

**BYLAWS  
OF  
FRIENDS OF THE GREENE COUNTY LIBRARY, INC.  
Adopted October 2003; Amended November 2015 and July 2017**

**Article I  
General**

**1.1 Name.** The organization shall be known as **Friends of the Greene County Library, Inc.** (Corporation).

**1.2 Purpose.** The Corporation is organized and shall be operated exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as tax exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

**1.3 Principal Office.** The principal office of the Corporation is located in Greene County, Virginia, at 222 Main Street, Suite 101, Stanardsville, Virginia 22973.

**1.4 Specific Objectives.** The specific objectives of the Corporation are to:

- (a) foster closer relations between the Greene County Library (the library) and citizens of Greene County;
- (b) educate the community about library functions, resources, services, and needs;
- (c) support and sponsor programs and events which focus on the library, books, and reading;
- (d) help make the library as inviting and accessible to all ages through educative and other efforts.

**Article II  
Membership**

**2.1 Qualifications.** Any person aged 18 and older interested in promoting the objectives of the Corporation shall be eligible for membership upon payment of the annual dues as may be established by the Board of Directors from time to time.

**2.2 Membership Term.** Individual membership shall be for one year starting from the date of payment of dues either by check or cash. Membership shall not be transferable.

**2.3 Voting by Members.** Each member whose membership is current shall be entitled to one vote in the election of the Board of Directors and on other matters submitted by the board.

**2.4 Annual Meeting.** A meeting of the current members of the Corporation shall be held each January for the purpose of (a) electing the Board of Directors, (b) providing the Corporation's financial report, (c) highlighting the Corporation's proposed plans. The meeting shall be held in Greene County at a place designated by the board. Notice of the date, time, and place of the meeting shall be sent by electronic mail or in the form of letter to members at least two weeks, but no more than thirty days, before the date of the meeting.

### **Article III Board of Directors**

**3.1 General Powers.** The Corporation shall have a Board of Directors. All Corporation powers shall be exercised by or under the authority of, and the business affairs managed under the direction of, its directors, subject to any limitation set forth in these bylaws.

**3.2 Number.** The number of Corporation directors shall be no less than three and no more than seven. Board members shall be dues-paying members of the Corporation and shall derive their individual board voting rights by valid current membership and election to the board. No member of the board shall be entitled to any compensation for services as a board member.

**3.3 Election and Term of Board.** Directors shall be elected by a majority vote of the Corporation's members at the annual meeting. No individual shall be named or appointed as a director without his or her prior consent. Each board member shall serve for a term of three years or until his or her earlier resignation or removal. No director who has served two consecutive three-year terms is eligible for election for a third term until at least one year has elapsed.

**3.4 Removal.** The Board of Directors may, by majority vote, remove any board member from office with cause, but only at a meeting called for that purpose. Any director who misses three regular board meetings within the fiscal year without valid cause and notification shall be removable from office upon certification of such absences to the entire board by the officers.

**3.5 Ex Officio Directors.** The Board of Directors, at its discretion, may appoint ex officio directors, who, by virtue of their specific professional expertise, bring knowledge which will assist the board in decision-making. Ex officio directors are nonvoting directors, have no defined term, serve solely at the pleasure of the board, and may be appointed or removed at any time at a meeting of the board.

**3.6 Regular and Special Meetings.** The Board of Directors shall adopt a schedule of regular meetings. The meetings shall be held at the principal office of the Corporation unless the board designates an alternate place from time to time. Special meetings of the board may be called at any time by the President, Vice-President, or by a majority vote of the board. Notice of special meetings shall be communicated to each director not less than 24 hours before the meeting. The notice shall set forth the time, place, and purpose for which the meeting is called.

**3.7 Quorum; Voting.** A majority of the number of directors fixed in these bylaws shall constitute a quorum for the transaction of business at a meeting of the Board of Directors. If a quorum is present when a vote is taken, the affirmative vote of a majority of the directors present is the act of the board. A director who is present at a meeting when corporate action is taken is deemed to have assented to the action taken unless he or she votes against, or abstains from, the action taken.

