

Lancaster Community Library Bylaws

ARTICLE 1 NAME

Section 1.1. Name and Location. The name of this organization shall be the Lancaster Community Library (LCL) a not-for-profit Virginia Corporation. The Virginia State Corporation Commission number is 00915538. The Board shall appoint the Corporation's registered agent. The principal office of the Corporation shall be in the Lancaster Community Library located at 16 Town Center Drive, Kilmarnock, VA 22482. The fiscal year of the Corporation shall be a twelve-month period beginning July 1 and ending June 30.

ARTICLE 2 PURPOSE

Section 2.1. Use of the Library. The Lancaster Community Library's purpose is to provide every member of our community with a safe, free and inviting center for information, instruction, learning, and cultural opportunities.

ARTICLE 3 USERS, PATRONS, MEMBERS

Section 3.1 Users. As the designated public library of Lancaster County for the Commonwealth of Virginia, except as provided below, all individuals in our community shall be free to access the library.

Section 3.2 Patrons. Except as provided below, all individuals in our community may obtain a library card to provide access to the full resources of the library, including, but not limited to, checking out books, CDs, and DVDs. The Library Director shall determine which library resources require the use of a library card.

Section 3.3 Members. Under its Articles of Incorporation, Lancaster Community Library was created as a nonstock corporation with members under the Corporate Code of Virginia. The Articles provide that the Board of Directors shall determine the qualifications and approval of Members. The Board of Directors has determined that, as overt evidence of an interest in supporting the library, an annual Membership fee shall be required to be a member in good standing. The Board of Directors has further determined that, except as provided below, no other qualification shall be required of Members. Except as provided below, therefore, the Board of Directors extends automatic approval to all who have applied for Membership and have paid the annual Membership fee. The Library Director shall maintain a list of the names and contact information for Members. Members shall be given notice of and invited to attend the Library's Annual Meeting and any Special Meetings of the Membership called for any purpose. Each Member in good standing shall be entitled to one vote on any question put before the Membership at such meetings.

3.4 Exceptions to the prior provisions of Article 3. Access to the library, access to library cards, and status as a Member may be temporarily suspended by the Library Director for good cause, including, but not limited to, disruptive behavior which the Library Director deems to interfere with the ability of the library to carry out its normal operations on behalf of users, Patrons, and Members, behavior of a threatening or violent nature, and behavior which threatens the safety or the property of the library.

Any person who has had their access to the library or to the privileges of Membership temporarily suspended by the Library Director shall have the right of appeal to the full Board of Directors at its next regularly scheduled Board of Director's meeting. The Library Director shall report to the Board of Directors any such suspensions at a future scheduled meeting of the Board of Directors whether an appeal is taken or

not, and shall further report any such suspensions to the President of the library as soon as reasonably possible after the suspension has been imposed.

ARTICLE 4 BOARD OF DIRECTORS

Section 4.1. Term There shall be a Board consisting of not less than ten or more than twelve Directors selected from and elected by members of the Library. Directors shall be elected at each Annual Meeting, to serve a four-year term beginning July 1 following the Annual Meeting and ending June 30 four years later. Should a Director fail to complete his or her term, the Board shall elect a replacement to serve out the unexpired term. A Director who is completing an unexpired term of a former Director may be re-elected to a full four-year term. ** The Board may extend the term of any member or members for no longer than two years to maintain a reasonable balance between experienced and new Board members.

- (a) Each Director shall be a member of the library.
- (b) The absence of a Director for one-third of the Board meetings in a twelve-month period may be cause for removal unless the Board votes otherwise. No Director shall be compensated for services as a Director except that the Library shall reimburse preapproved and reasonable out-of-pocket expenses of a Director incurred in performance of the job as Director.

Section 4.2. Board Meetings.

