# FRIENDS OF THE BRAMBLETON LIBRARY Bylaws, as amended and approved May 16, 2024

## *Article I: Name*

The name of the Corporation is **Friends of The Brambleton Library,** ( "FOBL"), with the Certificate of Incorporation, issued and admitted to record with the Articles of incorporation, having an effective date of May 17, 2017 (DCN: 17-05-08-0086).

## *Article II: Purposes*

(A) FOBL is *organized exclusively for charitable, literary, and educational purposes under section 501(c)(3) of the Internal Revenue Code* to provide support and advice to the Brambleton Library Branch Manager and the Loudoun County Library Board of Trustees, including but not limited to:

- Making community needs and interests known;
- Creating community and financial support for the library and its programs;
- Supporting and fostering good volunteer services for the library; and
- Raising funds to support the library and its programs.

(B) To further the purposes set forth herein, FOBL may engage in any lawful act or activity for which nonprofit, nonstock corporations may be organized under the laws of Virginia. FOBL shall have all of the powers granted to corporations under the laws of the Commonwealth of Virginia.

(C) ***No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes described in section 501(c)(3). No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the 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 provision of these articles, the corporation shall not carry on any other 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 the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.***

## *Article III: Board of Directors*

### Section 1. Number of Directors and Members.

The Board of Directors (the "Board") shall determine the number of Directors by majority vote of the Directors and the Board shall consist of all elected (voting class) Directors, officers, appointed advisors and permanent non-voting members. On the record date of the approval of these Bylaws, the maximum number of Directors is Seventeen (17).

### Section 2. Eligibility.

(A) Any adult resident of the Commonwealth of Virginia shall be eligible to be nominated and elected as a Director of the Board.

(B) A maximum of two student representatives shall be eligible to be nominated and elected as a Director of the Board. Additional student representatives may join the board and attend meetings as non-voting student representatives.

(C) High school students residing in Loudoun County and attending private schools outside of Loudoun County or that are home-schooled, at the discretion of the Board, shall be eligible for nomination and election as Directors to the Board.

(D) The Board may waive one or more eligibility requirements on a case by case basis by majority vote.

### Section 3. Election.

Nominations for election to regular terms to the Board of Directors shall be made at the regular meeting prior to the Annual Meeting of the Board and will require a simple majority approval by the Board members present.

### Section 4. Term of Office.

Directors shall be elected at the Annual Meeting and shall serve a one year term or until their successors are elected.

### Section 5. Permanent Non-Voting Board Members.

(A) The Brambleton Library Branch Manager shall be an ex-officio member of the Board.

(B) The Board may appoint non-voting advisors for a period of one year with no restriction on consecutive terms.

(C) The Board, at its discretion, may appoint an individual to an honorary position of permanent non-voting Board member, for service to the Board, FOBL or the community, in furthering the purposes set forth in Article II.

## Section 6. Resignation.

(A) Any Board Member desiring to resign from the Board shall submit a resignation in writing to the Secretary, who shall present it to the Board for action.

(B) Any Director or Board Member is deemed to have resigned following three consecutive absences from a regular board meeting without notice to Secretary or Chairperson and approval of the board. Meeting minutes shall note any approved excused absence.

## Section 7. Vacancy on Board of Directors.

Director vacancies shall be filled by a simple majority vote of the remaining voting members at a special meeting or at the next regular meeting.

## Section 8. Removal.

(A) Any Board member, officer, director, advisor, student representative, permanent non-voting member, etc. may be removed following notice and a three-fourths (3/4) vote of all Directors; provided, however, that the individual who is the subject of the removal action shall not be entitled to vote on such an action or be counted as a Board member when calculating the required three- fourths (3/4) vote; and provided further, that each vote to remove a Board member shall be a separate vote on the sole question of the removal of that particular Board member. The Board must show **Reasonable Cause** for its action, defined as an *act or omission that a subject of this section knew, or by exercising reasonable diligence would have known, that the act or omission violated the Bylaws or Policies of the Organization, or that violated their Duties as outlined in Section 9, or that was prejudicial to the Purposes of this organization outlined in Article II.*

