

**BYLAWS OF THE**  
**BOARD OF TRUSTEES OF THE**  
**NORTHUMBERLAND PUBLIC LIBRARY, INC.**

**ARTICLE I NAME AND LOCATION**

The name of this organization shall be the Northumberland Public Library, Inc., a not-for-profit Virginia Corporation, 501 (c) (3), to be referred to in this document as the Northumberland Library or the Corporation. The principal office of the Corporation shall be in the Northumberland Library located at 7204 Northumberland Hwy. (State Route 360) Heathsville, Virginia, 22473. The Registered Agent shall be a resident of the Commonwealth of Virginia and shall be an officer Trustee of the Corporation or a member of the Virginia State Bar.

**ARTICLE II PURPOSE**

The purpose of the Northumberland Library is to provide library materials, services, programs and facilities to the diverse groups it serves. The purposes of the library are exclusively educational and charitable.

**ARTICLE III LIBRARY MEMBERSHIP AND USE**

The Corporation shall have two classes of membership:

A. **Sustaining Membership** Sustaining Members shall consist of the Board of Directors and shall have full voting rights, and only the Sustaining Members shall have the right to vote at the Annual Meeting.

B. **General Membership** General Membership shall be made up of all other library users.

C. Use of the Northumberland Library shall be open and provided, free of charge, to any person. All library materials, circulating and non-circulating, including books, periodicals, audio-visual materials, electronic resources, and other printed matter, may be used in the library by any person. A membership card may be obtained free of charge by any person. This membership card shall entitle that person to borrow materials designated by the library as circulating materials. All use of the library materials, both within and outside of the library, shall conform to Northumberland Library Policies, Rules, and Customs.

## **ARTICLE IV SELECTION OF BOARD OF DIRECTORS, TENURE AND VACANCIES**

### Section 1.

The business and affairs of the Corporation shall be managed by and controlled by a Board of Directors known as the Board of Trustees of not fewer than nine (9) nor more than fifteen (15) trustees with new members being duly nominated by the Nominating Committee and elected annually by a majority of Sustaining Members. At all times the Board shall consist of an uneven number of members with the presiding officer able to vote in the event of a tie among the members. The Northumberland County Board of Supervisors may appoint, annually, one of its members to serve as an ex-officio member of the Board of Trustees of the Board of Trustees of the Northumberland Public Library, Inc. The Friends of the Library shall appoint, annually, one of its members to serve as an ex-officio member of the Board of Trustees of the Northumberland Public Library, Inc.

### Section 2.

The term of office of each trustee will be three years, with one-third of the trustees elected annually. Trustees are eligible for a second term but must be re-nominated and re-elected. No trustees shall serve more than two consecutive terms. A Board member who has completed the maximum number of terms may be nominated to return to the Board after a one (three-year) term sabbatical.

### Section 3.

Each Trustee is required to attend the regular and special meetings of the Board. However, they may be excused by the presiding officer, due to illness or circumstances beyond their control. A Trustee may resign at any time but is required to resign if three meetings are missed without an excused absence. A trustee may be removed for cause at any time by a vote of the majority of trustees at a special board meeting called for that purpose.

### Section 4.

A vacancy on the Board, due to resignation, death, or removal of a Trustee for cause, may be filled by an interim appointment by the remaining Trustees, for the remaining term of the existing Trustee. Said interim appointment would be deemed a full term; the appointee may serve, upon election, only one more consecutive term.

Section 5.

The officers and trustees of the Corporation will serve without compensation, but the Board of Trustees may authorize payment by the Corporation of the reasonable expenses incurred by officers and trustees in the performance of their duties or as compensation for special services rendered by any officer or trustee.

**ARTICLE V ANNUAL MEETING**

Section 1.

The annual meeting of the Corporation shall be held at the Northumberland Public Library at a date and time prescribed by the Board of Trustees but no later than the last business day of September. The date and time are to be published in the local media or otherwise publicly announced. The *General Members* of the Library as well as the general public may be encouraged to attend.

Section 2.

