

**By-Laws**  
**The Friends of the Chesterfield County Public Library**

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**Article I. Name**

This organization, created under the laws of the Commonwealth of Virginia, is a 501(c)(3) nonprofit corporation known as Friends of the Chesterfield County Public Library (FCCPL). The FCCPL is a separate and distinct organization from the Chesterfield County Public Library, each having separate and distinct management.

**Article II. Purposes**

- A. To maintain an association of individuals and Branch Friends who are interested in helping the library achieve its objectives and in generating community support for these objectives;
- B. to focus public attention on and create interest in library resources and activities;
- C. to foster the idea of the Chesterfield County Public Library as an active and dynamic cultural, educational, and recreational force in the community and to encourage its use as a community center for such activities
- D. to raise funds by encouraging and promoting the donation of gifts and bequests, financial and otherwise, to assist the library with its purposes and programs;
- E. to serve as a link between the library and community it serves;
- F. to provide knowledgeable and willing volunteers for library activities as needed and
- G. to educate members and the community and advocate for government policies to foster the growth of the library system.

**Article III. Membership**

Section I: Qualifications

- A. Any person desiring to promote the services of the Chesterfield County Public Library and the purposes of this Corporation shall be eligible for membership. The Board of the FCCPL will establish membership requirements

- B. All members are at-will volunteers. Members are not paid or otherwise compensated for their time or individual contribution in offices held or assignments performed whether volunteering on the FCCPL Board or at the Branch Friends Groups.
- C. Individuals who are vendors selling goods or services to the FCCPL may not be members and shall not vote or hold office on the Board or in any Branch Friends Group.
- D. Employees of the Chesterfield County Public Library may be dues-paying members of the FCCPL, however, they will have no voting privileges within the FCCPL and cannot hold an office on the FCCPL Board or in the Friends Branch Groups. They are welcome to participate in all other volunteer assignments.

Section 2: Dues

- A. Annual dues are set by the Board. Notices for the renewal of membership will be mailed. All dues paying members (with the exception of Library employees) shall have equal rights and privileges, with each member having one vote at the Annual and other General Membership meetings. In the case of family memberships, each person in the family aged 18 or older and residing at the membership address has one vote.
- B. Dues shall be divided between the Board and the local Branch Groups on a 50-50 basis. Charitable contributions which are non-designated shall also be shared on a 50-50 basis. Any designated contributions shall be handled in accordance with the designation (i.e. a contribution, financial or otherwise, designated to a specific Branch Friends group goes 100% to that Branch Friends group).

Section 3: Membership Year. The membership year shall run from January 1 through December 31.

Section 4: Junior Members. The membership shall have the option to sponsor a Junior Friends Group.

Section 5: Non-Discrimination Policy. FCCPL welcomes all dues-paying members without regard to race, color, religion, national origin, political affiliation, gender, age, or disability.

Section 6: Removal of members.

- A. The membership of any member of the FCCPL may be revoked at any time by a resolution passed by an affirmative vote of a two-thirds majority of the Board members of the FCCPL at any duly called meeting of the Board where a quorum is present. If an individual's membership is revoked, the current year's dues will be refunded. The President will notify the member of such revocation.

Revocation of membership in the FCCPL is permanent, unless a two-thirds majority of the Board members of the FCCPL, at any duly called meeting of the Board where a quorum is present, votes to reverse the previous action. The President will notify the Membership Manager of such revocation. The Membership Manager and the Recording Secretary will maintain a list of individuals whose future applications for membership will be rejected.

- B. If an individual's membership in the FCCPL is revoked, that individual must transfer to the President or a member of the Executive Committee all paperwork, documentation, computer files, equipment, etc., that is considered FCCPL property within seven calendar days of notification of such revocation.

#### **Article IV. Meetings of the General Membership**

Section 1: Annual Meeting. The Annual Meeting of the General Membership of the Corporation shall be held in the Spring or such time as designated by the Board. The election of a President and Directors-at-Large shall be held, when applicable, and such other business shall be transacted as may properly come before the membership.

Section 2: Place of Meetings. Meetings of the General Membership shall be held at places within the County of Chesterfield, Commonwealth of Virginia.

Section 3: Special Meetings. Special meetings of the General Membership may be called at any time by the President, any Vice-President, the Secretary, or by a majority of the Board.

Section 4: Notice of Meetings. Written notice stating the day, place, and hour of each meeting of members and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be sent not less than 10 nor more than 30 days before the date of the meeting.

Section 5: Quorum. The majority of Board members and all other members present shall constitute a quorum at the Annual Meeting and/or any Special Meeting of the General Membership.

#### **Article V. FCCPL Board**

Section 1: Composition.