(B) Upon removal of any Board Member, Director, Officer, advisor, etc. for cause, the Board, by majority vote and at their sole discretion of voting members, may pass a **Binding Resolution** defined as *a resolution in accordance with Roberts Rules, outlining the terms of the removal, determining if and when the individual who is the subject of the removal shall be eligible to be re-elected to the Board, the terms of which bind the current and all future boards and can only be undone by unanimous vote of the Board.* If no Binding Resolution is passed, the individual is considered removed for the remaining duration of the current term and eligible to be nominated and elected at the next annual meeting for which they would otherwise be eligible for re-election.

## Section 9. Duties.

(A) The business and affairs of FOBL shall be overseen by the Board, subject to the provisions of the laws of the Commonwealth of Virginia and any limitations in the Articles of Incorporation and these Bylaws.

(B) The Board and each member is charged with three (3) duties; Duty of Care, Duty of Loyalty, and Duty of Obedience:

(i.) Duty of Care requires members of the Board perform their functions in good faith; in a manner that they reasonably believe to be in the best interests of FOBL; and with the care that an ordinarily prudent person would reasonably be expected to exercise in a like position and under similar circumstances.

(ii.) Duty of loyalty requires the members of the Board place the interests of FOBL before any personal interests and prohibits them from engaging in self-dealing unless a transaction is explicitly disclosed and determined by the Board to be in the best interest of FOBL.

(iii.) Duty of Obedience requires that members of the Board in the performance of their function, abide by all applicable laws and regulations and do not engage in illegal or unauthorized activities.

## *Article IV: Officers*

### Section 1. Officers and Duties.

The **Officers** of FOBL ("Officers") shall be the president, vice-president, secretary, treasurer, and such other officers as may be approved by the Board from time to time. The offices of secretary, treasurer, president, and vice-president shall be elected in accordance with Article IV, Section 2. The duties of the officers will be as follows:

- The **President** shall preside as the Chairperson at all meetings of the Board, coordinate the work of the Board, appoint committees, and perform other duties and functions of that office.
- The **Vice-President** shall support the President in all activities stated above. In the event of the absence of, or disability of the President , or a vacancy in that office, the Vice-Chair shall assume and perform the duties and functions of the Chair.
- The **Secretary** shall keep a true and accurate record of all meetings and perform other duties generally associated with that office. In addition, the Secretary shall handle written correspondence on behalf of the Board and perform other duties generally associated with that office.
- The **Treasurer** shall keep true and accurate accounts and perform other duties generally associated with that office.

## Section 2. Election of Officers.

(A) The President will appoint a nominating committee of at least three (3) Board members no less than thirty (30) days prior to the Annual Meeting. The nominating committee will then present nominations for each office at the Annual Meeting; additional nominations from the floor will also be accepted at that time.

(B) Non-voting permanent members or appointed advisors, with approval of the Board and with their acceptance, are eligible for nomination and election to officer positions.

(C) Student representatives are not eligible to hold officer positions.

## Section 3. Ballot Election, Term of Office.

(A) Officers shall be elected by ballot to serve for one (1) year or until their successors are elected, and their term of office shall begin at the close of the Annual Meeting at which they are elected.

(B) If there is no successor elected to an office, at the discretion of the Directors by majority vote, an Officer may maintain their position in an interim status until a successor is elected.

## Section 4. Office-Holding Limitations.

No member shall hold more than one office at a time.

# *Article V: Members*

## Section 1. Eligibility.

(A) FOBL shall have (i.) a voting class of Directors, (ii.) a non-voting class of members of the Board that are not elected directors ( non-voting permanent members, non-voting student representatives, and non-voting advisors, etc.) Other classes of membership may be established by the Board as may be deemed necessary or beneficial to the Purposes of FOBL( i.e. sustaining members [recurring donation or annual dues] /non-voting volunteer member class).