- (a) Board meetings shall be conducted monthly unless otherwise designated by the President with the approval of the Board.
- (b) Additional meetings may be called at any time by the President. The President will also serve as Chairman of the Board. Meetings of the Board and all committees shall be held at the Library in so far as is practicable. A majority of the Board of Directors shall constitute a quorum.
- (c) When necessary, the President may poll the Board by electronic communications to conduct business. The results of such electronic voting shall be considered as regular conduct of business. Results shall be reported

by the President to the Board and shall be included in the President's report at the next regular meeting of the Board. If anyone director of the Board objects to the electronic polling for a specific issue, that director can report the objection to the President and the issue shall be postponed until the next regular or Special Meeting of the Board.

Section 4.3. Electing Officers. The incoming Board shall participate in an Organizational Meeting, immediately following the June Annual Meeting, of the previous Board to elect Officers who shall serve for one year. While the previous Board members may remain for the Organizational Meeting, only the new Board of Directors shall elect the Officers.

Section 4.4. Responsibilities. The Board shall exercise general supervision over and have full power to manage and regulate the affairs of the Corporation. The Board shall have power to receive, care for and expend the funds of the Corporation; to make leases and other contracts; to do all such acts or things as may be necessary and proper in carrying out the purposes of the Corporation; and to authorize the Seal of the Corporation to be affixed to any instruments and to be duly attached. The Board shall also appoint and evaluate the Library Director.

ARTICLE 5 OFFICERS

Section 5.1. Positions. The officers of the Corporation shall be a President, First Vice-President, Second Vice-President, and Treasurer. The President, First Vice-President, Second Vice-President and Treasurer shall be elected by the Board for one year. Re-election of officers shall not exceed one term unless approved by the Board. The Secretary shall be appointed by the Board annually.

Section 5.2. President. The President shall be the Chief Executive Officer of the Corporation. The responsibilities of this office shall include: preside at all meetings of the Board and of the members; chair the Executive Committee; have direct supervision of the affairs of the Corporation, sign or countersign all contracts and other instruments of the Corporation; make reports to the Directors and members at the Annual Meeting, execute all documents authorized by the Board, conduct an annual performance evaluation of the Library Director with input from the Board and acceptance by the Board, and perform all such other duties as are incident to his or her office or are properly required of him or her by the Board. He or she shall appoint committees and the chairs, as deemed necessary, and shall be an ex-officio member of all committees.

Section 5.3. First Vice President. The First Vice-President shall act as an assistant to the President and assume the duties of the President in the President's absence or incapacity.

Section 5.4. Second Vice President. The Second Vice-President shall act as an assistant to the President and assume the duties of the First Vice-President in the absence or incapacity of the First Vice-President.

Section 5.5. Treasurer. The Treasurer, working with the Library Director, is responsible to ensure that an official record of all monies received and expended for the use of the Corporation is maintained in accordance with the written financial policies and procedures approved by the Board; have custody of all the funds and securities of the Corporation and ensure that all monies are deposited in the name of the Corporation in such financial institutions as the Directors may select; review, prepare and report on funds and expenditures at all Board Meetings and the Annual Meeting. The treasurer shall keep regular books that shall be open to inspection by any Director and shall be audited annually. The Treasurer, in cooperation with the Library Director, will arrange for all financial records to be audited annually by a Certified Public Accountant.

Section 5.6. Secretary. The Board shall annually appoint a Secretary who shall make such reports and perform such other duties as are incident to the office or are properly required by the Board. In the event the Secretary is unavailable, the Board President shall appoint an individual to act as Secretary at the meeting. The Secretary is a non-voting member of the Board.

ARTICLE 6 MEETINGS

Section 6.1. Annual Meeting. The Annual Meeting of the members shall be held at the Community Library in Kilmarnock on the fourth Monday of June. The Board may designate another date within the last quarter of the Library's fiscal year, if necessary. Notice of the Annual Meeting shall be announced in a newspaper published and circulated in the County of Lancaster, Virginia, or by written notice scheduling a proxy vote sent to members, not less than ten days prior to the meeting. The Directors of the Corporation are to be elected by a majority vote of the Directors and the membership in attendance at its annual meeting.

