

**BYLAWS OF  
FLUVANNA COUNTY PUBLIC LIBRARY  
BOARD OF TRUSTEES**

**SECTION 1. PURPOSES AND DUTIES OF THE BOARD OF TRUSTEES**

The purposes for which the Board of Trustees of the Fluvanna County Public Library has been organized and the duties of the Trustees are as set forth in the Fluvanna County Code as Section 2-6-2 adopted by the Fluvanna County Board of Supervisors on June 17, 1998, to which reference is hereby made.

**SECTION 2. LOCATION OF LIBRARY**

The main library shall be located at 214 Commons Blvd. in the County of Fluvanna, State of Virginia. The library may have branches at such other locations within the County of Fluvanna as shall be determined by the Trustees and the applicable laws and/or regulations of the State of Virginia.

**SECTION 3. ANNUAL AND REGULAR MEETINGS**

The annual meeting of the Board of Trustees shall be held at the Library in the County of Fluvanna on the 1st Thursday of July of each year or at such other place as the Trustees may designate by proper notice to all Trustees and to the general public. Regular meetings of the Board of Trustees shall be held at the Library no less frequently than quarterly on the 1st Thursday of each month as the Trustees may designate by proper notice to all Trustees and to the general public as aforesaid.

**SECTION 4. SPECIAL MEETINGS**

Special meetings of the Trustees for any purpose or purposes may be called by the President of the Board of Trustees, and must be called by the Board President on receipt of a written request from at least three other Trustees on the Board.

**SECTION 5. NOTICE OF SPECIAL MEETINGS**

Notice of a special meeting, stating the time, place and purpose or purposes thereof shall be given to each Trustee not less than 3 nor more than 30 days prior to the meeting, but such notice may be waived either orally or in writing at any time by the Trustees.

## **SECTION 6. QUORUM**

At any meeting of the Trustees, a majority of the Trustees shall constitute a quorum, except as otherwise provided by law.

## **SECTION 7. VOTING**

At each meeting of the Trustees each Trustee shall have one vote in person, by conference call telephone, by electronic mail (e-mail) or by written proxy specifying the subject matter of the vote and the Trustee's vote.

## **SECTION 8. NUMBER OF TRUSTEES, TENURE, VACANCIES**

The Trustees shall be seven in number, appointed by the Board of Supervisors of Fluvanna County, Virginia pursuant to Section 2-6-2 of the Fluvanna County Code. The Trustees shall hold office pursuant to Section 2-6-2 of the County Code.

## **SECTION 9. OFFICERS**

The Board of Trustees shall elect annually the following officers of the Board: a President, a Vice President, a Treasurer and a Secretary *to take office as of the Board's July meeting. The election of officers will be held prior to the annual meeting.* The officers shall hold office at the pleasure of the Board of Trustees. The Board of Trustees may elect any other assistants the Board may determine appropriate at any time. All vacancies occurring among any of the above officers shall be filled by the Trustees. Any officer may be removed at any time by the affirmative vote of a majority of the Board of Trustees at a special meeting of the Board of Trustees called for such purpose. The Board may appoint such other officers and agents with such powers and duties as it shall deem necessary.

## **SECTION 10. THE PRESIDENT**

The President shall preside at all meetings of the Board of Trustees. The Board President shall have general management and control of the meetings of the Board of Trustees. The President shall prepare the agenda for each meeting, which shall be sent to each Trustee prior to each meeting. The President shall be responsible for making and presenting such reports as the Fluvanna County Board of Supervisors requires or the Board of Trustees deem appropriate to be made to the Board of Supervisors.

## **SECTION 11. THE VICE PRESIDENT**

The Vice President shall, in the absence or disability of the President, exercise the powers and perform the duties of the President. The Vice President shall also generally assist the President and exercise such other powers and perform such other duties as shall be prescribed by the Trustees.

## **SECTION 12. THE TREASURER**

The Treasurer shall monitor and maintain all endowment and other funds in the control of the Board of Trustees, shall deposit the same in such bank or trust company as shall be designated by the Trustees. The Treasurer shall receive and give receipts and acquittances for monies paid in on account of the Board of Trustees and shall pay out of the funds on such monies as the Board of Trustees shall direct; shall enter regularly in books of the Board of Trustees to be kept by the Treasurer for that purpose full and accurate accounts of all monies received and paid out by the Treasurer on account of the Board of Trustees.