- A. The Board shall consist of the President, Directors-at-Large, and the other elected officers, all of whom may vote. The immediate past President is an ex officio voting member of the Board for one year following the end of his or her term. Branch Leaders or their official designee, as described in Article XIII, Sections D

and E in these By-laws, are ex officio, voting members of the Board. The Director of the Chesterfield County Public Library system shall be a non-paying, non-voting ex officio member of the Board. No other library staff member shall serve on the Board.

- B. The composition of the Board should reflect representation from all local Friends groups; it should be as inclusive as possible. All Board Members, with the exception of the Director of the Chesterfield County Public Library, shall be dues paying members in good standing. The Board shall not exceed 30 Members.

Section 2: Powers. The business and affairs of the Corporation shall be directed, managed, and controlled by its Board, which is hereby granted full power and authority to perform all acts and exercise all power not expressly reserved to the membership.

Section 3: Meetings and Notice.

- A. The first meeting of the new Board shall be held as soon as practicable after the Annual Meeting of the General Membership; at this meeting the new Board shall elect officers and transact such other business as may come before the meeting. Meetings of the Board shall be set by the Board and, if so determined, no written notice thereof need be given.
- B. Special meetings of the Board may be held at any time or place whenever called by the President, any Vice-President, or the Secretary. Notice of Special Board Meetings, stating the time and location, shall be delivered to each Board Member at least seven days before the meeting unless, in the case of emergency, the President shall prescribe a shorter notice to be given personally to each Board Member.

Section 4: Quorum. A majority of the members of the Board of the FCCPL shall constitute a quorum for the transaction of business at any meeting of the Board. The number that constitutes a majority for transaction of business at any regular meeting of the Board shall be determined at the first meeting of the new Board after the Annual Meeting. If a vacancy is filled or a member leaves the Board, the number that constitutes a majority will be adjusted to reflect the change.

Section 5: Conducting Business by Electronic Means. Only the President of the FCCPL or the President's designee has the authority to call for Board business to be conducted by electronic means, including calls to hold meetings by teleconference or videoconference and calls for electronic voting on urgent motions that require a decision on action to be taken before the next scheduled Board meeting. In each instance, adequate advance notification must be emailed to each Board member. For business to be conducted or an electronic vote to be valid, a quorum of Board members, as set forth in the By-laws in Article V section (4), must participate and minutes must be kept.

Section 6: Vacancies. The Board shall have authority to fill any Board vacancies which occur between Annual Meetings. The newly appointed Board Member shall fulfill the term of office of the Board Member being replaced. If the position filled was vacant, the term of the new officer or Director-at-Large shall end at the Annual Meeting that most nearly fulfills a term of two years for an officer and three years for a Director-at-Large (i.e. if a new Vice-President for Membership is appointed three months after the normal election date, the usual two year term of office will be shortened by three months).

Section 7: Attendance. Any Director-at-Large or other officer absent without explanation for two regular meetings of the Board per year shall be contacted by the President to determine if the Director-at-Large or Officer is still interested in serving on the Board. Any Director-at-Large or other officer who misses three meetings without explanation shall be removed by written notice as directed by the Executive Committee.

## **Article VI. Officers**

### Section 1: Elections.

- A. The officers of the FCCPL shall consist of a President, five Vice Presidents, two Secretaries, a Treasurer, the immediate Past President (who is an ex officio voting member for a period of one year following the end of his or her term), the Directors-at-Large, and such other officers as may be elected as provided in Section (2) of this Article. The President and Directors-at-Large shall be elected by the General Membership at its Annual Meeting and the other officers shall be elected by the Board at the first Board Meeting following the Annual Meeting of the General Membership.
- B. The regular term of office of Directors-at-Large shall be three years and terms of office shall be staggered so that one-third will end annually.
- C. The term of office of other officers shall be two years. An officer may not serve more than two consecutive terms in the same office except in special circumstances as defined in a motion carried by a two-thirds majority of the Board members present.
- D. Vacancies among the officers may be filled by the Board at any duly called meeting of the Board.

Section 2: Other Officers. Other officers, from time to time, may be elected by the Board, and shall hold office for such term as may be designated by the Board

Section 3: Removal of Officers. Any Director-at-Large or other officer of the Corporation may be removed from the Board, at any time, by a resolution passed by affirmative vote of a majority of the Board Members of the FCCPL at any duly called meeting of the Board where a quorum is present.

## **Article VII. Duties of Officers**

Section 1: President. The President shall preside over and conduct meetings of the Board, General Membership, and Executive Committee; serve as FCCPL's primary liaison with CCPL; serve as the primary spokesperson for FCCPL; serve as Chair of the Executive Committee; notify Board members of the time and place of Board meetings; develop agendas in consultation with Board members; review Board minutes for accuracy; and appoint a Chair for the Nominating Committee for new at-large members and President. The President *may* appoint committees and may be an ex officio member thereof, except as limited herein; may appoint proxies as needed for specific duties on an ad hoc basis; as the need dictates, the President may appoint an additional assistant to the treasurer and appoint an Internal Auditor who shall review the financial records of the Board and the Branch Friends groups. Should the President die, resign, be incapacitated, or removed, succession to the Presidency shall be in ascending order of the Vice-Presidents.

