

Friends of the Victoria Public Library, Inc.  
Bylaws

**Article I: Name and Location of the Corporation**

The name of this corporation is Friends of the Victoria Public Library, Inc. (hereinafter called “the corporation” or “Friends”) and the mailing address is PO Box 884, Victoria, VA 23974-0884.

**Article II: Type of Corporation**

This corporation is established as a nonstock charitable organization. The term “charitable” shall mean as defined in Exempt Purposes - Internal Revenue Code Section 501(c)(3). No part of this corporation’s earnings shall inure to the benefit of any member or individual.

**Article III: Name and Location of the Registered Agent**

The Registered Agent of this corporation is Robert E. Hawthorne, Jr. and his office address is 1805 Main Street, Victoria, VA 23974. His mailing address is PO Box 931, Victoria, VA 23974-0931.

**Article IV: Purpose of the Corporation**

The primary, but not only, purpose of this corporation shall be to promote and enhance educational and literary opportunities in the local community. The primary, but not only, goal of this corporation is to try to help supplement, but not replace, funding to support, maintain, and sustain the Victoria Public Library. The governing boards of the local political subdivisions, the Library of Virginia, and the Board of Trustees of Lunenburg County Public Library System, Inc. are the primary funding sources.

1. To fulfill its purpose, this corporation may raise funds through gifts, bequests, donations, solicitation, and other fundraising activities.
2. This corporation shall accept only gifts, bequests, and donations of money that are given free of all conditions requiring the return, transfer, or conveyance of that money for any reason upon which any condition may occur.
3. This corporation shall accept only gifts, bequests, and donations of money that are not subject to limitations permitting the use of that money only for specific purposes.
4. This corporation may allot funds to the Victoria Public Library to help provide greater educational and literary opportunities for the citizens of the local community.
5. This corporation may allot funds to the Victoria Public Library, if deemed appropriate and properly requested, to help maintain the library building for safety purposes.
6. This corporation may allot funds to the Victoria Public Library, if deemed appropriate and properly requested, for other purposes to support, maintain, and sustain said Library.
7. This corporation shall not reimburse expenses already incurred or fund purchases already approved and agreed upon by the Victoria Public Library Director, Supervisor, or other employee or the Board of Trustees of Lunenburg County Public Library System, Inc. for which a vendor is expecting payment.

8. This corporation shall not approve the funding of any expenses of and for the Victoria Public Library unless such requests for funding are presented to the Board of Directors at a regularly scheduled membership meeting.

9. This corporation shall not approve the funding of any expenses of and for the Victoria Public Library, properly presented to the Board of Directors, at the meeting in which the request is submitted and without performing due diligence to determine the necessity of requested expenses in the fulfillment of this corporation's purpose.

10. This corporation may engage in activities and expend funds outside of Victoria Public Library's interests that promote and enhance educational and literary opportunities in the local community.

### **Article V: Operating Year of the Corporation**

This corporation shall conduct business operations on a fiscal year from 1 July to 30 June.

### **Article VI: Membership and Dues**

#### **Section 1. Membership Eligibility**

a. Any person eligible for a Lunenburg County Public Library System card, who is a registered Lunenburg County Public Library System cardholder in good standing with said Library System, shall be eligible to apply for membership in this corporation.

b. Any representative of a business, organization, and club shall be eligible to apply for membership in this corporation when such representation is desired, limited, however, to one representative of each business, organization, and club.

c. At a duly called meeting of the Board, the Board of Directors shall approve all applications for membership.

#### **Section 2. Payment of Dues**

a. Payment of annual dues of \$1.00 shall be paid upon membership approval or by the following duly called meeting of the membership.

b. Henceforth, payment of annual dues of \$1.00 shall be paid at the annual membership meeting, but no later than 60 days thereafter.

c. The Board of Directors may raise the minimum annual dues, from time to time, as they deem necessary.

#### **Section 3. Certificate of Membership**

Upon approval for membership and payment of dues, the Membership Director shall issue a Membership Card.

#### **Section 4. Removal from the Membership**

a. The Board may remove any member who has not paid their annual dues within 60 days of the annual membership meeting.

b. The Board may remove any new member who has not paid their annual dues within 60 days of approval of their membership.

## **Article VII: Voting Rights**

### **Section 1. Eligibility**

Each member, who is at least 18 years of age and has paid their annual dues at a meeting before the meeting in which matters requiring a vote is held, shall be entitled to one vote, restricted, however, to the election of Directors of the Board of this corporation.

