

PROPOSED CHANGES

Adopted June, 1977
DRAmended July, 1993
Amended February, 1994
Amended October, 1996
Amended October, 2001
Amended September, 2009
Amended October, 2012
Amended June 23, 2021

BY-LAWS

Board of Trustees of the Pamunkey Regional Library serving Hanover, Goochland, King William, and King and Queen Counties

I. Pursuant of the requirements of the general Code of Virginia, the Board of Trustees of the Pamunkey Regional Library shall consist of ten (10) members, four (4) from Hanover, two (2) from Goochland, and two (2) from King William, and two (2) from King and Queen appointed by the respective governing bodies represented. Such trustees shall be appointed for a term of four (4) years. No appointive member shall be eligible to serve more than two full successive terms. Upon appointment, a member shall qualify by taking the oath of office. Duties and powers of the Board shall conform to Section 42.1-39 of the Code of Virginia. Any Board member who misses three (3) consecutive meetings for reasons other than health or travel may be requested to resign.

PROPOSED CHANGES:

Proposal 1.

A. Pursuant of the requirements of the general Code of Virginia, the Board of Trustees of the Pamunkey Regional Library shall consist of ten (10) members, four (4) from Hanover, two (2) from Goochland, and two (2) from King William, and two (2) from King and Queen appointed by the respective governing bodies represented. Such trustees shall be appointed for a term of four (4) years. No appointive member shall be eligible to serve more than two full successive terms. Upon appointment, a member shall qualify by taking the oath of office. Duties and powers of the Board shall conform to Section 42.1-39 of the Code of Virginia. Any Board member who misses three (3) consecutive meetings for reasons other than health or travel may be requested to resign. *(The number of county representatives will be determined by the number of libraries in their county)or something like that?)*

B. MEETINGS

- A. The Board shall have a minimum of ~~six~~ (6) regular meetings a year.
- B. Special meetings may be called by the Chairman or any two members of the Board, provided that written notice thereof is given to all trustees at least twenty-four hours in advance of meeting.
- C. A quorum at any meeting shall consist of six or more trustees.
- D. The order of business at all regular meetings shall be as follows:
 - 1. Call to order
 - 2. Consideration of agenda amendments
 - 3. Citizens' Time
 - 4. Consent agenda
 - a. Disposition of minutes (either read or previously received)
 - b. Financial reports
 - c. Report of warrants
 - d. Other informational items
 - 5. Old Business
 - 6. New business
 - 7. Report of Library Director
 - 8. Adjournment
- E. All meetings shall be governed by Robert's Rules of Order.

PROPOSED CHANGES:

Proposal 1.

- A. The Board shall have a minimum of ~~six (6)~~ (9) regular meetings a year.
- B. NONE
- C. A quorum at any meeting shall consist of **six or more trustees.** *(Depends on Number of Trustees) Should we indicate a percentage of attendance required?*
- D.
 - 1.
 - 2.
 - 3.
 - 4.
 - 5.
 - 6.
 - 7. Report of Library Director *(why so late in the Agenda? shouldn't LD's report be among the first things we discuss?)*
 - 8.

C. OFFICERS:

- A. The officers of the Board shall be a Chairman, a Vice-Chairman, a Secretary, and a Treasurer (usually the Library Director). They shall be elected at the first meeting of the Board in each fiscal year.
- B. The Chairman of the Board shall preside at all meetings, certify all warrants approved by the Board, authorize calls for any special meetings, and generally perform the duties of a presiding officer.
- C. The Vice-Chairman, in the absence of the Chairman, shall preside at the meetings and perform the duties of the Chairman. Any two officers of the board are authorized to sign invoices in approval of payments.
- D. The Secretary of the Board, in cooperation with the library director, shall keep an accurate account of all proceedings of the Board meeting and shall have custody of the minutes and other records of the Board.
- E. The Treasurer shall have charge of the Library funds and shall make available a monthly report to the Board on the state of the funds. The treasurer of the board {the library director} is authorized to sign invoices to approve for payment. In the absence of the Treasurer, any two officers of the board are authorized to sign invoices in approval of payments.