Section 2: First Vice-President. Shall, serve as Program Chair; appoint Chairs for the Education and Hospitality Committees and, in the absence of the President, perform the duties of that office.

Section 3: Second Vice-President. Shall serve as Membership Chair; oversee the management of membership records; appoint Chairs for Membership sub-committees as needed and preside in the absence of the President and First Vice-President.

Section 4: Third Vice-President. Shall serve as Fundraising Chair for general fundraising; develop methods to generate income for FCCPL; supervise all non-Branch book sales and may form committees as he or she deems necessary.

Section 5: Fourth Vice-President. Shall serve as Major Gifts, Bequests and Corporate Donations Chair and cultivate relationships with businesses and individuals who may become substantial benefactors.

Section 6: Fifth Vice-President. Shall serve as Marketing and Community Relations Chair; appoint Chairs for sub-committees as needed and develop and implement effective means of promoting FCCPL's mission and activities to establish a positive image with various audiences.

Section 7: Recording Secretary. Shall record the minutes of all Board and Executive Committee meetings, including a list of attendees and recognition of a quorum sufficient to conduct business; submit the minutes to the President for review for accuracy; prepare a corrected version of the minutes for presentation at the next Board meeting and maintain an archive of approved minutes from past meetings.

Section 8: Corresponding Secretary. Shall conduct the official correspondence of the Corporation, including the acknowledgement of gifts, donations, and bequests.

Section 9: Treasurer.

- A. Shall keep and maintain the financial records of the FCCPL; receive, disburse and invest all funds of the FCCPL, as approved by the Board; deposit funds, in a bank account approved by the Board, to the credit of the FCCPL; allocate and otherwise disburse funds to approved sub-accounts; pay all financial obligations by check or other Board-approved non-cash payment, only; prepare and present a financial report at each meeting of the FCCPL Board and annual FCCPL membership meeting; prepare and present financial records for any and all compliance reviews ordered by the FCCPL Board in compliance with established laws; coordinate the preparation of necessary tax forms and filings; respond to financial inquiries; perform other duties as assigned by the President and the Board.
- B. The Treasurer may be assisted by a clerk or bookkeeper, as needed. The Treasurer may be assisted by Branch members whose specific duties are collecting, counting, and depositing monies from Branch copiers.

Section 10: All Officers. All Officers shall perform such additional duties as the Board may from time to time assign to them; transfer to his or her successor or a member of the Executive Committee all necessary paperwork, documentation, computer files, equipment, etc., that is considered FCCPL property commensurate with the responsibilities of his or her job within 30 days of vacating a position and transfer any and all FCCPL property, regardless of its relevance to a particular role, to a member of the Executive Committee within 30 days of resignation or dismissal from the Board. "FCCPL property" includes computer equipment purchased by FCCPL; physical and data files developed in the course of service to FCCPL; FCCPL passwords and logins; contact information for and notes about plans with businesses or individuals with whom the departing officer has developed a relationship on behalf of FCCPL; supplies purchased for FCCPL and reimbursed by FCCPL and any other items and/or information identifiable to FCCPL.

## **Article VIII. Banking**

Unless and until changed by the Board, the Corporation's checking and/or savings account or accounts shall be maintained in such bank or banks as shall be selected by the President and the Treasurer, and any such bank shall be, and thereby is, authorized and directed to honor and pay checks drawn on the account in such bank when signed in the name and behalf of the FCCPL by the Treasurer or President. Any FCCPL account shall have two signatories who are unrelated by blood or marriage. Only one authorized signature shall be required on all checks written in amounts less than \$3,000.00. Two authorized signatures shall be required on all checks written in the amount of \$3,000.00 and higher.

## **Article IX. Committees**

Section 1: Executive Committee. The Executive Committee, which shall consist of the President, the five Vice Presidents, the two Secretaries, the Treasurer, and the immediate Past President (for a period of one year following the end of his or her term) and shall have and may exercise, between meetings of the Board, most of the powers of the Board in the management of the affairs of the Corporation. The Executive Committee may not approve an amendment to the Articles of Incorporation or a change in the By-laws. Financial decisions of the Executive Committee in amounts over \$1000 are subject to Board Approval. A majority of the Executive Committee shall constitute a quorum at any meeting thereof and no action of the Executive Committee shall be binding without the concurrence of at least four members present. Minutes shall be kept and the President and Secretary shall keep the Board informed of the actions of the Executive Committee.

