

BY-LAWS FOR LIBRARY BOARD OF TRUSTEES

ARTICLE 1: NAME AND MISSION

Section 1. The organization shall be called the Board of Trustees of the Williamsburg Regional Library ("board of trustees"). The organization exists by virtue of the provisions of Title 42.1, Chapter 2 of the Code of Virginia and by virtue of the provisions of the contract for library services with the City of Williamsburg ("City"), James City County ("James City") and York County ("York").

Section 2. The mission of the Williamsburg Regional Library ("library") is as follows: Inspiring and nurturing a vibrant community

ARTICLE 2: MEMBERS

Section 1. Pursuant to the contract for library services between the City, James City, York, and the board of trustees, the board of trustees shall consist of eleven (11) members. Six (6) of the members shall be appointed by James City, four (4) of the members by the City and one (1) of the members by York. One member from the City and James City shall serve as a government representative from senior management.

Section 2. Terms of office for trustees shall be for four (4) years. No member may serve more than two consecutive four-year terms; however, after one (1) year off the board any person may again serve as a trustee. A member appointed to fill the un-expired term of another member may at the end of that term be appointed to two full four-year terms of the member's own.

Section 3. Appointments shall be made to fill vacancies for un-expired terms as soon as possible by the responsible appointing entity.

Section 4. A trustee shall not receive a salary or other compensation for service as a member, but necessary expenses actually incurred shall be paid from the library's budget.

Section 5. The duties of the board of trustees include:

- A. To hire a professional librarian (as defined in the Code of Virginia, § 42.1-15.1) as director of the library and to evaluate the director's performance on an annual basis;
- B. To review and approve a budget ensuring adequate funds for the library's operation;
- C. To oversee expenditures of library funds and operation of library

- facilities and equipment;
- D. To establish and review library policies;
- E. To attend board meetings regularly and to keep informed of what constitutes good library service by reading relevant literature and, when possible, by visiting other libraries and attending appropriate meetings, workshops, and conferences; and
- F. To become familiar with library issues at the state and local level and to advocate for library support.

Section 6. It shall be the responsibility of the board of trustees to make recommendations for the removal of a trustee to the appropriate governmental body as warranted. If a trustee fails to attend three (3) consecutive meetings in a twelve (12) month period, the board chair will speak with the trustee to inquire about continued service. If a trustee fails to attend at least five (5) meetings in a twelve (12) month period, the board secretary, in consultation with the board chair, will prepare a communication for notification to the appropriate governmental body with a recommendation on service.

Section 7. Upon appointment and reappointment, the Clerk of the Circuit Court or clerk of an appointing locality shall administer the oath of office to each member.

ARTICLE 3: OFFICERS

Section 1. The officers of the board of trustees shall be a chair, vice-chair, and secretary.

Section 2. The duties of the chair will include the setting of meeting agendas; presiding during meetings; regularly meeting with the library director; representing the library at special events/meetings; appointing all committee chairs of the board and members of committees; and appointing of ad-hoc committees, as well as all other responsibilities normally afforded the position of chair.

Section 3. The duties of the vice-chair will include presiding at meetings in the absence of the chair; representing the library at special events/meetings, as well as all other responsibilities normally afforded the position of vice-chair.

Section 4. The duties of the secretary will include presiding at meetings in the absence of the chair and vice-chair; coordinating with the library director for the recording of minutes of each meeting, as well as all other responsibilities normally afforded the position of secretary.

Section 5. The nominating committee shall be appointed at a meeting of the board of trustees in the year when terms of office are expiring and consist of at least three (3) members. The committee will report a slate of officers at the June meeting of the board of trustees. The slate will be voted on at the June annual meeting.

Section 6. All terms of office are for two (2) years beginning July 1 after the board of trustee's election. Officers may not serve more than two (2) consecutive terms in the same office. A member appointed to fill the un-expired term of an officer may at the end of that term be elected to two full two-year terms of the member's own.

Section 7. The chair may fill officer vacancies as needed. Appointees will hold office until an election can be held at the next regularly scheduled meeting.

Section 8. In the event the position of chair becomes vacant before the end of the two-year term; the vice-chair shall assume the duties and responsibilities of the chair position until a special election is held. A special election shall be held when practicable to fill the remaining term of the chair, as well as any other officer position that becomes vacant.

ARTICLE 4: LIBRARY ATTORNEY

The board of trustees will contract with legal counsel to represent the board and the library and to provide legal guidance to the board and the library. Funds for legal counsel will be provided in the library's operational budget. Legal counsel shall attend meetings and participate on task forces and committees as requested by the chair. Legal counsel shall also provide legal guidance to the library director.

ARTICLE 5: MEETINGS

Section 1. The board of trustees shall meet on a regular basis, at least nine (9) times a year, at a time and place convenient to the board of trustees. Action minutes shall be kept of each meeting and approved at the following meeting. A yearly schedule of proposed meeting times and dates for the coming year shall be set at the September meeting of the board of trustees. All meetings are open to the public and follow Virginia open meeting law as defined in the Code of Virginia, § 2.2-3707. The public and the media will be notified of the time and place of each meeting.