Section 6.2. Order of Business. Suggested order of business at the Annual Meeting:

- (a.) Establish membership attendance
- (b.) Proof of due notice of meeting
- (c.) Reading and disposal of any unapproved minutes
- (d.) Written annual reports of officers and committees
- (e.) Old Business
- (f.) New Business
- (g.) Election of Directors
- (h.) Adjournment

Section 6.3. Special Meetings. Special meetings requiring membership participation may be called by the President or upon written application to the Board signed by one-fifth of the members. Special meetings shall follow the rules prescribed for the Annual Meeting. Notices shall state the purpose of the meeting and the business transacted shall be restricted to such purposes.

Section 6.4. Voting. At the Annual Meeting or other authorized membership meeting, business voted upon shall be decided by a majority of members in attendance.

ARTICLE 7 EXECUTIVE COMMITTEE

Section 7.1. Composition. The Executive Committee shall be composed of the President and the Vice Presidents, the Treasurer, and may include one Committee Chairman. The Executive Committee shall have the power to act for the full Board by agreement of the Executive Committee in the event of an emergency or urgent matters that must be acted upon before the next Board meeting.

ARTICLE 8 COMMITTEES

Section 8.1. Standing Committees. The President is required to form the following permanent Standing Committees: Finance, Governance, Nominating, and Fundraising/Philanthropy. The President shall appoint the Chair and confirm members of the Board or volunteers for each Standing Committee annually. Committees may have members who are not current Directors as deemed appropriate for the Board's purposes. All committees shall make and present a written progress report to the Board at each of its meetings. No committee will have other than advisory powers unless, by suitable action of the Board or Executive Committee, it is granted specific power to act. Committee members may not enter into contracts or agreements on behalf of the Board.

Section 8.2. Ad Hoc/Special Committees. The President shall form Ad Hoc Committees as the business of the Board may require. Ad Hoc/Special Committees are designed to carry out a specified task at the completion of which, a final presentation is made to the Board and the Committee ceases to exist. The President will appoint the Chair of the Ad Hoc Committee, who shall be on the Board of Directors. Additionally, Ad Hoc Committees shall follow the same guidance as Standing Committees.

ARTICLE 9 BYLAW AMENDMENTS AND REVISIONS

Section 9.1 Amendments. These Bylaws may be amended, repealed or altered in whole or in part by a two-thirds vote of the Directors.*

ARTICLE 10 INDEMNITY OF DIRECTORS

Section 10.1. Indemnification. The Corporation shall maintain indemnity insurance for Directors and anyone who is or was a Director or officer of the Corporation for any claim in whatever form or civil or criminal suit arising by reason of such person's serving as an officer or director of the Corporation, with the exception of any claim or suit arising from the officer's or Director's willful misconduct or having knowingly violated any criminal law. Such

indemnification shall include any judgements, fines, counsel fees, settlement and expenses incurred by the officer or Director. The indemnification shall not be exclusive to any other rights to which the Director office may be entitled.

ARTICLE 11 LIABILITY OF OFFICERS AND DIRECTORS

Section 11.1 Liability. Pursuant to S 13.1- 883 of the Code of Virginia, 1950 amended, officers and directors of the corporation are immune from any civil liability for acts taken in their capacity as officers or directors, except that the liability of an officer or director shall not be limited if the officer or director engaged in willful misconduct or a knowing violation of the criminal law or if liability derives from the operation of a motor vehicle. In addition, for purposes of S 13.1-870.1, in any proceeding brought by or in the right of the corporation or brought by or on behalf of members of the corporation, the damages, which may be assessed against an officer or director arising out of a single transaction, occurrence, or course of conduct shall not exceed zero dollars.

ARTICLE 12 SEAL

Section 12.1. Corporate Seal. The Corporate Seal of the Corporation shall consist of two concentric circles in the center of which are the words, "The Community Library, Kilmarnock Virginia" and in the center the date 1961, an impression of which follows.

AMENDMENTS:

*Amended June 24, 2020 LCL Annual Meeting. This amendment states that these Bylaws may be amended, repealed or altered in whole or in part by a two-thirds vote of the *Directors*.

**Amended March 22, 2023 Board of Directors Meeting. This amendment states that a Director who is completing the unexpired term of a former Director may be re-elected to a full four-year term.