

BYLAWS OF THE  
KING WILLIAM COUNTY LIBRARY SYSTEM BOARD OF TRUSTEES

ARTICLE I. AUTHORITY AND PURPOSE

Section 1.1. Establishment. The King William County Library System Board of Trustees (hereinafter referred to as the "Board") is hereby established pursuant to the authority granted under Virginia Code § 42.1-35, and pursuant to the resolution of the King William County Board of Supervisors (hereinafter referred to as the "KWCBOS") adopted **March 25, 2025**.

Section 1.2. Governing Authority. These Bylaws govern the internal organization and operation of the Board, in accordance with applicable laws and regulations of the Commonwealth of Virginia and King William County.

Section 1.3 Role of Library Systems & Services, Inc (hereinafter referred to as "LS&S"). LS&S and the Board shall cooperate mutually to accomplish their set duties. LS&S will manage all operations of the KWCLS including personnel.

ARTICLE II. BOARD COMPOSITION AND MEMBERSHIP

Section 2.1. Number of Members. The Board shall consist of five (5) members.

Section 2.2. Appointment and Terms. Members of the Board shall be appointed by the KWCBOS in staggered terms for no more than four Years in the following appointment schedule: one member is appointed for one-Year term, one member is appointed for a two-Year term, one member is appointed for a three-Year term and two members are appointed for four Year terms". Members may be reappointed for no more than three successive terms.

Section 2.3. Vacancies. Any vacancy on the Board shall be filled by the King William County Board of Supervisors for the unexpired portion of the term.

Section 2.4. Removal. A member of the Board may be removed from office by the King William County Board of Supervisors for malfeasance, misfeasance, or nonfeasance in office, for missing three or more consecutive meetings of the Board, or for other serious breaches of duty. The following procedure shall be followed for the removal of a Board member:

- (a) Written notice of the proposed removal, including the grounds for removal, shall be provided to the Board member at least ten (10) days prior to any action being taken.
- (b) The Board member shall have the opportunity to respond to the allegations in writing and to appear before the King William County Board of Supervisors to present their case.
- (c) Removal of a Board member shall require a majority vote of the persons elected or appointed to the King William County Board of Supervisors.
- (d) The decision of the King William County Board of Supervisors shall be final and shall

take effect immediately upon the vote, unless otherwise specified.

Section 2.5. Compensation and Reimbursement. Board members shall serve without compensation but may be reimbursed for reasonable expenses incurred in the performance of their duties, subject to the following conditions:

(a) Reimbursement shall be in accordance with the policies and procedures established by the King William County Board of Supervisors.

(b) All requests for reimbursement must be submitted in writing, with appropriate documentation, and approved by the Board Chairperson.

(c) The Board shall review and approve a summary of all reimbursements on a quarterly basis to ensure transparency and accountability.

### ARTICLE III. BOARD MEETINGS AND OPERATIONS

Section 3.1. Regular Meetings. The Board shall hold regular meetings at least quarterly, at a time and place to be determined by the Board. The schedule of regular meetings for each calendar year shall be posted on the library's website and made available to the public. The meeting structure/agenda shall follow the BOS agenda to include Electronic Participation, Pledge of Allegiance and an Invocation/Moment of Silence.

Section 3.2. Special Meetings. Special meetings of the Board may be called by the Chairperson or by a majority of the Board members, upon at least forty-eight (48) hours' notice to all members and the public, unless an emergency situation requires shorter notice. Notice for all special meetings shall comply with Va. Code § 2.2-3707.

Section 3.3. Quorum and Voting. A majority of the members of the Board shall constitute a quorum for the transaction of business. The affirmative vote of a majority of the members present at a meeting shall be required for any action taken by the Board, unless otherwise specified in these Bylaws or by law.

Section 3.4. Open Meetings. All meetings of the Board shall be open to the public, as required by the Virginia Freedom of Information Act, unless the Board convenes in a closed session in accordance with the Act. The Board shall provide for and encourage public comment at its meetings, subject to reasonable time limits and decorum requirements.

Section 3.5 Policy and Procedure for Electronic Board Meetings and Remote Participation in Board Meeting Except as provided hereafter, the Board does not conduct any meeting wherein the public business is discussed or transacted through telephonic, video, electronic, or other electronic communication means. This policy is applied strictly and uniformly, without exception, to the entire membership of the Board 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. For the purposes of this policy, "electronic communication" means the use of technology having electrical, digital, magnetic, wireless, optical, electromagnetic, or similar capabilities to transmit or receive information. For the

purposes of this policy, "remote participation" means participation by an individual member of the Board by electronic communication means in a meeting.

#### ARTICLE IV. OFFICERS AND DUTIES

Section 4.1. Officers. The officers of the Board shall be the Chairperson, and a Vice-Chairperson elected annually by the Board from among its members at the first regular meeting of each calendar year. The duty of Secretary has been assigned to county staff.

