

**BYLAWS OF  
CRAIG COUNTY PUBLIC LIBRARY, INC.**

(as amended)

**Article 1 - Purpose**

**Section 1: Nonprofit purposes**

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

**Section 2: Specific Objectives and Purposes**

The specific objectives and purposes of this corporation shall be to establish, operate and maintain a library for public use in Craig County, Virginia, either independently or in cooperation with libraries in other jurisdictions, and to provide materials, programs, and services that address the recreation, information, and education needs of all residents of Craig County.

**Article 2 - Members**

**Section 1: Designation of Members**

The corporation shall have regular members, youth members, and group members. There is no requirement of membership to use the library or to attend any program or event sponsored by the library.

**Section 2: Regular members**

Regular members shall consist of individuals of eighteen years of age or over who will be enrolled annually upon payment of dues.

**Section 3: Youth members**

Youth members shall consist of individuals under the age of eighteen who will be enrolled annually upon payment of dues. Youth members will have no voting rights. We encourage youth to become members of the organization if they have an interest in the organization and running of the library.

**Section 4: Group members**

Group members who shall consist of groups, societies, associations, corporations, libraries, etc. made up of groups of individuals shall have a single vote.

**Section 5: Annual Dues**

Dues are due annually on July 1. Dues are set in the amount of \$5.00 for regular members, \$1.00 for youth members, and \$20.00 for group members.

**Section 6: Voting Rights**

Regular members and groups in good standing will elect the board of Trustees and advise the Trustees. Members will also vote on all changes to the Bylaws of the corporation. Youth will not have voting rights. The Trustees will conduct the business of the corporation but will seek direction from the membership at least annually.

**Article 3 - Trustees**

**Section 1: Number**

The corporation shall have five to nine Trustees and collectively they shall be known as the Board of Trustees.

**Section 2: Qualifications**

Trustees shall be eighteen years of age and reside in or own real estate in or are employed in Craig County, Virginia. A youth Trustee of age fifteen or over who resides in Craig County may also serve. Trustees shall be currently enrolled members of the Craig County Public Library, Inc.

**Section 3: Ex-Officio Member**

The Craig County Board of Supervisors may appoint, annually, one of its members to serve as a non-voting ex-officio member of the Board of Trustees of the Craig County Public Library, Inc.

**Section 4: Powers**

The activities and affairs of this corporation shall be conducted under the direction of the Board of Trustees and all corporate powers shall be exercised by the Board of Trustees, subject however, to the provisions of the laws of the Commonwealth of Virginia and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the members of this corporation.

**Section 5: Duties**

It shall be the duty of the Trustees to:

- a. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
- b. Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation;
- c. Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly;
- d. Meet at such times and places as required by these Bylaws;
- e. Register their addresses with the Secretary of the corporation, and notices of meetings mailed to them at such addresses or by electronic mail shall be valid notices thereof.
- f. Serve as trustees and a governing library board as required by the Library of Virginia.

**Section 6: Term of Office**

The term of office of the Trustees will be staggered, and after the initial Trustees have served either a one or two year term, each Trustee shall hold office for a period of two years and until his or her successor is elected and qualifies, except if a vacancy occurs on the board, the Trustee elected or selected to fill that vacancy shall then serve the remainder of the two year term of the person who caused the seat to be vacant. Nominations for Trustees will be presented by the nominating committee at the regular meeting in April and nominations can be taken from the floor at the annual meeting, which is the regular meeting in May. Elections shall be held at the annual meeting of the membership and shall be elected by the membership for the two year terms as those staggered terms expire. The term of office will begin on July 1 and expire on June 30.

**Section 7: Vacancies**

Vacancies on the Board of Trustees shall exist (1) on the death, resignation or removal of any Trustee, and (2) whenever the number of authorized Trustees is increased. Any Trustee may resign effective upon giving written notice to the Chairperson of the Board, the President, the Secretary, or the Board of Trustees, unless the notice specifies a later time for the effectiveness of such resignation. No Trustee may resign if the corporation would then be left without a duly elected Trustee or Trustees in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of this state. Trustees may be removed from office, with or without cause, as permitted by and in accordance with the laws of this state. Unless otherwise prohibited by the Articles of Incorporation, these Bylaws or provisions of law, vacancies on the board may be filled by approval of the board of Trustees for the remainder of the unexpired term. If the number of Trustees then in office is less than a quorum, a vacancy on the board may be filled by approval of a majority of the Trustees then in office or by a sole remaining Trustee. A person elected to fill a vacancy on the board shall hold office until the next election.

**Section 8: Compensation**

Trustees shall serve without compensation. They shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

**Section 9: Meetings**

The annual calendar of CCPL Board of Trustees regular meeting will be set by the incoming board members at the first meeting of the fiscal year in July. The regular meeting in May is the annual membership meeting.