(B) The term “member” includes all member classes.

(C) Any natural person not suspended, expelled, or removed from FOBL under the terms of these Bylaws, or otherwise disqualified by the terms of these Bylaws is eligible for membership in accordance with the terms of these Bylaws.

## *Article VI: Meetings*

### Section 1. Regular Meetings.

Regular meetings of the Board will be held at least six (6) times per year. The Board has established that Regular meetings will occur at Brambleton Library or other locations within Loudoun County, as determined by the Officers, with notice to the members of the date, time, and place of the meeting at least three (3) days prior to the planned date and time or three days prior to the new date and time, whichever is sooner. Meetings shall utilize a teleconference option if needed.

### Section 2. Annual Meetings.

The regular meeting in May shall be known as the Annual Meeting of the Board, and shall be for the purpose of electing officers, receiving reports from officers and committees, and for any other business that may arise. Elections for vacancies on the Board shall also be held at this meeting.

### Section 3. Special Meetings.

The Chair may call special meetings at any time. Actions taken at a special meeting will be binding on the Board. No business shall be transacted except that mentioned in the call for a special meeting. The Board will establish rules and procedures for conducting special meetings.

### Section 4. Quorum.

A simple majority shall constitute a quorum for the transaction of business at any meeting of the Board. The number of directors currently required for quorum, based on 17 elected directors, is 9. If less than 17 voting members of the board exist, *quorum* and *majority* shall be defined in accordance with the Quorum Calculation Table of *Robert's Rules of Order*, as outlined in Article VIII.

### Section 5. Proxies.

(A) A member of the Board who is otherwise entitled to vote, may vote in-person or by nominating a general proxy for any meeting outlined in Article VI.

(B) For an appointment of a proxy to be effective, notice to an Officer nominating a proxy in writing or by electronic transmission, must be received prior to the call to order for any meeting. The appointment of a proxy remains in effect until the meeting is adjourned unless the notice states that it is to remain in effect for a specific period of time or until revoked.

(C) A proxy may be revoked at any time for any reason by the individual entitled to vote, provided that the individual revokes the proxy in-person at a meeting outlined in

Article VI, or by notice to an Officer revoking the proxy in writing or by electronic transmission.

(D) Any vote cast by proxy prior to being revoked stands unless a motion to reconsider is made in accordance with Article VIII and *Robert's Rules of Order.*

## *Article VII: Committees*

Standing and special committees shall be appointed by the Chair and established by the Board, who shall designate their purpose, powers, and term.

## *Article VIII: Parliamentary Authority*

The rules contained in the current edition of *Robert's Rules of Order* shall act as a framework for running meetings as outlined in Article VI, in all cases to which they are applicable in which they are not inconsistent with these bylaws and any special rules of order The Board may adopt.

## *Article IX: Amendment of Bylaws*

These bylaws may be amended at any regular meeting of The Board by a three-fourths (3/4) vote of a quorum, provided that the amendment has been submitted in writing at the previous regular meeting.

## *Article X: Dissolution of FOBL*

In the event FOBL is dissolved, all remaining funds will be donated to the closest-in-distance, active Loudoun County Public Library non-profit support organization ("Friends" group), within the Loudoun County Public Library (LCPL) system. This Friends group must be exempt under section 501(c)(3) at the time dissolution takes place.

*Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.*

These Bylaws, as amended, have been duly considered and adopted by Resolution of the Board of Directors of the Friends of the Brambleton Library, a Virginia corporation, this 16th day of May, 2024.

**I HEREBY CERTIFY that I am the duly elected, qualified and acting Secretary of Friends**

**of The Brambleton Library, a Virginia corporation, and that the above and foregoing Bylaws, as amended are hereby adopted as the Bylaws of the Corporation this 16th day of May, 2024 by the Board of Directors of Friends of the Brambleton Library.**

**IN WITNESS WHEREOF, I have executed this Certificate this 16th day of May, 2024.**

**by: _____**
**Name: Kara Chiles**
**Title: Secretary**