The agenda for the Annual Meeting shall include, but not be limited to:

1. Minutes of last Annual Meeting
2. Treasurer's Report
3. Report by the Library Director
4. Report by Library Board President
5. Election of Trustees

**ARTICLE VI REGULAR MEETINGS OF THE BOARD**

Immediately after the appointment of Trustees at the Annual Meeting of Northumberland Public Library Inc., the new trustees may meet at the principal office of the Corporation for the purpose of Board organization, election of officers and the transaction of other business, if a quorum of the trustees is present; no prior notice of the meeting will be required. Regularly scheduled meetings, Special meetings and Emergency meetings of the Board of Trustees may be held without notice at any time and place as the Trustees may determine.

## **ARTICLE VII SPECIAL MEETINGS**

The president may call special meetings of the Board of Trustees, for any purpose or purposes. At the sole discretion of the president a Special Meeting of the Board may be convened using generally available electronic meeting forums so long as the forum is available to a quorum of the Board and provided there are at least two members of the Board present at the meeting location designated by the presiding officer. The President on receipt of a written request from thirty percent of the members of the Board of Trustees must call a Special Meeting.

## **ARTICLE VIII NOTICE OF ANNUAL OR SPECIAL MEETINGS**

Notice of the Annual Meeting and any Special Meetings, stating the time, place, and purpose or purposes will be given to each Sustaining Member not less than Ten nor more than Thirty days prior to the meeting, but the required notice may be waived in writing at the Organizational meeting of the Board of Trustees. Notice of the Annual Meeting will be given to all General Members by publication in a local newspaper not less than Ten nor more than Thirty days prior to the meeting.

## **ARTICLE IX WAIVER OF NOTICE**

Any notice required to be given by these Bylaws may be given by mailing, faxing and/or electronic filing to the person entitled to notice at his/her address as shown on the Corporation's books and notice shall be deemed to have been given at the time of the issuance of the said notice. Any notice required by these Bylaws to given may be waived by the person entitled to such notice so long as said waiver is provided in accord with the provisions of Article VIII.

## **ARTICLE X QUORUM**

A Quorum of the Board of Trustees is defined as a minimum of 3/5 (60%) of the members duly elected and serving.

## **ARTICLE XI VOTING**

At each meeting of the trustees, every trustee entitled to vote may vote in accord with the provisions of the Code of Virginia. Voting by proxy is not permitted.

## **ARTICLE XII THE EXECUTIVE COMMITTEE**

Section 1. The Executive Committee shall consist of the President, Vice President, Treasurer and Secretary and one other member at large named by the President.

Section 2. The Executive Committee is empowered to act in the absence of the full Board of Trustees and has the full authority to take any action granted to the full Board. The Executive Committee must report in writing to every member of the Board all of its actions within Ten (10) days of the meeting.

Section 3. The Executive Committee shall have authority over the employment and contractual agreement with the Director of the Library. The President shall be the liaison with the Director of the Library, who shall report directly to the Executive Committee.

### **ARTICLE XIII OFFICERS AND STANDING COMMITTEES**

Section 1. The President shall be nominated by the Nominating Committee and elected by the full Board at the Organizational meeting.

a. The President shall be an ex-officio member of all Committees but shall be excluded from participating in the Nominating function.

The President shall submit an annual report, in writing, for the Library members.

b. The president shall serve for a period of two (2) years regardless of his current term.

c. The President shall serve as the Chief Executive Officer of the organization and shall serve as chair of the Executive Committee.

d. The President shall form operating committees as necessary but is required to form the following standing committees by appointing a chairperson from among the officers and members of the Board of Trustees:

- i) Finance & Capital Improvements – responsible for the oversight of the financial operation, budget development (in coordination with and the advice of the Library staff) and all financial reports presented to the Board
- ii) Facilities – responsible for the maintenance of and replacement of aging, failed or damaged equipment necessary for the operation of the Library
- iii) Nominating – responsible for nominating candidates for open seats on the Board and the officers of the Board
- iv) Financial Development – responsible for the long-term financial plan for the Library, program funding and, as appropriate, endowment development
- v) Long Range Planning Committee - this Committee's plan shall be reviewed annually, and when reformed, forwarded to the Library of Virginia

Section 2.

**The Vice President** shall act for President in his/her absence and serve as an Ex-Officio member of the Long Range Planning Committee, and the Finance Committee, The Vice President, and the Library Director will act as New Trustee Orientation chair-people.

Section 3.

**The Secretary** shall maintain the minutes and, with the assistance of the Chairs involved, other official records of the Library Board, with the exception of the records of the accounts kept by the Treasurer. The official records shall include a register of the names, addresses, and terms of the members of the Library Board.