**Section 10: Special Meetings**

Special meetings of the Board of Trustees may be called by the Chairperson of the Board, the President, the Vice-President, the Secretary, by any two Trustees, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the board. Such meetings shall be held at the principal office of the corporation or, if different, at the place designated by the person or persons calling the special meeting.

**Section 11: Notice of Meetings**

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the board of Trustees:

- a. Regular Meetings. As all regular meetings are open to the general public, notices will be posted in the library, on the library website, and published in the newspaper to comply with FOIA. Trustees will receive an email reminder of all meetings.
- b. Special Meetings. At least one week prior notice shall be given by the Secretary of the corporation to each Trustee of each special meeting of the board. Such notice may be oral or written, may be given personally, by first class mail, by telephone, by e-mail, or by facsimile machine, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting. In the case of e-mail or facsimile notification, the Trustee to be contacted shall acknowledge personal receipt of the facsimile notice by a return message or telephone call within twenty four hours of the first e-mail or facsimile transmission.
- c. Waiver of Notice. Whenever any notice of a meeting is required to be given to any Trustee of this corporation under provisions of the Articles of Incorporation, these Bylaws, or the law of this state, a waiver of notice in writing signed by the Trustee, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

**Section 12: Quorum for Meetings**

A quorum shall consist of a simple majority of the members of the Board of Trustees. Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the board at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

**Section 13: Majority Action as Board Action**

Every act or decision done or made by a majority of the Trustees present at a meeting duly held at which a quorum is present is the act of the Board of Trustees, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.

**Section 14: Conduct of Meetings**

Meetings of the Board of Trustees shall be presided over by the President of the corporation or, in his or her absence, by the Vice President of the corporation or, in the absence of each of these persons, by a Chairperson chosen by a majority of the Trustees present at the meeting. The Secretary of the corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall be governed by Robert's Rules of Order, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or with provisions of law.

**Section 15: Non-liability of Trustees**

The Trustees shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

**Section 16: Removal of Trustees**

Any Trustee who has 3 consecutive absences from meetings may be removed by the president. The president has the authority to determine if absences are excused.

**Section 17: Indemnification by Corporation of Trustees and Officers**

The Trustees and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

**Section 18: Insurance for Corporate Agents**

Except as may be otherwise provided under provisions of law, the Board of Trustees may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a Trustee, officer, employee or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

**Article 4 Officers****Section 1: Designation of Officers**

The officers of the corporation shall be a President, a Vice President, a Secretary, and a Treasurer. The corporation may also have officers with such titles as may be determined from time to time by the Board of Trustees.

**Section 2: Qualifications**

Any person who resides in or owns real estate in or is employed in Craig County and is at least eighteen years of age may serve as officer of this corporation.

**Section 3: Election and Term of Office**

Officers shall be elected by the Board of Trustees from its Trustees, at the annual meeting, and each officer shall hold office for one year or until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

**Section 4: Removal and Resignation**

Any officer may be removed, either with or without cause, by the Board of Trustees, at any time. Any officer may resign at any time by giving written notice to the Board of Trustees or to the President or Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Trustees relating to the employment of any officer of the corporation.

**Section 5: Vacancies**

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Trustees. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy.

**Section 6: Duties of President**

The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Trustees, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Trustees. The President shall preside at all meetings of the Board of Trustees and, if this corporation has members, at all meetings of the members. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Trustees.

**Section 7: Duties of Vice President**

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Trustees.

**Section 8: Duties of Secretary**

The Secretary shall:

Certify and keep at the principal office of the corporation the original, or a copy, of these Bylaws as amended or otherwise altered to date.

Keep at the principal office of the corporation or at such other place as the board may determine, a book of minutes of all meetings of the Trustees, and, if applicable, meetings of committees of Trustees and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

Be custodian of the records and of the seal of the corporation and affix the seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of the corporation.

Exhibit at all reasonable times to any Trustee of the corporation, or to his or her agent or attorney, on request therefor, the Bylaws, the membership book, and the minutes of the proceedings of the Trustees of the corporation.

In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Trustees.

**Section 9: Duties of Treasurer**

The Treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Trustees.

Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Trustees, taking proper vouchers for such disbursements.

Review adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Exhibit at all reasonable times the books of account and financial records to any Trustee of the corporation, or to his or her agent or attorney, on request therefor.

Render to the President and Trustees, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.

In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Trustees.

## **Article 5 Committees**

### **Section 1: Committees**

The corporation shall have such committees as may from time to time be designated by resolution of the Board of Trustees. These committees may consist of persons who are not also members of the board and shall act in an advisory capacity to the board.

