

**Bylaws of Samuels Library, Incorporated**  
(Amended and Adopted on January 22, 2018)

**ARTICLE 1 - Name, Purpose & Mission**

**Section 1.1 Name & Purpose.**

Samuels Library, Incorporated (Corporate ID № 0177111-2), doing business as Samuels Public Library, ("Samuels Public Library" or "Library") is organized exclusively for charitable and educational purposes, including the operation of a public library. The Library is not organized and shall not be operated for pecuniary gain or profit. Subject to the foregoing, the Library shall have all powers granted by law to a Virginia nonstock, nonprofit corporation.

**Section 1.2. Mission.**

*Samuels Public Library brings people, information, and ideas together to enrich lives and build community.*

**ARTICLE 2 - Principal Office**

The Principal Office of the Library shall be located at 330 E Criser Rd, Front Royal, Virginia 22630.

**ARTICLE 3 - Board of Trustees**

**Section 3.1 Governance of Library.**

The affairs of the Library shall be under the management of a governing Board of Trustees (the "Trustee(s)" or "Board" as the context shall indicate) and such officers and agents as the Board may appoint and/or employ.

**Section 3.2 Powers and Duties.**

**3.2.1** The Board shall have all powers granted herein or under the applicable laws of Virginia. The Board shall adopt such additional, amended and/or restated bylaws and shall be responsible for establishing and monitoring rules, policies, and regulations for their own guidance and for the governance of the Library as may be lawful and expedient. The Board may seek advice from and assign technical and research projects to the Director, staff, and consultants (paid or volunteer).

**3.2.2 Without limiting the generality of the foregoing, duties of the Board include:**

- (a) To analyze the community and consider the strengths and weaknesses of the Library's services;
- (b) To set goals, adopt short and long term plans for the Library's growth and set priorities and decide on a course of action to implement said plans;
- (c) To secure adequate funds to carry out the operations of the Library;
- (d) To approve expenditures of Library funds;
- (e) To employ a competent and qualified Director;
- (f) To be aware of the services of the Library of Virginia;
- (g) To support the Finance Committee in the preparation of the annual budget for approval by the Board and review the financial reports and contract for an annual audit by a CPA;
- (h) To regularly attend Board meetings and actively serve on committees;
- (i) To support the Library's services program in daily contacts with the public at large

**Section 3.3 Elected Trustees.**

The Board shall consist of not less than nine (9) or more than fifteen (15) elected Trustees.

**Section 3.4 Compensation; Reimbursements.**

Trustees shall not receive a salary or other compensation for services as a Board member but necessary expenses actually incurred may be paid or reimbursed from Library funds.

**Section 3.5 Representative Trustees.**

The Warren County Board of Supervisors and the Front Royal Town Council may each appoint a representative Trustee. Such Trustees shall be in addition to the number of elected Trustees and, except as provided herein, shall have the same duties and powers of the elected Trustees. However, representative Trustees shall not be counted in determining the necessary number for or the presence of a quorum under 3.10.4.

**Section 3.6 Terms of Office.**

Trustees shall be elected at an Annual Meeting to a term of three (3) years, expiring at the Annual Meeting three (3) years after election. No elected Trustee shall serve for more than two (2) consecutive terms without an interval of at least one (1) year.

**Section 3.7 Resignation.**

An elected Trustee may resign at any time by giving written notice to the President of the Board.

**Section 3.8 Removal.**

An elected or representative Trustee may be removed for misconduct or neglect of duty by the Board. Trustees are expected to participate in the work of the Board by attendance at the Board meetings. Any Trustee who misses two consecutive meetings or fifty percent (50%) or more of the regular Board meetings during a fiscal year without notification or explanation may be removed from the Board.

**Section 3.9 Election; Vacancies.**

**3.9.1 Expiration of Trustee's Term.**

Upon completion of a term of service by an elected Trustee his or her office may be filled at an Annual Meeting by the remaining Board.

**3.9.2 Vacancies; Early Terminations.**

Vacancies caused by the death, incapacity, removal, or resignation of an elected Trustee may be filled for the unexpired term at any regular meeting of the Board.