Section 2. One meeting shall be held for the purpose of conducting necessary annual business of the board of trustees and shall be referred to

as the "annual meeting." The annual meeting of the board of trustees shall be held in June.

Section 3. Special meetings may be held at any time at the call of the Chair or Vice-Chair or any five (5) members of the board of trustees, provided that notice is given to all members, and the public and the media are notified in accordance with the requirements contained within the Code of Virginia.

Section 4. A quorum at any meeting shall consist of a majority of trustees. Proxy voting is not permitted.

Section 5. Proceedings of all meetings shall be governed by *Roberts Rules of Order – Revised (newest edition for small groups)*. Any rule therein may be suspended for any length of time by a three-fourths vote of trustees present. The chair shall appoint a member of the trustees or the library attorney to serve as parliamentarian.

Section 6. The minimum content of the agenda at regular meetings shall include:

- A. Call to Order
- B. Public Comment
- C. Consent Calendar
- D. Chair's Report
- E. Director's Report
- F. Other Business
- G. Adjournment

Section 7. Individual board members may participate in meetings of the board of trustees by electronic means as permitted by Virginia Code § 2.2-3708.2. This policy shall apply to all members and without regard to the identity of the member requesting remote participation or the matters that will be considered or voted on at the meeting.

- A. The law requires a quorum of the board of trustees to be physically assembled at the meeting location, and there must be arrangements for the voice of the remote participant to be heard by all persons at the meeting location.
- B. A member who is unable to attend the meeting due to (1) a temporary or permanent disability or other medical condition or (2) due to a personal matter and wishes to participate in the meeting electronically must notify the chair of the board of trustees on or before the day of the meeting.
- C. The board of trustees must take action to approve or disapprove each such request for participation through electronic means to

ensure compliance with this policy. Individual participation from a remote location shall be approved unless it would violate this policy or the provisions of the Virginia Freedom of Information Act. The disapproval must be recorded in the meeting minutes with specificity.

- D. For any approved requests the reason that the member is unable to attend the meeting shall be recorded in the meeting minutes. If the reason for the electronic participation is due to a personal matter (not a temporary or permanent disability or other medical condition), the remote location from which the member participates, and the nature of the personal matter must be identified with specificity in the minutes.
- E. Such participation by a member due to a personal matter shall be limited to two meetings each calendar year.

ARTICLE 6: LIBRARY DIRECTOR

Section 1. The duties of the library director shall include:

- A. To operate the library according to the mission of the library, approved board policies, the library's strategic plan, financial framework, and the contract for service;
- B. To advise the board on all matters of library operation;
- C. To attend all board meetings;
- D. To be responsible for hiring, directing, and evaluating staff in accordance with the James City County personnel policies and practices;
- E. To prepare the annual budget in consultation with the finance committee;
- F. To keep trustees informed of changes in library legislation and standards;
- G. To keep abreast of advances in library services by reading relevant literature, by being active in library organizations, and by attending appropriate meetings, workshops, and conferences;
- H. To report regularly to the officials of local government and to the general public; to oversee the library's program of public relations;
- I. To prepare goals and objectives for discussion and approval by the trustees at the September meeting of the board; and to review goals and objectives of the previous year with the trustees at the June meeting of the board;
- J. To serve as an ex officio representative to the board of the Friends of Williamsburg Regional Library Foundation.

ARTICLE 7: COMMITTEES

Section 1. The following shall serve as standing committees of the board of trustees: executive and finance committees.

The executive committee shall consist of the officers of the board of trustees with the chair of the board serving as the convening officer. Among its responsibilities shall be to ensure that an annual review of the strategic plan is accomplished and to plan for the annual evaluation of the library director. The executive committee may exercise the powers and transact the business of the board between meetings of the full board as needed. Any action taken by the executive committee shall be communicated promptly to the full board of trustees at the next board meeting. At least two (2) members of the executive committee must be present for any official action. The public and the media will be notified of all meetings of the executive committee in accordance to the requirements found in the Code of Virginia.

The finance committee chair shall serve as the board of trustees' liaison with the library director on budgetary and financial matters. The finance committee shall consist of at least three (3) members of the board of trustees appointed by the chair, and, in coordination with the library director, shall be responsible for preparation of an annual budget.

Section 2. The chair of the board of trustees may appoint such ad-hoc committees as the chair determines are necessary to conduct the business of the board. No such committee will continue in existence beyond the end of the fiscal year in which it was appointed, unless by vote of the trustees at the June meeting.

ARTICLE 8: FISCAL YEAR

Section 1. The fiscal year of the Library shall begin on the first day of July in each year and shall end on the last day of June of the following year.

ARTICLE 9: AMENDMENTS

Section 1. Amendments to these by-laws may be proposed in writing at any regular meeting. Proposed amendments become effective after a favorable vote by two-thirds of the members of the board of trustees at the next regular meeting of the board.

ARTICLE 10: EFFECTIVE DATE

November 13, 1991

Amended November 8, 1995

Amended April 30, 2003

Amended April 26, 2006

Amended January 21, 2009

Amended June 20, 2012

Amended September 25, 2013

Amended June 22, 2016

Amended April 24, 2019

Amended May 25, 2022