### **Section 2. Exceptions**

The President of the Board shall not be eligible to vote except for the election of Directors and Officers of the Board of this corporation and to break a tie vote. The President of the Board shall not have the authority to make or second a motion for a vote on any action.

### **Section 3. Casting Votes**

There shall be no proxy votes and no votes shall be taken by telephone, email, or other electronic means.

### **Section 4. Quorum**

A simple majority vote of those members present, in person, at any duly called meeting of the membership shall constitute a quorum for electing Directors. A simple majority vote of those Board members present, in person, at any duly called meeting of the Board shall constitute a quorum for voting purposes.

## **Article VIII: Governing Body**

### **Section 1. Directors and Terms of Office**

The governing body of this corporation shall be a Board of Directors (hereinafter called “the Board”). The number of Directors constituting the Board shall be a minimum of seven (7) and a maximum of eleven (11) and they shall manage the affairs of this corporation. Four (4) of these Directors shall be elected by the Board to be Officers. No person not a member of this corporation shall be eligible to be a Director. No member not a Director shall be eligible to be an Officer. The terms of office of the several Directors shall be:

- a. One-third of the Directors shall be elected for a three-year term.
- b. One-third of the Directors shall be elected for a two-year term.
- c. One-third of the Directors shall be elected for a one-year term.
- d. Each Officer shall be elected for a one-year term.

### **Section 2. Duties**

It shall be the duty of the Board to conduct the business of Friends according to the July 2016 Restatement of the Articles of Incorporation and as set forth in these Bylaws.

## **Article IX: Board of Directors**

### **Section 1. Duties of the Officers and Directors**

a. President shall:

- 1) Have general supervision of the affairs of Friends.
- 2) Sign or countersign with the Secretary all legal papers and instruments made and issued on behalf of Friends that may require such signature.
- 3) Preside at Board meetings and membership meetings.
- 4) Make reports to the Board.
- 5) Appoint Directors and members to committees as necessary.
- 6) Appoint members and no more than three (3) current Directors to a nominating committee of not more than seven (7) to nominate a slate of candidates for the Board.
- 7) Accept additional nominations for Directors from the floor.
- 8) Perform all other duties incident to this office and engage in such other conduct for the benefit of Friends.
- 9) In the absence of the Secretary and Vice President, shall be responsible for collecting and distributing mail.
- 10) In the absence of the Membership Director, Treasurer, Secretary, and Vice President, shall issue Membership Cards.
- 11) The President is a non-voting member of the Board except to break a tie vote.

b. Vice President shall:

- 1) Perform all duties incident to this office and engage in such other conduct for the benefit of Friends or which the President may designate.
- 2) In the absence of the President, shall assume all duties and responsibilities of that office.
- 3) In the absence of the Secretary, shall be responsible for collecting and distributing mail.
- 4) In the absence of the Membership Director, Treasurer, and Secretary, issue Membership Cards.
- 5) The Vice President is a voting member of the Board; except when serving as President, is a non-voting member except to break a tie vote.

c. Secretary shall:

- 1) Have charge of the corporate books and records.
- 2) Be responsible for collecting and distributing mail.
- 3) Sign or countersign with the President all legal papers and instruments made and issued on behalf of Friends that may require such signature.
- 4) Issue the required notice for all Board meetings and membership meetings.
- 5) Keep the Minutes of all meetings of the Board and membership, including attendance.

- 6) Create all needed correspondence dealing with the business of the Friends.
- 7) In the absence of the Membership Director, maintain a current list of Directors.
- 8) In the absence of the Membership Director and Treasurer, issue Membership Cards.
- 9) In the absence of the President and Vice President, assume all duties and responsibilities of the President.
- 10) Make all reports and perform all other duties incident to this office or which the President may designate.
- 11) Be responsible for the review and update of the Friends web page and Facebook page.
- 12) The Secretary is a voting member of the Board; except when serving as President, is a non-voting member except to break a tie vote.

d. Treasurer shall:

- 1) Be bonded with legal and proper surety for such sums as may be determined by the Board and the premium for such surety shall be paid by Friends.
- 2) Have custody of all funds and securities of Friends and shall deposit the same in the name of Friends in such bank or banks as the Board may select.
- 3) Sign all checks, notes, or orders for the payment of money, and shall pay out and dispose of same under the direction of the President and the Board.
- 4) Exhibit the books of the corporation to the members of Friends upon proper request or application made by them at the office of the corporation.
- 5) In the absence of the Membership Director, keep an accurate record of the membership, payment of the membership dues, and issue Membership Cards.
- 6) In the absence of the President, Vice President, and Secretary, assume all duties and responsibilities of the President, including presiding at Board meetings and membership meetings.
- 7) Perform all other duties incident to this office or which the President may designate.
- 8) The Treasurer is a voting member of the Board; except when serving as President, is a non-voting member except to break a tie vote.