**Section 3.10 Board Meetings.**

All Board meetings shall be open to the public as required by the Virginia Freedom of Information Act (§ 2.2-3700 et seq. of the 1950 Code of Virginia, as amended) Advance notice of the Board meetings shall be given to the public on the Library's website and by posted announcement in the Library building.

### **3.10.1 Annual Meeting; Notice.**

The Annual Meeting of the Board shall be held at the Principal Office on the 2<sup>nd</sup> Monday of July each year beginning at 5:30 p.m. The Annual Meeting shall be considered a regular meeting and notice of said meeting shall be given in the manner provided for regular meetings of the Board.

### **3.10.2 Regular Meetings; Notice.**

Regular meetings of the Board shall be held at the Principal Office every other month, beginning with the 2nd Monday in July, beginning at 5:30 p.m., or such other place, date, or time as the Board may determine. If the regular meeting would fall on a legal holiday, then said meeting shall be held on the next business day at the same place and time. The Board may provide, by resolution, the time and place for holding additional regular meetings. Additional regular meetings shall be held at the Principal Office of the Library in the absence of any designation in the resolution.

All Trustees shall be given written, oral, or electronic notice of the place, date and time for any rescheduled meeting and/or additional regular meetings; said notice shall also be posted at the Library and online at least 48 hours prior to said meeting. The business to be transacted at the meeting need not be specified in the notice of such meeting, unless specifically required by law or by these bylaws or by the Board. By accepting their position as a Trustee each Trustee agrees with the other Trustees and the Library that all notices may be given by any form, including electronic transmission, described for notices of special meetings of the Board.

### **3.10.3 Special Meetings; Notice.**

Special meetings of the Board may be called by or at the request of the President or any three (3) Trustees and upon notice duly given shall be held at the Principal Office of the Library or at such other place as the Trustees may determine.

Notice of any special meeting of the Board shall be given at least 48 hours prior thereto by written notice delivered personally, sent by mail, by telegram, by facsimile, or by electronic mail to each Trustee at his or her address as shown by the records of the Library. If mailed, such notice shall be deemed delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice is given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. If notice is given by facsimile and/or electronic mail, such notice shall be deemed to be delivered when the facsimile is sent to the facsimile number and/or electronic email address on record with the Secretary and the delivery is electronically not rejected or returned. Any Trustee may waive notice of any meeting. The attendance of a Trustee at any meeting shall constitute waiver of notice of such meeting, except where a Trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The notice of the special meeting shall include the place, date, time and purpose of the special meeting.

### **3.10.4 Quorum.**

A majority of the elected members of the Board then in office shall constitute a quorum for the transaction of business at the Annual Meeting and at any regular or special meeting of the Board; but if less than a majority of Trustees are present at any meeting, a majority of the Trustees present may adjourn the meeting from time to time without further notice. The representative Trustees shall not influence these quorum requirements as provided at 3.5.

### **3.10.5 Board Decisions.**

The act of a majority of the Trustees present at a meeting in which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law, the Library's Articles, or these Bylaws.

### **Section 3.10.6 Executive (Closed) Sessions.**

Executive (Closed) Sessions may be held for those purposes specified in section 2.2-3711 ("Closed meetings authorized for certain limited purposes") of the 1950 Code of Virginia, as amended, or the corresponding section of any future Virginia law. Attendance at Executive (Closed) Sessions shall be limited to the Board, the Director (unless the session is to discuss the salary or tenure of the Director), the Board's attorney, and any others specially invited by the President, with the concurrence of the Board, to attend for specific reasons. Upon the duly adopted motion of any Trustee at any regular or special meeting, the Board may adjourn to Executive (Closed) Session. The motion shall specifically state the purpose of the Executive (Closed) Session including a statement in the minutes with reference to the applicable exemption under § 2.2-3711. No formal action should be taken in a closed meeting. All decisions must be formally adopted when the Board reconvenes in open meeting and takes a vote of the Trustees.

### **3.10.7 Proxies.**

Proxy voting is not permitted.

### **3.10.8 Action Without a Meeting.**

No action shall be taken by the Board without a meeting except as provided herein.