### **Section 2: Standing Committees**

The corporation shall maintain the following permanent committee:

1. Membership Committee – Shall keep at the principal office of the corporation a membership book containing the name and address of each and any members, and, in the case where any membership has been terminated, shall record such fact in the membership book together with the date on which such membership ceased. Shall receive, record and prepare membership dues and donations from members for deposit into the corporation's designated bank checking account in accordance with current IRS regulations.

### **Section 3: Ad Hoc Committees**

1. Ad Hoc committees shall be designated for a specific purpose and for a specific time at the discretion of the Board.

## **Article 6 - Execution of Instruments, Deposits and Funds**

### **Section 1: Execution of Instruments**

The Board of Trustees, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

### **Section 2: Checks and Notes**

Except as otherwise specifically determined by resolution of the Board of Trustees, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the Treasurer and countersigned by one other board member designated by resolution of the board of the corporation or, in the event the board member is not available, the Library Director.

### **Section 3: Deposits**

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

### **Section 4: Gifts**

The Board of Trustees may accept on behalf of the corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this corporation.

## **Article 7 Corporate Records, Reports and Seal**

### **Section 1: Maintenance of Corporate Records**

The corporation shall keep at its principal office:

- a. Minutes of all meetings of Trustees, committees of the board and, if this corporation has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- b. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- c. A record of its members, if any, indicating their names and addresses and, if applicable, the class of

- membership held by each member and the termination date of any membership;
- d. A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.

### **Section 2: Corporate Seal**

The Board of Trustees may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

### **Section 3: Trustees Inspection Rights**

Every Trustee shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation and shall have such other rights to inspect the books, records and properties of this corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

### **Section 4: Members Inspection Rights**

Each and every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

1. To inspect and copy the record of all members' names, addresses and voting rights, at reasonable times, upon written demand on the Secretary of the corporation, which demand shall state the purpose for which the inspection rights are requested.
2. To obtain from the Secretary of the corporation, upon written demand on, and payment of a reasonable charge to, the Secretary of the corporation, a list of the names, addresses and voting rights of those members entitled to vote for the election of Trustees as of the most recent record date for which the list has been compiled or as of the date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made within a reasonable time after the demand is received by the Secretary of the corporation or after the date specified therein as of which the list is to be compiled.
3. To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the board or committees of the board, upon written demand on the Secretary of the corporation by the member, for a purpose reasonably related to such person's interests as a member.

Members shall have such other rights to inspect the books, records and properties of this corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

### **Section 5: Right to Copy and Make Extracts**

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

### **Section 6: Periodic Report**

The board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the members, if any, of this corporation, to be so prepared and delivered within the time limits set by law.

## **Article 8 - IRC 501(C)(3) Tax Exemption Provisions**

### **Section 1: Limitations on Activities**

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation [except as otherwise provided by Section 501(h) of the Internal Revenue Code], and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the

Internal Revenue Code.

**Section 2: Prohibition against Compensation**

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, Trustees, officers, or other private persons.

**Section 3: Distribution of Assets**

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

**Article 9 - Amendment of Bylaws**

The Board of Trustees shall adopt the initial Bylaws of the corporation. Adoption of amendments or repeal of the Bylaws of this corporation shall be by the members at an Annual or special meeting of the membership after written 30 day notice of any proposed amendment has been presented to the Board of Trustees and to the membership.

**Article 10 - Construction and Terms**

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, Articles of Organization, Certificate of Incorporation, Organizational Charter, Corporate Charter, or other founding document of this corporation filed with an office of this state and used to establish the legal existence of this corporation.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

**ADOPTION OF BYLAWS:**

We, the undersigned, are all of the initial Trustees or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of ten preceding pages, as the Bylaws of this corporation.

Dated: May 9, 2002

s/Maureen McCarthy

Maureen McCarthy

s/Patricia Day

Patty Day

s/Chris Duncan

Chris Duncan

s/Lisa Campbell

Lisa Campbell

*Conformed copy*



**Adoption of Amended Bylaws:**

We, the undersigned, are all current Board of Trustees members, and we consent to, and hereby do adopt the foregoing Bylaws, consisting of 9 pages as the Bylaws of this corporation.

Dated: May 15, 2014

\_\_\_\_\_  
Pat Stephenson, President

\_\_\_\_\_  
Jay Polen, member

\_\_\_\_\_  
Linda Calderon, Vice President

\_\_\_\_\_  
Jennifer Mulligan, member

\_\_\_\_\_  
Richard Carper, Treasurer

\_\_\_\_\_  
Shirley Woodall, member

\_\_\_\_\_  
Phyllis Hamilton, Secretary

Adopted May 9, 2002; amended March 18, 2004 at the Annual Meeting; August 28, 2008 at a Special Meeting; January 28, 2010 at a Regular Meeting; May 20, 2010 at the Annual Meeting; amended May 16, 2013 at the Annual Meeting; amended May 15, 2014 at the Annual Meeting.