~~The Treasurer and Library Director shall, at all regular meetings, report for all funds to the Board of Trustees. The Treasurer and the Library Director shall report once a year to the Fluvanna County Board of Supervisors on the state of all endowment and other funds.~~

*As amended November 4, 2004*

## **SECTION 13. THE SECRETARY**

The Secretary may or may not be a Trustee. The Secretary shall keep the minutes of all proceedings of the Board of Trustees; shall maintain the records of the Board of Trustees; shall attend to the giving and serving of all notices to the Trustees, or other notices required by law or these Bylaws; and shall perform all other duties incident to the office of Secretary.

## **SECTION 14. LIBRARY DIRECTOR**

The Board of Trustees shall hire a Library Director to serve at the pleasure of the Board of Trustees. The Library Director shall be responsible for the hiring and supervision of other library personnel, for daily operations of the library, for implementing library policy, for the annual budget of the library provided by the County of Fluvanna and the State of Virginia. The Library Director shall report to the Board of Trustees at all regular meetings on the state of the library, including, but not limited to, expenditures under the budget, personnel matters and such other matters as the Library Director deems appropriate or the Board of Trustees directs. The Library Director shall act as a liaison with the Friends of the Fluvanna County Library. The Library Director shall prepare and release such public statements as the Board of Trustees may direct.

The Library Director shall be an ex-officio member of the Board of Trustees.

## **SECTION 15. COMMITTEES**

The Board of Trustees shall create and appoint by resolution such committees as the Board deems appropriate. Each committee shall have as a member a Trustee who may serve as an ex-officio member of such committee. All committees shall report to the President of the Board of Trustees.

Each year sixty days prior to the annual meeting, a Nominating Committee for the election of officers at the annual meeting, comprised of two Trustees and the President of the Board as an ex-officio member of such committee, shall be appointed by the Board.

## **SECTION 16. COMPENSATION**

The Trustees shall not receive a salary or other compensation for services as a Trustee. Necessary expenses actually incurred by a Trustee or officer of the Board of Trustees pursuant to his or her duties as a Trustee or officer shall be paid by the Board of Trustees pursuant to a resolution of the Board.

## **SECTION 17. ENDOWMENT FUND**

The Board of Trustees shall create and maintain an endowment fund or funds as permitted by Section 42.1-35 of the Code of Virginia. Such endowment funds shall be used for the benefit of the Library pursuant to the resolution of the Board of Trustees. The endowment funds shall be deposited in an interest bearing account at such bank or trust company, or in such other income producing account, which may be a stock portfolio, and checks drawn against such funds shall be signed in such manner, as may be determined from time to time by the Board of Trustees. In the event the endowment funds are deposited in a stock portfolio, the "prudent man rule" as determined by Virginia law shall determine the

composition of the stock portfolio. The Board of Trustees shall appoint an advisory committee to recommend investment strategy for the endowment funds. The endowment fund should be audited ~~on an annual basis~~ *as deemed necessary by the Board of Trustees.*

*As amended November 4, 2004*

#### **SECTION 18. DONATIONS**

The Board of Trustees may accept donations and bequests of monies, real property or personal property for the endowment fund and for the maintenance and operation of the Fluvanna County Public Library. The Treasurer shall be responsible for receiving and acknowledging all donations and bequests *made to the Library Board of Trustees.*

*As amended November 4, 2004*

#### **SECTION 19. NOTICE AND WAIVER OF NOTICE**

Any notice required to be given by these Bylaws may be given by mailing or facsimile transmission of the same to the Trustee entitled thereto at his or her address as shown on the records of the Board of Trustees and such notice shall be deemed to have been given at the time of such mailing or facsimile transmission. Any notice required by these Bylaws to be given may be waived by the Trustee entitled to such notice, with the exception of the notice of the annual meeting required by the Bylaws to be given to the general public.

#### **SECTION 20. POWER OF TRUSTEES TO AMEND, ETC.**

The Board of Trustees shall have the power to make, amend and repeal the Bylaws of the corporation by an affirmative vote of five of the Trustees at any regular or special meeting of the Board.

Adopted at the meeting of the Board of Trustees of the Fluvanna County Public Library held at Carysbrook, Virginia on October 1, 1998.

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Secretary

**Amendment 1**

Library Board Trustees are expected to attend at least 4 of the 6 meetings held during the year unless notification is made to the Board Secretary of extenuating circumstances. A Library Board member absent for four consecutive meetings without sufficient cause will be referred to the Board of Supervisors requesting removal from the Library Board of Trustees. A Library Board Trustee may resign from his/her appointed position by notifying the Library Board Secretary in writing. The Library Board Secretary will then notify the President of the Library Board of Trustees for approval to petition the Fluvanna County Board of Supervisors in order to request that the vacant seat be filled.

(adopted July 11, 2002)