Section 4.2. Chairperson. The Chairperson shall:

- (a) Preside at all meetings of the Board;
- (b) Appoint members to any committees established by the Board;
- (c) Serve as the primary liaison between the Board and the King William County Board of Supervisors;
- (d) Serve as the primary contact with the Library Director and LS&S;
- (e) Work with the county and LS&S to develop meeting agendas; and
- (f) Perform such other duties as may be assigned by the Board or required by law.

Section 4.3. Vice-Chairperson. The Vice-Chairperson shall:

- (a) Perform the duties of the Chairperson in the absence or incapacity of the Chairperson;
- (b) Assist the Chairperson in the performance of their duties; and
- (c) Perform such other duties as may be assigned by the Board or the Chairperson.

Section 4.4. Secretary. The Secretary shall:

- (a) Keep accurate records of all meetings of the Board;
- (b) Maintain the official files and records of the Board;
- (c) Ensure that all notices are duly given in accordance with these Bylaws or as required by law;
- (d) Certify the accuracy of minutes and resolutions of the Board; and
- (e) Perform such other duties as may be assigned by the Board or the Chairperson.

#### ARTICLE V. POWERS AND DUTIES OF THE BOARD

Section 5.1. General Powers. The Board shall have all the powers and duties granted to it under Virginia Code § 42.1-35 and any other applicable laws or regulations, including but not limited to the authority to:

- (a) Establish policies and regulations for the governance of the King William County Library System;
- (b) The library director, under the board approved policies, will accept gifts, donations, and bequests on behalf of the library system.
- (c) Represent the interests of the library system and its patrons to the county government and the public;
- (d) Advocate for adequate funding and resources for the library system;
- (e) Ensure compliance with all applicable laws, regulations, and ethical standards; and
- (f) Engage in long-term planning and strategic development for the library system.

Section 5.2. Community Engagement. The Board and the Library Director shall actively engage with the broader library community to ensure responsiveness to user needs and to promote the value of library services. This engagement shall include:

- (a) Holding regular public meetings and forums to gather community input;
- (b) Establishing mechanisms for ongoing user feedback and suggestions;
- (c) Collaborating with community organizations and stakeholders on library initiatives;
- (d) Regularly assessing community needs and adapting library services accordingly; and
- (e) Promoting library programs and services through various outreach efforts.

## ARTICLE VI. COORDINATION WITH COUNTY GOVERNMENT

Section 6.1. Relationship with the King William County Board of Supervisors.

The Board shall maintain a cooperative and transparent relationship with the King William County Board of Supervisors. This relationship shall include:

- (a) Regular communication and reporting on library activities, challenges, and achievements;
- (b) Consultation on significant policy changes or strategic initiatives that may impact county resources or services; and
- (c) Collaboration on LS&S/Library Director joint projects or initiatives that benefit the library system and the broader community.

Section 6.2. Alignment with County Policies. The Board, with the guidance of county staff, shall ensure that its policies and operations align with relevant King William County government policies and practices, while maintaining its statutory authority and responsibilities. This alignment shall include:

- (a) Reviewing and adapting to changes in county policies that may affect library operations;
- (b) Participating in county-wide planning and development initiatives as appropriate; and
- (c) Coordinating with other county departments and agencies to maximize efficiency and avoid duplication of services.

## ARTICLE VII. COORDINATION WITH THE LIBRARY DIRECTOR

Section 7.1 The Library Director, serves as the Library Operations Expert, while the LBOT governs.

## ARTICLE VIII. AMENDMENTS

These Bylaws may be amended by a two-thirds majority vote of the Board members at any regular or special meeting, provided that the proposed amendment has been presented in writing at the previous regular meeting and that written notice of the proposed amendment has been given to all Board members at least fourteen (14) days prior to the meeting at which the vote is to be taken. After adoption, a copy of the amendment shall be emailed to the Library of Virginia and the Board of Supervisors.

ARTICLE IX. INDEMNIFICATION

To the extent permitted by law, the King William County System Library Board of Trustees shall indemnify any current or former Board member or officer against expenses actually and necessarily incurred in connection with the defense of any action, suit, or proceeding in which they are made a party by reason of being or having been such Board member or officer, except in relation to matters as to which they shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty.

ARTICLE X. DISSOLUTION

In the event of the dissolution of the King William County Library Board of Trustees, all assets and property of the Board shall be transferred to King William County or a successor entity designated by the Board of Supervisors for the continued operation of public library services in King William County.

Adopted: March 10, 2025

Last Amended: April 22, 2025

Ms. Carlton made a motion to accept the By-Laws as amended and Ms. Byrne seconded the motion.

The members were polled as follows:

Ms. Byrne, 1 <sup>st</sup> District	Yes
Ms. Price, Vice Chair, 5 <sup>th</sup> District	Yes
Ms. Carlton, 3 <sup>rd</sup> District	Yes
Ms. Washington, 4 <sup>th</sup> District	Yes
Ms. Herndon, Chair, 2 <sup>nd</sup> District	Yes