PROPOSED CHANGES:

Proposal 1:

- A. The officers of the Board shall be a Chairman, a Vice-Chairman, **a Finance Chairman** and a Secretary. ~~Treasurer (usually the Library Director).~~ They shall be elected at the first meeting of the Board in each fiscal year.
- B. NONE
- C. The Vice-Chairman, in the absence of the Chairman, shall preside at the meetings and perform the duties of the Chairman. ~~Any two officers of the board are authorized to sign invoices in approval of payments.~~ **(see E. below)**
- D. The Secretary of the Board, in cooperation with the library director, shall keep an accurate account of all proceedings of the Board meeting and shall have custody of the minutes and other records of the Board.

E. The Board shall have charge of the Library funds. The Finance Chairman and Library Director shall have full access to all Financial Accounts via hard copy statements and/or online. The Library Director shall make available monthly financial reports to the Board on the state of the funds including, but not limited to, a Balance Sheet including all accounts, and a Warrant Report including all expenditures since the last report. Financial statements (bank, brokerage, etc.) shall be made available upon request of the Finance Chair and/or members of the Board. These reports must be made available to the Board no less than one (1) week before the next scheduled Board meeting. The Library Director shall implement the Library Funds as necessary to administer Library operations. He/she is authorized to sign invoices in approval for payment. In absence of the Library Director, the Finance Chairman and one other officer of the Board are authorized to sign invoices in approval of payment. If the Finance Chairman is also unavailable, any 2 officers of the Board may sign invoices for payment approval.

Proposal #2:

- a. Board officers will serve a two-year term.

D. COMMITTEES:

- A. Standing committees shall consist of at least:
 - a. An Executive Committee
 - b. A Personnel Committee
- B. Committees for the study and investigation of special problems may be appointed by the Chairman; such committees to serve until the completion of the work for which they were appointed.

PROPOSED CHANGES:

Proposal #1:

- E. Standing committees shall consist of at least:
 - c. An Executive Committee – **Need Description**
 - d. A Personnel Committee – **Need Description**
 - e. **A Finance Committee – Works with Library Director to manage the Library Funds and report finances to the Board on a monthly basis**
- F. NONE

Proposal #2:

PERSONNEL COMMITTEE

Two Fall Personnel Committee Meetings

- Review the previous year's annual review process for the Library Director.
- Develop a new annual review process to present to the Board at the beginning of the new fiscal year.

Two or Three Spring Personnel Committee Meetings

- Conduct the Annual Review Process for the Library Director.
- Present a slate of recommendations for officer nominations and committee chairs for the next fiscal year.

Other items mentioned by various trustees:

- Review the Library Director's job description. Is this still an accurate representation of job duties? How much time is spent on each of these duties? Is the review process in line with the Library Director's job description?
- Incorporate a 360 degree evaluation for the Library Director into the annual review process
- Educate the board on the organizational structure of PRL
- Elevate personnel needs to the board for unfilled positions
- Inform board and oversee any additional FT employees added to the organizational structure
- Is there a whistleblower policy/process for library staff to address issues of harassment, etc.?
- Exit survey for FT employees leaving

FINANCE COMMITTEE:

Should the Treasurer of the Board be the chair of the Finance Committee??

Library Director and Business Operations Manager (job description found here [Business Operations Manager \(pamunkeylibrary.org\)](http://pamunkeylibrary.org)) are in charge of the budget process, the day to day accounting and flow of money through the organization, and the audit process.

The Finance Committee/Board is responsible for the financial wherewithal of the organization and needs to understand the decision making process and provide a check/balance system.

