



# **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 Public Library or the Corporation. The principal office of the Corporation shall be in the Northumberland Public 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. The fiscal year of the Corporation shall be a twelve-month period beginning July 1 and ending June 30.

## **ARTICLE II PURPOSE AND USE**

A. **Purpose.** The Northumberland Public 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.

B. **Use of the Library.** The Northumberland Public 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 III LIBRARY MEMBERSHIP**

The Corporation shall have two classes of membership:

A. **Sustaining Membership.** Sustaining Members shall consist of the elected Board of Trustees and only they shall have full voting rights at any meeting of the Board.

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

## **ARTICLE IV BOARD OF DIRECTORS**

A. **Board Composition.** The business and affairs of the Corporation shall be managed by and controlled by the Board of Trustees consisting 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 the Sustaining Members. All new Trustees will be provided with a mandatory orientation given by the Director of the Library.

**B. Responsibilities.** The Board of Trustees shall have final authority in matters pertaining to the operation of the Corporation. All board members must be willing to accept the duties and responsibilities in the activities of the Corporation as follows:

- 1) establishing organizational policies for governance and operation of the Corporation,
- 2) maintaining policies required to keep the Corporation in compliance with the governance policies required by the Internal Revenue Service and other regulatory agencies, as specified in the informational returns for organizations exempt from income taxes,
- 3) electing Officers of the Corporation according to these Bylaws,
- 4) approving the distribution of funds related to program funding, organizational operations, endowments, investments, and capital expenditures; and
- 5) attending Board of Trustees and committee meetings according to these Bylaws.

**C. Ex-officio Members.** The Northumberland County Board of Supervisors and The Friends of the Library may each appoint, annually, one of its members to serve as an ex-officio member of the Board of Trustees of the Northumberland Public Library, Inc. Ex-officio members represent the assigned entity and have the privilege to attend board meetings to share their influence and expertise. They shall not have voting rights in any actions of the Board of Trustees, nor be obligated to assume any responsibilities for board matters. Ex-officio members may not be counted as part of a board quorum.

**D. Board Terms.** The term of each Trustee will be three years, with the calendar year running from July 1 to June 30. The chair of the Nominating Committee shall consult with the Director regarding potential Board members and shall submit prospective names and resumes to the Board for review prior to a vote. 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 Trustee who has completed the maximum number of terms may be nominated after a one-year absence.

**E. Attendance.** 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 by submitting a request. Excused members may attend meetings virtually, but no more than twice in a calendar year as per the Virginia Code § 2.2-3708.3. A Trustee may be removed for cause at any time by a majority vote of the Trustees at a Special Meeting of the board called for that purpose.

**F. Resignation.** A Trustee may resign at any time by giving written notice to the Board President. A Trustee is required to resign if three meetings are missed without an excused absence. Unless otherwise specified in the notice, the resignation and acceptance shall take effect upon receipt.

**G. Board Vacancy.** A vacancy on the Board, due to resignation, death, or removal of a Trustee for cause, may be filled with Board approval by the Trustees, for a three-year term.

**H. Compensation.** The Trustees of the Corporation will serve without compensation, but the Board of Trustees may authorize payment by the Corporation of reasonable expenses incurred.

## **ARTICLE V ANNUAL MEETING**

**A. Date and Time.** The annual meeting of the Corporation shall be held at the Northumberland Public Library in September. The date and time will be published in the local media and posted at the Library. The General Members of the Library as well as the public are encouraged to attend.

B. *Agenda*. The agenda for the Annual Meeting shall include, but not be limited to, a report by the Board President and a report by the Library Director.

## **ARTICLE VI REGULAR MEETINGS**

The Board of Trustees shall meet for Regular Meetings at the principal office of the Corporation for the purpose of the transaction of board business. Regularly scheduled meetings shall be held bimonthly on a recurring day of a specific week determined by the Board of Trustees. A yearly schedule of the Regular meetings shall be dispersed to all Trustees at the Annual Meeting.

