said amendments etc. for the changes to pass. on the amendment, whichever is less, and in writing by any person or persons whose approval is required by a provision of the articles of incorporation.~~ All amendments shall be placed in the Association's minute book immediately preceding these bylaws.
- Section 4. Definitions. Unless the context otherwise requires, terms used in these bylaws shall have the meanings assigned to them in the North Carolina Nonprofit Corporation Act to the extent defined therein.
- Section 5. Electronic Transactions. The Association may conduct any transaction or transactions by electronic means, and this provision shall constitute the agreement by the Association, its members and directors to the conduct of transactions by electronic means.

ARTICLE XV EMERGENCY BYLAWS

- Section 1. Effectiveness. Notwithstanding any other provisions in the bylaws or the articles of incorporation of the Association, the emergency bylaws provided in this Article shall be effective during any emergency resulting from a military attack on the United States or on a locality in which the Association conducts its principal business or customarily holds meetings of its Board of Directors or its members, or during any nuclear or atomic disaster, or during the existence of any other catastrophic event or

similar emergency, as a result of which a quorum of the Board of Directors, or of the executive committee of the Board of Directors, if any, cannot readily be assembled for action. To the extent not inconsistent with the provisions of these emergency bylaws, the provisions of the regular bylaws shall remain in effect during such emergency. Upon termination of the emergency, the emergency bylaws shall cease to be effective.

Section 2. Board Meetings. During any such emergency, a meeting of the Board of Directors may be called by any officer or director of the Association. Notice of the time and place of the meeting shall be given by the person calling the meeting to such of the directors as it may be feasible to reach at the time by any available means of communication, including publication or radio. Such advance notice shall be given as, in the judgment of the person calling the meeting, circumstances permit. At any such meeting of the Board of Directors, a quorum shall consist of two directors. To the extent required to constitute a quorum at the meeting, the officers present shall be deemed, in order of rank and within the same rank in order of seniority, directors for the meeting. The Board of Directors may take any action at any such meeting which it deems necessary for managing the Association during the emergency.

Section 3. Principal Office. During the emergency, the Board of Directors may change the principal office of the Association or designate several alternative principal offices, or authorize the officers to do so, which change or designation shall last for the duration of the emergency.

Section 4. Specific Powers. Without limiting the generality of the foregoing, the Board of Directors, acting pursuant to Section 2 of this Article, is authorized to make all necessary determinations of fact regarding the extent and severity of the emergency and the availability of members of the board; to designate and replace officers, agents, and employees of the Association and otherwise provide for continuity of management; and to adopt rules of procedure and fill vacancies in the Board of Directors.

Section 5. Nonexclusive Powers. The emergency powers provided in this Article shall be in addition to any powers provided by law.

ARTICLE XVI NON-DISCRIMINATION STATEMENT

The Association ~~shall maintain a policy by which no person~~ shall ~~not~~ be discriminated against any person because of race, age, sex, sexual ~~orientation preference~~, ability, religion or national origin.

ARTICLE XVII EARNINGS

No part of the net earnings of the Association shall inure to the benefit of or be distributable to, its members, directors, officers, or other private persons except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of purposes set forth in these articles of incorporation.

**ARTICLE XVIII
DISSOLUTION**

Upon the dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Association, transfer all of the assets of the Association to the Public Library Section of the North Carolina Library Association, a North Carolina nonprofit corporation, or may dispose of all of the assets by transferring the assets to such organization or organizations organized and operated exclusively for religious, charitable, educational, scientific or literary purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code as the Board of Directors shall determine, or to federal, state, or local governments to be used exclusively for public purposes. Any such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the Association is then located, exclusively for such purposes or to such organizations, such as the court shall determine, which are organized and operated exclusively for such purposes, or to such governments for such purposes.

**ARTICLE IXX
CONSTITUTION SUPERSEDED**

These Amended and Restated Bylaws supersede the existing Constitution adopted on August 28, 1979 and all amendments thereto for this Association.