### **3.10.9 Order of Business for Regular Meetings.**

The order of business at all regular meetings shall be as follows:

- Call to Order and Determination of Quorum
- Disposition/Approval of minutes from previous meeting (either read or previously received)
- Citizens' Time
- President's Time
- Financial Committee Report
- Reports of Other Committees
- Report of Director (including statistical reports as directed by the Board)
- Old Business
- New Business
- Adjournment

### **3.10.10 Citizens' Time.**

The citizens' time is an opportunity for citizens of Warren County to present comments and information to the Board regarding any item that is or is not on the agenda for that meeting. The Board may respond at the conclusion of such time to comments or questions offered by citizens, and information that is readily available in response to citizen comments may be provided at this time. The Board may direct that the staff prepare a report or take other action in response to comments received during such time.

During the citizens' time, up to a maximum of five citizens shall be permitted to speak for up to three (3) minutes each. In the event that the number of citizens' exceeds the number and/or time allotted on the agenda, the President may request that the citizen(s) (a) return at the next regular meeting of the Board or (b) consult with the Director or President of the Board, who shall thereafter report to the Board.

#### **ARTICLE 4 - Officers**

##### **Section 4.1 Officers.**

The officers of the Board and Library shall be a President, Vice President, Secretary and Treasurer. The officers shall be elected annually by the Board at its Annual Meeting. Officers shall be immediately installed and serve for a period of one (1) year from that date or until the next Annual Meeting. The Board may elect any other assistant officers the Board determines to be necessary. An officer may be removed at any time by the Board. In the event of an officer's death, incapacity, removal or resignation, the Board may fill the vacancy at a regular or special meeting.

##### **4.1.1 President.**

The President shall have and may exercise the general executive powers conferred upon the President by the Board. The President shall preside as Chairperson at all meetings of the Board, execute all documents authorized here or by the Board, serve as *ex-officio* member of all committees, and generally perform all duties associated with that office.

##### **4.1.2 Vice-President.**

The Vice-President shall exercise the authority of the President in the President's absence and shall perform such other duties and have such other powers as the Board or the President may from time to time prescribe.

##### **4.1.3 Secretary.**

The Secretary shall record all the proceedings of the meetings of the Board and shall perform like duties for the committees when required. Unless otherwise provided by these bylaws, the Secretary shall give, or cause to be given, notice of all meetings of the Board. The Secretary shall perform such other duties and have such other powers as the Board or the President may from time to time prescribe.

##### **4.1.4 Treasurer.**

The Treasurer shall oversee the financial records of the Library.

The Treasurer will give a report at regular meetings, or when the Board so requires, of transactions and of the financial condition of the Library. The Treasurer shall perform such other duties and have such other powers as the Board or the President may from time to time prescribe.

#### **ARTICLE 5 - Conflict of Interest**

The Board shall by resolution adopt a conflict of interest policy applicable to all Trustees and senior staff.

## ARTICLE 6 - Committees

### Section 6.1 Creation.

In addition to the standing committees hereinafter set forth, the Board may by resolution establish standing and ad hoc committees. All committees shall have two (2) or more Trustees appointed by the President, one designated as chairperson. Such appointments shall be submitted to the Board for approval at its next regular meeting. Except as provided herein or in the resolution, the Trustee members of committees may ask non-Trustees to serve on the committee. All committees shall make progress reports to the Board at each regular meeting. No committee shall have other than advisory powers unless, by resolution of the Board, it is granted specific power to act. Except as provided herein or in the resolution, all committees shall meet at the call of the committee chairperson. The Director shall be invited to all committee meetings.

### Section 6.2 Termination.

Any committee appointment may be terminated by the President or the Board and the President may appoint successors to those appointees whose services have been terminated. Such actions by the President shall be submitted to the Board for approval at its next regular meeting.

### Section 6.3 Standing Committees.

The Library shall have the following standing committees.

#### 6.3.1 Executive Committee.

Composition. The Executive Committee shall consist solely of the President, Vice President, Secretary and Treasurer and one (1) Board member at large elected by the Board. The President shall serve as the chairperson.

Duties. The Executive Committee shall have and exercise all the duties, authorities, and powers of the Board during the interim between meetings of the Board and shall report to the next meeting of the Board upon all actions taken.

Quorum. Three members of the Executive Committee shall constitute a quorum.

#### 6.3.2 Finance Committee.

Composition. The Treasurer shall serve on the committee and be its chairperson.