## **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 (10) nor more than thirty (30) days prior to the meeting, but the required notice may be waived in writing at the Regular Meeting of the Board of Trustees. Regular, Special and Emergency meetings may be held without public notice at any time and place as the Trustees may determine. Notice of the Annual Meeting will be given to all General Members by publication in a local newspaper not less than ten (10) nor more than thirty (30) 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. Notice shall be deemed to have been given at the time of its issuance. Any notice required by these Bylaws to be 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

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

B. **Purpose.** 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.

C. **Director Supervision.** 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. The Board of Trustees shall evaluate the Library Director's performance annually and the Board President shall present the assessment to the Library Director.

## ARTICLE XIII STANDING COMMITTEES

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:

A. **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

B. **Facilities.** Responsible for the maintenance of and replacement of aging, failed or damaged equipment necessary for the operation of the Library

C. **Nominating.** Responsible for nominating candidates for open seats on the Board and Officers

D. **Financial Development.** Responsible for the long-term financial plan for the Library, program funding and, as appropriate, endowment development

E. **Long-Range Planning Committee.** The Library's Long-Range Plan shall be reviewed annually, and when reformatted, forwarded to the Library of Virginia

## ARTICLE XIV BOARD OFFICERS

Officers are nominated by the Nominating Committee, elected by the full Board of Trustees at the Regular meeting in May, and installed at the July meeting. The term of the Officers shall be for a period of one (1) year and may be extended annually by board nomination and approval. In the event of the absence of the President, Vice President, Secretary, and Treasurer at a board meeting, a member of the Board shall be called by the members present to preside.

A. **President.** The President shall serve as the Chief Executive Officer of the organization and be responsible for the Bylaws and policies of the Corporation. The President shall chair the Executive Committee and be an ex-officio member of all Standing Committees but shall be excluded from participating in the nominating function. A written report shall be submitted annually by the President for the Library members.

**B. Vice President.** The Vice President reports to the President and shall serve as the President pro-temp in his/her absence. The Vice President shall serve as an ex-officio member of the Long-Range Planning Committee, and the Finance Committee. If the President leaves the office prior to the end of his/her term, the Vice President shall immediately assume the President's role, and the board shall elect a new Vice President.

**C. Secretary.** The Secretary reports to the President. The Secretary shall be responsible for the recording of all minutes of every Board meeting. In the event the Secretary is unavailable, the Board President shall appoint an individual to act as Secretary at the meeting. The Secretary shall prepare the minutes of the meeting, which shall be delivered to the Library Director to be placed in the minute books.

**D. Treasurer.** The Treasurer reports to the President and 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. The Treasurer, in cooperation with the Library Director, arranges for all records to be audited annually by a Certified Public Accountant.

## **ARTICLE XV SUBORDINATE OFFICERS AND AGENTS**

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

## **ARTICLE XVI LIBRARY DIRECTOR**

The Board of Trustees shall recruit, employ, and annually evaluate 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 for budgeted appropriations. The Director shall report to the Board at each Regular Meeting and shall present an annual report at the Annual Meeting. The meeting minutes shall be included in the board packet that is provided to each Trustee at least one week prior to the regular meeting. The Director shall also be an ex-officio member of the Board of Trustees, Executive Committee of the Board of Trustees, and all Standing Committees except the Nominating Committee. The Director may assume the responsibility to set the agenda for board meetings in cooperation with the Board President.

## **ARTICLE XVII POWER OF TRUSTEES TO AMEND**

The Board of Trustees will have the power to make, amend, and repeal the Bylaws of the Corporation at any Annual Meeting, Regular 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 XVIII INDEMNIFICATION**

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

The Northumberland Public 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 Public Library so long as such conduct is covered under the insurance policy of the Library.

The Northumberland Public 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 Public 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 XIX 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 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. Additionally, extraordinary (those events totaling more than \$5000) un-budgeted financial events, both revenue and expense, should be promptly reported to the Trustees before the next scheduled board meeting and reported again at that meeting.

## **ARTICLE XX 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 XXI CONSTRUCTION AND 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.

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From the Bylaws as revised, edited, amended, and approved on September 21, 2017; June 10, 2020; October 16, 2020; January 13, 2021; September 14, 2022.