Suggestions for the Finance Committee:

- Educating board on formulas for state aid, federal aid, any increases requested to local governing bodies for their budgets
- Overseeing financial statements (bank, brokerage, etc.)
- Receive explanations for expenses over a certain dollar amount (i.e. \$10,000 or whatever amount is determined by the board)
- Informed on companies with contracts with PRL and provide information to the board
- Oversee and recommend to the board allocations from the reserve fund to meet short and long term goals as set by the board
- Accept gifts on behalf of the board and initiate thank you from the board
- Understand and oversee the overhead expenditures for the organization (i.e. headquarter expenses/personnel expenses/etc.) and give recommendations to the board

Proposal #3:**Personnel Committee:**

- A. To increase transparency of staff operations, include a 360 review for all senior managers (Library director, Deputy directors, Collections Strategy Librarian, Business Operations Manager, IT Supervisor, etc.)
- B. 360 Review results made available to the Board.

Executive Committee:

- A. Members would include:
 - a. Board Chair
 - b. Board Vice Chair
 - c. Board Secretary
 - d. Board Treasurer
 - e. Past Chair
 - f. Library Director
- B. One duty to be handled by the Executive Board would be the Whistleblower Policy. One member of the Executive Committee would be assigned as the point for the Whistleblower Policy (SEE proposed policy)

Proposal #4:

Selection of Committee Chairs

- a. Recommendations for Committee chairs will be proposed by the Personnel Committee
- b. Committee chairs will be voted on at a full Board meeting.
- c. Committee chairs will select the committee members for their committee.
- d. If possible, committees should have representation from all PRL jurisdictions.
- e. Committees should maintain their membership for a two-year period for continuity.
- f. All Board members should serve on at least one Board Committee.

Executive Committee:

- a. The membership of the Executive Committee will consist of the current Board Chair, the past Chair, the Vice Chair, the Secretary, and the Chair of the Finance Committee.
- b. The Executive Committee will handle preliminary information and decisions for Operations. That information and decisions will then be brought to the full BOT at their regular meetings for final approval.
- c. The Library Director will attend as an advisor but not as a voting member of the Committee.
- d. The Executive Committee will have four assigned meetings a year, and then additional meetings as needed.
- e. The Executive Committee will be responsible for the Whistleblower Policy (if the policy is adopted.)

Personnel Committee

- a. Responsible for the yearly evaluation of the Library Director
 - i. Develop the criteria to be used to conduct the evaluation (goals and objectives)
 - ii. Receive Board Approval for the evaluation criteria
 - iii. Distribute and then collect from all Board members in the Spring their personal evaluation of the Library Director
 - iv. Compile all Board member evaluations of the Library Director
 - v. Make recommendations at the end of the fiscal year for any salary adjustments for the Library Director for the upcoming fiscal year.
 - vi. Conduct a 360 evaluation of the Library Director
 - vii. Work with the Executive Committee Lead for the Whistleblower Policy if any whistleblower issues arise.
 - viii. Serve as the nominating committee to nominate Board members for Board Chair, Vice Chair, Secretary; and to nominate Board members as Committee Chairs for the Finance Committee and the Personnel Committee.

E. AMENDMENTS:

Amendments to these by-laws may be proposed at any regular meeting but may become effective only after a favorable vote at a subsequent meeting.

Addenda to the By-Laws

GENERAL DUTIES OF THE LIBRARY BOARD

- A. To support the Regional Library without favor or prejudice for any one branch or political subdivision of the library system.
- B. To ascertain the needs and seek to provide adequate funds.
- C. To employ a capable, trained librarian and other members of the library staff.
- D. To determine library policies.
- E. To approve expenditures of library funds.
- F. To work actively for the improvement of all libraries by supporting library legislation in the state and nation.
- G. To become familiar with the State and Federal aid program and with state and national library standards.
- H. To attend Board meetings regularly.
- I. To become familiar with what constitutes good library service by reading, attending library meetings and visiting other libraries.
- J. To support the library's service program in daily contacts with the public at large.