General Duties. The Finance Committee shall have charge of the finances of the Library, subject to approval of the Board. The Finance Committee shall be responsible for working with the Director to formalize a comprehensive proposed annual budget for presentation to the Board.

#### 6.3.3 Committee on Trustees.

Composition. The Committee on Trustees shall not have any non-Trustee members.

General Duties. At the Annual Meeting, the Committee on Trustees may present the names of the candidates to fill the opening or unfilled elected Trustee seats on the Board. The Committee shall also prepare a slate of candidates for officers of the Library for presentation at the July meeting of the Board.

## **ARTICLE 7 - Library Director**

### **Section 7.1 Appointment and General Duties.**

The library director (referred to throughout these bylaws as the "Director") shall be selected by and serve under the general direction of the Board. The Director shall be responsible for administering and maintaining all Library services in conformity with the general policies of the Board. The Director (or the Director's appointed representative) shall serve as a non-voting member of the Executive Committee or in any other capacity as appointed by the Board, and shall attend every Board meeting to make his/her report unless excused by the President. Remuneration for services of the Director shall be determined annually by the Board.

### **Section 7.2 Director's Duties.**

Without limiting the foregoing, the duties of the Director may be delineated in the Library Director's Job Description.

## **ARTICLE 8 - Audits, Contracts, Checks, Deposits, Books & Records**

### **Section 8.1 Audits.**

The financial records of the Library shall be audited at least annually and a copy of the audit report sent to the Board.

### **Section 8.2 Contracts.**

Unless they have been approved as part of the budget, the Board, by resolution, shall approve and authorize all contracts or financial instruments with an individual or combined project value of five thousand dollars (\$5000.00) or more.

### **Section 8.3 Checks.**

All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Library shall be signed by two (2) authorized persons as designated by the Board.

### **Section 8.4 Deposits.**

All funds of the Library shall be deposited from time to time in such banks, trust companies, or other depositories as the Board may select.

### **Section 8.5 Books & Records**

The Library shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board and committees having and exercising any of the authority of the Board. Any Trustee, or their authorized agent(s), may inspect all books and records of the Library, for any proper purpose at any reasonable time.

## **ARTICLE 9 - Fiscal Year**

The fiscal year of the Library shall begin on the 1<sup>st</sup> day of July in each year and end at midnight on the 30<sup>th</sup> day of June the following year.

## **ARTICLE 10 - Parliamentary Procedure**

In all cases where there is a disagreement about procedure, the Board and committees shall be governed by the current *Robert's Rules of Order Newly Revised* in all cases in which they are not inconsistent with the laws of the Commonwealth of Virginia or these bylaws.

## **ARTICLE 11 - Liability and Indemnification**

### **11.1 Limitation of Liability.**

To the full extent permitted by Virginia Law, as the same exists or may hereafter be amended, and to the extent permitted of organizations which are exempt from federal income tax under Section 501(c)(3) and contributions to which are deductible under Sections 170(c)(2), 2055 (a)(2), and 2522(a)(2) of the Internal Revenue Code of 1986, or the corresponding provisions of any future United States Internal Revenue law, a Trustee and/or officer of the Library shall not be liable to the Library for monetary damages for any action taken or any failure to take any action as a Trustee and/or officer. No repeal, amendment or modification of this Article 11, whether direct or indirect, shall eliminate or reduce its effect with respect to any act or omission of a Trustee and/or officer of the Library occurring prior to such repeal, amendment, or modification.

### **11.2.1 Indemnification.**

To the full extent permitted by the Virginia Law, as the same exists or may hereafter be amended, and to the extent permitted of organizations which are exempt from federal income tax under Section 501(c)(3) and contributions to which are deductible under Sections 170(c)(2), 2055 (a)(2), and 2522(a)(2) of the Internal Revenue Code of 1986, or the corresponding provisions of any future United States Internal Revenue law, the Library shall indemnify any person who is or was a party to any proceeding and/or incurs expenses or liabilities by reason of the fact that he or she was a Trustee, an officer, employee, volunteer, or agent of the Library or is or was serving at the request of the Library as a trustee, director, officer, employee, volunteer, or agent of another corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise against all liabilities and expenses incurred in the proceeding except such liabilities and expenses as are incurred because of the willful misconduct or knowing violation of the criminal law. This indemnification shall be mandatory in all circumstances in which indemnification is permitted by law.