Section 2: Standing Committees. Standing committees shall be those designated under the five Vice-Presidencies or as determined by the Board.

Section 3: Special Committees. Special committees, which will report to the Board as non-voting representatives, may be created and dissolved at the discretion of the Board. Committees shall have the duties and responsibilities assigned to them by the Board.

Section 4: Nominating Committee. The Nominating Committee Chair shall submit to the Board for its approval, three months prior to the Annual Meeting, the names of four Board members to serve on the Nominating Committee. The Nominating Committee shall submit, two months before the Annual Meeting, the candidates for President and those directorships which expire that year. The Committee's nominations shall be included in the note of such meeting.

## **Article X. Indemnity of Officers and Directors**

Each person now or hereafter a Board Member or officer of the Corporation (and his heirs, executors and administrators) shall be indemnified by the Corporation against all

claims, liabilities, judgments, settlements, costs and expenses, including all attorneys' fees imposed upon or reasonably incurred by him in connection with or resulting from any action, suit, proceeding or claim to which he is or may be made a party by reason of his being or having been a Board Member or officer of the Corporation (whether or not a Board Member or officer at the time such costs or expenses are incurred by or imposed upon him, and whether or not the action or omission to act, which is the basis of such suit, action, proceeding or claim, occurred before or after the adoption of this Article of the By-laws), except in relation to matters as to which he shall have been finally adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of his duties as such Board Member or officer. Such right of indemnification shall not be deemed exclusive of any rights to which he may be entitled under any other by-law, agreement, vote of members, or otherwise. The Board of the FCCPL shall purchase and maintain an Officers and Directors Liability Insurance Policy.

#### **Article XI. Parliamentary Procedure**

The most recently published and revised edition of Robert's Rules of Order, when not in conflict with these By-laws, shall govern the proceedings of the Board.

#### **Article XII. Amendments**

Amendments to the By-laws may be made by the Board at any meeting where a quorum is present, provided seven days prior notice of the proposed amendment is set forth or fairly described, and that the amendment receives the affirmative vote of two-thirds of the Board members present at the meeting. Any amendment so made must be brought to the attention of the General Membership at the next Annual Meeting, provided such meeting shall have been duly called.

#### **Article XIII: Branch Friends Groups**

The Board shall encourage the formation and maintenance of Branch Friends Groups for each Branch of the Chesterfield County Public Library system, to be known as "(Branch Name) Friends of the Chesterfield County Public Library." Such groups are Branch Groups of The Friends of the Chesterfield County Public Library and therefore, by such organization, adopt the purposes of the Friends and function consistently with the actions, decisions, and By-laws of the Friends of the Chesterfield County Public Library. The requirements for each such organization to be formed are as follows:

- A. All members of each Branch Friends Group shall be dues paying members in good standing with the Friends of the Chesterfield County Public Library. Library

employees may be dues-paying members of FCCPL, but may not vote or hold office.

- B. Each Branch Friends Group shall have, at the minimum, a Leader and a Treasurer who are unrelated by blood or marriage. In the absence of a Branch Leader or Treasurer, the FCCPL President, Board Treasurer, or a Director-at-Large will, temporarily, be the second signatory until a replacement is found. Each Branch Friends Group may conduct any business or project which is not in conflict with I.R.S. regulations for a 501(c)(3) nonprofit corporation, this Article, and the remainder of the By-laws of the Friends of the Chesterfield County Public Library.
- C. Each Branch Friends Group shall hold at least one Business Meeting per calendar year and that Business Meeting shall be scheduled during first quarter of the year. The purpose of that meeting is to review the Branch Friends Group's finances (receipts and payments) for the prior calendar year and prepare a budget for the current calendar year. Written minutes of the meeting shall be recorded.
- D. Each Branch Friends Group shall maintain adequate and appropriate records of its intake and distribution of funds and shall report such financial transactions to the Board on an annual basis or as requested by the Board. The Board shall designate a qualified individual to review the financial records of each Branch Friends Group so that legal requirements and informational needs of the Friends may be served. No member with signatory authority on an account shall be an auditor of the books of that account.
- E. Each Branch Leader shall serve on the Board of the FCCPL and attend regularly scheduled Board meetings. In the absence of the Branch Leader at Board meetings, a designated representative of that Branch group may assume all responsibilities of the Branch Leader, including voting privileges. Each Branch group, through its representative, shall have one vote.
- F. If a Branch Leader also serves as an officer of the Board, the Branch Leader or group may designate a representative from that Branch to the Board. As an officer, the Branch Leader has one vote. The designated representative for the Branch group has one vote.
- G. If a member wishes to belong to more than one Branch Friends Group, an additional membership form and annual dues shall be required for each additional Branch Friends Group membership.

*By-laws amended July 12th, 2021.*