e. Parliamentarian shall:

- 1) Ensure that all meetings of the Board and membership are conducted according to Roberts Rules of Order.
- 2) Ensure that all actions taken at meetings of the Board and the membership are in accordance with the Restatement of the Articles of Incorporation as well as these Bylaws.
- 3) Perform an annual review of the Restatement of the Articles of Incorporation and Bylaws to ensure that Friends continue to serve the needs of the membership, the community, and the Victoria Public Library.
- 4) Report to the Board amendments deemed necessary to the aforementioned instruments. The Board shall follow the amendment procedures set forth in Article XI, Amendments to these Bylaws.

f. Community Liaison shall:

- 1) Serve as liaison between the community, the Victoria Public Library Branch Supervisor, the Library Director, and the governing Boards of the county, the Town of Victoria, and the Library System.
- 2) Attend the meetings of the County Board of Supervisors, Victoria Town Council, and the Library Board of Trustees and make reports of the meetings to the Friends Board.
- 3) Perform all other duties incident to this office or which the President may designate.
- 4) The Community Liaison is a voting member of the Board.

g. Membership Director shall:

- 1) Actively solicit membership in Friends.
- 2) Keep an accurate record of the membership.
- 3) Keep an accurate record of the payment of membership dues.
- 4) Issue Membership Cards.
- 5) Serve as liaison between the Board and the membership.
- 6) The Membership Director is a voting member of the Board.

## **Section 2. Duties of Additional Directors**

The Board may include the following Directors and Directors-at-Large, if the Board consists of more than seven (7) members, or duties thereof appointed to committees:

a. Activities and Fundraising Director shall:

- 1) Plan a calendar of community events that Friends may want to attend to fulfill the purposes of this corporation. The Board shall approve the events in which the Friends shall participate.
- 2) Plan and coordinate activities, events, and fundraisers. Coordinate these activities with the Victoria Public Library Supervisor, as appropriate. The Board shall approve the activities.
- 3) Ensure the calendar of participatory events is well publicized.
- 4) Ensure that promotional information is given to the Secretary to post to the Friends web page and Facebook page.
- 5) The Activities and Fundraising Director is a voting member of the Board.

b. Historian shall:

- 1) Preserve all records for both current and past terms.
- 2) Maintain a Friends scrapbook and record all events for posterity.
- 3) The Historian is a voting member of the Board.

c. Directors-at-Large shall:

- 1) Participate on committees as necessary to fulfill the purposes of this corporation.

2) Engage in such other conduct for the benefit of Friends, as the President may deem advisable.

3) Directors-at-Large are voting members of the Board.

### **Section 3. Annual Audit**

An annual audit of the Treasurer's records for the accounts of the Friends shall take place. In the event of a change in the position of Treasurer during the fiscal year, there will be an automatic audit.

### **Section 4. Appointments**

The Board shall have authority, by resolution adopted, to appoint attorneys-in-fact or other Directors to exercise the function of any office of Friends or to assist any office of Friends in the exercise of the affairs of Friends.

### **Section 5. Eligibility of Directors**

a. To be eligible for a Director of the Board, you must be a member of Friends in good standing for at least one year prior to election of the Board, including having paid annual dues within 60 days of the due date, and having attended at least 60% (7) of the eleven (11) meetings in the previous fiscal year.

b. The Board may suspend this rule, if there are no eligible members, to fulfill the minimum number of Directors rule (Article VIII, Section 1).

### **Section 6. Election of Directors**

The membership of Friends shall elect the Directors of the Board from among current eligible members. Elections shall be held at the Annual Membership Meeting.

### **Section 7. Eligibility of Officers**

a. To be eligible for an Officer of the Board, you must be a Director in good standing for at least one year prior to election of Officers, including having paid annual dues within 60 days of the due date, and having attended at least 80% (9) of the meetings in the previous fiscal year.

b. The Board may suspend this rule, if there are no eligible Directors, to fulfill the number of Officers rule (Article VIII, Section 1).

### **Section 8. Election of Officers**

The Directors of the Board shall elect the Officers from among current eligible Directors. Elections shall be held at the Annual Membership Meeting.