### **11.2.2 Advances and Reimbursement of Expenses.**

Unless a determination has been made that the indemnification is not permissible, the Library shall make advances and reimbursements for expenses incurred by a Trustee and/or an officer in a proceeding upon receipt of an undertaking from him/her to repay the same if it is ultimately determined that he/she is not entitled to indemnification. Such undertaking shall be an unlimited, unsecured, general obligation of the Trustee and/or officer and shall be accepted without reference to his/her ability to make repayment. Unless a determination has been made that indemnification is not permissible, the Library is hereby empowered to contract in advance to indemnify and advance the expenses of any Trustee and/or officer.

### **11.2.3 Procedure for Indemnification.**

The determination to make advances, reimbursements, or indemnifications, or to contract in advance to do the same, shall be made by a majority vote of a quorum of disinterested Trustees. If a quorum of disinterested Trustees cannot be obtained for any reason, then the determination is made by a majority vote of a committee designated by the Board, including interested Trustees, the committee to consist only of disinterested Trustees, at least two (2) in number, or by special legal counsel selected by the committee described above. If neither a quorum of disinterested Trustees nor a committee of at least two (2) disinterested Trustees can be obtained, the determination shall be made by a majority vote of the entire Board, including interested Trustees.

#### **11.2.4 Persons Covered.**

The Board is hereby empowered, by a majority vote of a quorum of disinterested Trustees, to cause the Library to indemnify or contract in advance to indemnify any person not specified in **Section 11.2.1 (Indemnification)** who was or is a party to any proceeding, by reason of the fact that he/she is or was an employee or agent of the Library, or is or was serving at the request of the Library as a trustee, director, officer, employee, or agent of another corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, to the same extent as if such person were specified as one to whom indemnification is granted in **Section 11.2.1 (Indemnification)**.

#### **11.2.5 Insurance.**

The Library may purchase and maintain insurance to indemnify it against the whole or any portion of the liability assumed by it in accordance with this Article and may also procure insurance, in such amounts as the Board may determine, on behalf of any person who is or was a Trustee, officer, employee, or agent of the Library, or is or was serving at the request of the Library as a trustee, director, officer, employee, or agent of another corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, against any liability asserted against or incurred by any such person in any such capacity or arising from his status as such, whether or not the Library would have power to indemnify him against such liability under the provisions of this Article.

#### **11.2.6 Changes in Board Composition.**

In the event there has been a change in the composition of a majority of the Board after the date of the alleged act or omission with respect to which indemnification is claimed, any determination as to indemnification and advancement of expenses with respect to any claim for indemnification made pursuant to **Section 11.2.1 (Indemnification)** shall be made by special legal counsel agreed upon by the Board and the proposed indemnitee. If the Board and the proposed indemnitee are unable to agree upon such special legal counsel, the Board and the proposed indemnitee each shall select a nominee, and the nominees shall select such special legal counsel.

#### **11.2.7 Applicability of this Article.**

The provisions of this Article shall be applicable to all actions, claims, suits, or proceedings commenced after the adoption hereof, whether arising from any action taken or failure to act before or after such adoption. No amendment, modification, or repeal of this Article shall diminish the rights provided hereby or diminish the right to indemnification with respect to any claim, issue, or matter in any then pending or subsequent proceeding that is based in any material respect on any alleged action or failure to act prior to such amendment, modification, or repeal. References herein to trustees, officers, employees, or agents shall include former trustees, officers, employees, agents, and their respective heirs and administrators.

### **ARTICLE 12 - Dissolution**

The Library may be dissolved at any time by the two thirds vote of the Board. Upon the dissolution of the Library, the Board shall, after paying or making provision for the payment of all of the liabilities of the Library, distribute of all Library assets exclusively for library purposes as specified in the Library Articles of Incorporation, or in absence of such specification, to the County of Warren, Virginia or, if such distribution is not then possible under United States Internal Revenue or other applicable laws or if the said County shall not desire said assets for said purpose, then to such organizations organized and operated exclusively for charitable, and educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Laws) as the Board shall determine. Any such assets not disposed of shall be disposed of by the Circuit Court of Warren County, Virginia, exclusively for such purpose or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.