Section 4.

**The Treasurer** shall keep an official record of all monies received and expended for the use of the corporation in accordance with the written financial policy approved by the Board. All records must be audited annually by a Certified Public Accountant.

Section 5.

In the event of the absence of the President, Vice President, Secretary, and Treasurer, a member of the Board shall be called by the members present to preside.

#### **ARTICLE XIV SUBORDINATE OFFICERS AND AGENTS**

The Board may appoint other subordinate officers and agents with any powers and duties as it shall deem necessary.

#### **ARTICLE XV LIBRARY DIRECTOR**

The Board of Trustees shall hire a qualified Library Director who shall be the executive and administrative officer of the Library under the supervision and direction of the Board. The Director shall be held responsible for the proper direction and supervision of all staff, paid and volunteer, including individual evaluations; for the care and maintenance of library property; for an adequate and proper selection of materials in keeping with the stated policy of the Board; for the efficiency of the library service to the public; and budgeted appropriations. The director shall report to the Board at each regular meeting and shall present an annual report at the Annual Meeting. The Director shall also be an ex-officio member of the Board of Trustees and the Executive Committee of the Board of Trustees as well as all standing committees except the Nominating Committee. However, the chair of the Nominating Committee shall consult with the Director.

## **ARTICLE XVI POWER OF DIRECTORS TO AMEND**

The Board of Trustees will have the power to make, amend, and repeal the Bylaws of the Corporation at any Annual Meeting or at a special meeting called for the purpose by a two-thirds vote of the Board, provided that the amendment has been submitted in writing to the Board members at least Thirty (30) days previously for review.

## **ARTICLE XVII INDEMNIFICATION**

The Northumberland Library shall provide the Board of Trustees and Officers Liability Insurance. Governing library trustees acquire their position through state law and, as such, are public officials.

The Northumberland Library shall indemnify and hold harmless its Trustees, Officers, and employees (and their respective successors, in interest, where applicable) against any and all losses, damages, judgments, claims, settlements, or other expenses (including reasonable attorney's fees incident thereto) for acts or omissions arising out of the performance of their duties or within the scope of their duties and employment, except where such persons shall have been found to be guilty of gross negligence or willful misconduct by a Court of Law either of the Commonwealth of Virginia or the United States Federal Court System or acknowledged themselves to have been guilty of gross negligence or willful misconduct and shall still indemnify if Trustees' majority votes in best interest of Northumberland Library so long as such conduct is covered under the insurance policy of the Library.

The Northumberland Library shall procure and keep current policy or policies of insurance from reputable insurers sufficient, in the judgment of the President and other appropriate officers, to permit the Corporation to carry out its undertakings contained in the paragraph.

Any person seeking to assert a claim for indemnification under this Article shall deliver to the Secretary of The Northumberland Library a written notice, in a timely fashion, containing a full description of the circumstances upon which the claim is based and shall provide such further information as the Corporation shall deem necessary.

## **ARTICLE XVIII CONTRACTS**

The President, Vice President, or any other officer or agent specifically authorized by the Board of Trustees may, in the name of and on behalf of the corporation, enter into those contracts or execute and deliver instruments authorized by the Board of Trustees. Each year at the organizational meeting the Board of Trustees shall establish a threshold dollar value for contracts that must receive prior authorization from the Board prior to execution. Without the specific and express authorization of the Board of Trustees, no officer or agent of the corporation may enter into any contract or execute and deliver any instrument in the name of or on behalf of the corporation in excess of that threshold value.

## **ARTICLE XIX DISSOLUTION**

If the Corporation dissolves, prior to the distribution, but after payment, or provision for payment, of all debts and liabilities of this corporation, the assets remaining shall be distributed by the officers and trustees of the Corporation to an entity organized under Section 501 (c) (3) of the Internal Revenue Code.

## **ARTICLE XX CONSTRUCTION AND SEVERABILITY**

**Construction, Severability** – These Bylaws shall be construed, interpreted and applied under and in accordance with laws of the Commonwealth of Virginia, any conflict with the statutory provisions for Non-Profit Corporations in the Commonwealth shall always give way to the superiority of the statute as passed and published by the Legislature of the Commonwealth. The invalidity or unenforceability of any provision of the Agreement shall not affect the validity or enforceability of any other provision.

From the Bylaws as revised, edited, amended and approved on September 21, 2017