### **Section 9. Vacancies**

a. In case of vacancies on the Board that result in less than seven (7) Board members, the Board shall hold an election for replacements for the unexpired terms, otherwise, replacement is at the discretion of the Board.

b. Except, in case of vacancies in Officer positions, the Board shall hold an election for replacements for the unexpired terms.

c. Voting and Eligibility rules apply.

## **Section 10. Resignations**

If an Officer or Director wishes to resign, he or she must submit a written, dated, and signed resignation to the Board.

## **Section 11. Removal from the Board**

The Officers and Directors of the Board may remove any Officer or Director for:

- a. Failure to perform duties pursuant to the Restatement of the Articles of Incorporation and these Bylaws.
- b. Failure to attend 80% of the membership and Board meetings in a fiscal year without justifiable cause (Officers).
- c. Failure to attend 60% of the membership and Board meetings in a fiscal year without justifiable cause (Directors).

## **Article X: Meetings**

### **Section 1. Annual Membership Meeting**

- a. The annual membership meeting shall be held for the purpose of electing Directors and Officers of the Board.
- b. The annual membership meeting shall be open to the members of Friends and to the public-at-large.
- c. The location of the annual membership meeting shall be the Victoria Public Library or such other location as may be designated, in writing, by the President.
- d. The annual membership meeting shall be the July meeting.

### **Section 2. Regular Membership Meetings**

- a. The regular membership meetings shall be open to the members of Friends and to the public-at-large.
- b. The location of regular membership meetings shall be the Victoria Public Library or such other location as may be designated, in writing, by the President.
- c. The regular membership meetings shall be the fourth Thursday of the month in January through October, the third Thursday of the month in November, and no meeting in the month of December.

### **Section 3. Special Membership Meetings**

- a. Special membership meetings may be called by any Officer or Director.
- b. The special membership meetings shall be open to the members of Friends and to the public-at-large.
- c. The location of special membership meetings shall be the Victoria Public Library or such other location as may be designated, in writing, by the President.
- d. Special membership meetings shall be held as soon as feasible.

#### **Section 4. Directors Meetings**

- a. Directors meetings may be held at pre-arranged dates or at the call of the President or two (2) Directors.
- b. The location of Directors meetings shall be the Victoria Public Library or such other location as may be designated, in writing, by the President.

#### **Section 5. Notice of All Meetings**

- a. The Secretary shall cause notice of all membership meetings to be published in the local newspaper edition preceding at least one week before the date of the meeting.
- b. The Secretary shall cause notice of all membership meetings to be posted at the location of the meeting at least one week before the date of the meeting.
- c. If a special meeting is called for time-sensitive action, then the Secretary shall give notice to Directors and members not less than two (2) business days preceding the special meeting.
- d. If a special meeting is called for time-sensitive action, then the Secretary shall post notice at the location of the meeting not less than two (2) business days preceding the special meeting.

#### **Section 6. Order of Business**

The order of business for directors, annual, and regular membership meetings shall include, but not be limited to, the following items, which shall be covered in the sequence shown as far as circumstances will permit:

- a. Call to Order
- b. Invocation/Blessing
- c. Pledge of Allegiance
- d. Elections and Installation of New Directors and Officers
- e. Approval of previous Minutes
- f. Approval of current Treasurer's Report
- g. Reports from the Library and Library Board of Trustees
- g. Reports of Directors and Committees
- h. For matters requiring a vote of the membership present, the Secretary shall ascertain the voting eligibility of those present.
- i. Old/Unfinished business
- j. New Business
- k. Adjournment

## **Article XI: Amendments to these Bylaws**

### **Section 1.** Proposed Amendments

These Bylaws may be amended, repealed, or altered in whole or in part by a simple majority vote at a regular or special membership meeting as herein provided. No amendment, repeal, or alteration shall be made at any meeting that was not proposed at the last preceding meeting.

### **Section 2.** Discussion

The Board shall discuss all proposed amendments to these Bylaws, which may be made by any member of Friends.

### **Section 3.** Member Opinions

Proposed amendments shall be communicated to members of Friends and posted for two (2) weeks, during which time the members of the Board shall actively solicit the opinions of the membership.

### **Section 4.** Approving Amendments

Article VII, Voting Rights, must be followed to pass proposed amendments.

## **Article XII: Dissolution of this Corporation**

Upon dissolution of this corporation, the Board of Directors of this corporation shall dispose of all of the assets of this corporation in accordance with this corporation's Articles of Incorporation.

Original: 1983

Amended: 2005

Amended: June 23, 2011

Amended: January 22, 2015

Amended: July 28, 2016