**3.8 Action Without Meeting.** Action requiring the Board of Directors consideration and vote between scheduled meetings may be taken in electronic mail exchange. The purpose of the action and the resulting vote shall be included in the agenda and minutes of the next scheduled meeting.

## **Article IV Officers**

**4.1 Election and Term of Officers.** Officers shall be a President, Vice-President, Secretary, and Treasurer. At the discretion of the Board of Directors, other officers deemed necessary or advisable to carry on the business of the Corporation may be established. The offices of Secretary and Treasurer may be held by the same person. Officers shall be elected after the annual meeting or may be elected by the majority of the board when vacancies occur. Officers shall hold office, unless removed, for one year and shall be eligible for re-election more than once. Any officer may resign at any time upon written notice to the board, and such resignation shall be effective when notice is delivered unless the notice specifies an effective date.

**4.2 Duties of Officers.** The President shall serve as the chief elected officer of the Corporation. The President and the other officers shall have such powers and duties as generally pertain to their respective offices as well as such powers and duties as may be delegated to them from time to time by the Board of Directors. The President shall chair all board meetings. The Vice-President shall act in the place of the President in the President's absence. The Secretary shall have the responsibility of keeping the minutes and attendance of the board meetings, authenticating records of the Corporation, and maintaining membership records. The Treasurer shall supervise the Corporation's financial affairs.

## **Article V Corporate Records**

**5.1 Maintenance of Corporate Records.** The Corporation shall keep at its principal office:

- (a) Minutes of all meetings of the Board of Directors, indicating the time and place of holding such meetings, the names of those present, and proceedings thereof;
- (b) Adequate and correct corporate books of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, losses;
- (c) The Corporation's Articles of Incorporation and Bylaws and amendments thereto;
- (d) Historical records and documents of the Corporation.

## **Article VI**

### **Execution of Contracts, Deposits and Funds**

**6.1 Execution of Contracts.** The Board of Directors may authorize an officer or agent of the Corporation to enter into a contract on behalf of the Corporation, and such authority shall be confined to specific instances. Unless so authorized, no officer or agent shall have the power or authority to bind the Corporation by any contract or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

**6.2 Checks and Notices.** Except as otherwise specifically determined by the board, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money and other evidences of indebtedness of the Corporation shall be signed by the Treasurer.

**6.3 Deposits.** All funds of the Corporation shall be deposited in a timely manner to the credit of the Corporation in such banks, trust companies, or other depositories as the board may select.

**6.4 Gifts.** The board may accept on behalf of the Corporation gifts, endowments, and bequests for the nonprofit purposes of the Corporation.

## **Article VII**

### **Miscellaneous Provisions**

**7.1 Fiscal Year.** The fiscal year of the Corporation shall be the calendar year, January 1 through December 31.

**7.2 Amendments.** These bylaws may be amended or repealed and new bylaws may be made by majority vote of the Board of Directors.

**BYLAWS OF  
FRIENDS OF THE GREENE COUNTY LIBRARY, INC.**

**AS AMENDED AND APPROVED BY the directors of the Corporation this  
18<sup>th</sup> day of July 2017 at the scheduled Board meeting.**

Kathleen Ladika \_\_\_\_\_(approved)\_\_\_\_\_

Elizabeth Martin \_\_\_\_\_(approved)\_\_\_\_\_

Jo McKeown \_\_\_\_\_(approved)\_\_\_\_\_

Erin Breeden \_\_\_\_\_(approved)\_\_\_\_\_

Nancy Ford \_\_\_\_\_(approved)\_\_\_\_\_

Ellen Thurnau \_\_\_\_\_(approved)\_\_\_\_\_

Mary Jo Sopelak \_\_\_\_\_(absent)\_\_\_\_\_