GENERAL DUTIES OF THE LIBRARY DIRECTOR

- A. To administer the Library.
- B. To be technical advisor for the Board
- C. To select the staff for established positions and recommend their employment to the Board.
- D. To direct the activities of the staff.
- E. To prepare the budget in consultation with the Board.
- F. To keep financial records of the Library.
- G. To select and purchase books, library materials and supplies.
- H. To prepare and release all library publicity.
- I. To stimulate growth of library service.
- J. To keep the Board informed about changes in library legislation and standards.
- K. To attend library meetings.
- J. To direct the activities and training of the staff

PROPOSED CHANGES:

Proposal 1:

GENERAL DUTIES OF THE LIBRARY BOARD

- G. To support **and govern** the Regional Library without favor or prejudice for any one branch or political subdivision of the library system.
- H. **To respectfully represent the Citizen's of their home county and the entire PRL.**
- I. To ascertain the needs and seek to provide adequate funds.

- J. To employ a capable, trained librarian and other members of the library staff.
- K. To determine library policies.
- L. To approve expenditures of library funds.
- M. To work actively for the improvement of all libraries by **supporting keeping current on** library legislation in the state and nation.
- N. To become familiar with the State and Federal aid program and with state and national library standards.
- O. To attend Board meetings regularly.
- P. To become familiar with what constitutes good library service by reading, attending library meetings and visiting other libraries.
- Q. To support the library's **service program** (*what is this?*) in daily contacts with the public at large.

GENERAL DUTIES OF THE LIBRARY DIRECTOR

- L. To administer the Library.
- M.** To be technical advisor for the Board. (*What does that mean?*)
- N. To select the staff for established positions and recommend their employment to the Board.
- O. To direct the activities of the staff.
- P. To prepare the budget in consultation with the Board.
- Q. To keep financial records of the Library.
- R. To select and purchase books, library materials and supplies.
- S. Provide the Board with a Monthly list of all books selected to be purchased.**
- T. To prepare and release all library publicity.
- U. To stimulate growth of library service.
- V. To keep the Board informed about changes in library legislation and standards.
- W. To attend library meetings.
- J. To direct the activities and training of the staff

RULES FOR CITIZENS' TIME

- A. Citizens' Time is an opportunity for citizens to present comments and information to the Board regarding any item that is not on the agenda for that meeting. The Board may respond at the conclusion of Citizens' Time to comments or questions offered by citizens, and information that is readily available in response to citizen comments may be provided at this time. In addition, the Board may direct that the staff prepare a report or take other action in response to comments received during Citizen's Time.
- B. During Citizens' Time, each speaker shall be permitted to speak for up to five minutes. In the event that the number of citizens' comments should exceed the time allotted on the agenda for Citizens' Time, the Chairman may request that the citizens return at the next regular meeting of the Board or may consult with the Board as to whether to extend Citizens time or otherwise resolve the matter.
- C. For motions before the board, the board chair may allow citizens time for questions about the motion.

PROPOSED CHANGES:

Proposal 1:

- A. NONE
- B. Every citizen who wishes to speak during Citizens' Time shall be given the opportunity. Each speaker shall be permitted to speak for up to ~~five~~ **THREE minutes**. ~~In the event that the number of citizens' comments should exceed the time allotted on the agenda for Citizens' Time, the Chairman may request that the citizens return at the next regular meeting of the Board or may consult with the Board as to whether to extend Citizens time or otherwise resolve the matter.~~
- C. There will be a sign-up sheet available at each Board Meeting for citizens to fill out if they wish to speak. Each speaker will be asked to state their name and address before they speak.
- D. NONE

OATH

COMMONWEALTH OF VIRGINIA
COUNTY OF _____

I, _____, do solemnly swear that I will support the Constitution of the United States, and the Constitution of the Commonwealth of Virginia, and that I will faithfully and impartially discharge all the duties incumbent upon me as Trustee of the Pamunkey Regional Library, according to the best of my ability, so help me God.

This is to certify that on this _____ day of _____, 20____, that _____ took and subscribed the foregoing oath before me as required by the laws of the Commonwealth of Virginia.

Print name: _____