

**By-laws of the
MONTGOMERY-FLOYD REGIONAL LIBRARY SYSTEM
BOARD OF TRUSTEES
Christiansburg, VA**

Adopted 9/14/77. Amended 9/19/84, 2/20/85, 5/30/85, 10/15/86, 9/21/93, 8/15/01, 4/16/03, 5/21/03, 4/21/04, 5/19/04, 8/18/04, 9/15/04, 12/13/06, 5/21/08, 5/20/09, 6/16/10, 9/21/22.

ARTICLE I: Organization - This organization shall be called “The Montgomery-Floyd Regional Library System Board of Trustees”, existing by virtue of the provisions of the Code of Virginia Title 42.1, chapter 2, sections 42.1-33 through 42.1-42 and the contract between Montgomery and Floyd Counties dated August 11, 1975.

ARTICLE II: Board - The Board shall be appointed by the respective county governing boards. The Board shall consist of nine members – seven from Montgomery County and two from Floyd County. Each member shall be appointed for a term of four years, to expire on June 30. They may apply to be reappointed for an additional four year term upon completion of their first term. No member shall serve more than eight consecutive years.

ARTICLE III: Mission - The mission of this Board shall be to make and direct the policy of the Library, promote library interests, secure adequate funds, and to administer and control library funds, property, and equipment. The Board shall hire a qualified Library Director who shall be the administrator under the direction and review of the Board.

ARTICLE IV: Virginia Freedom of Information Act – All meetings, communication, and documentation of the Board shall comply with the Virginia Freedom of Information Act (Code of Virginia Section 2.2-3700). Public notification of all board and committee meetings shall be done in compliance with the Freedom of Information Act.

ARTICLE V: Meetings - The regular meetings shall be held on the third Wednesday of each month at 7:00 p.m. at the Christiansburg Library or at one of the other branches of MFRL according to the schedule adopted at the regular June meeting, unless ordered by the Board. The regular meeting in June shall be the annual meeting when officers will be elected. There will be no regular meetings held in the months of July and November each year. Written notice of each regular meeting shall be mailed or emailed to each member of the Board not less than three days prior to meeting date. If unable to attend, members should notify the Chair or the Director.

Remote participation in meetings is permitted in accordance with the Virginia Freedom of Information Act, as described in Addendum A to the By-Laws of the Montgomery-Floyd Regional Library Board of Trustees.

Special meetings may be called at any time by the Chair, or any two members may request the Chair to call a special meeting. Written notice stating time and place of any special meeting and the purpose for which called shall be given each member of the Board at least two days in advance of such meeting, and no business other than that stated in the notice shall be transcribed at such meeting.

If the Chair (or Vice-Chair, if the Chair is unable to act) finds and declares that the weather or other conditions are such that it is hazardous for members to attend the meeting, the meeting shall be continued to the following fourth Wednesday of that month for the regular meeting and to the following day, unless otherwise stated, for a special meeting. Such findings shall be communicated by the Chair (or Vice-Chair, if the Chair is unable to act) to the Members, Director, and the press as promptly as possible.

ARTICLE VI: Quorum & Voting - Five members shall constitute a quorum for the transaction of business. If a quorum is not present, the meeting shall be suspended and be continued to the following fourth Wednesday of that month. Each member, including the Chair, shall have one vote on all motions. A majority vote shall constitute passage or rejection of a motion or resolution. If a member has three absences from regular board meetings within a fiscal year (July-June), the Board may consider this a neglect of duty and grounds to request removal of the Board member by the appropriate county governing body.

ARTICLE VII: Officers - The officers of this Board shall consist of a Chair, Vice-Chair and a Secretary and shall have representatives from both counties. Along with the Director, they shall be the Executive Committee. The election of officers shall occur at the regular meeting in June. Terms shall be for one year or until their successors are elected. If an office becomes vacant during the year, the Board shall elect an officer to fill the unexpired term. Officers may be re-elected and shall not serve more than two consecutive terms in any one office.

ARTICLE VIII: Duties - The Chair will preside at meetings of the Board, appoint members to standing and special (ad hoc) committees, will be an ex-officio member of all standing and special committees, will appoint members as liaison to Friends of the Library, will carry on any official correspondence of the Board, and will represent the Board at official meetings of Montgomery and Floyd Counties. The Vice-Chair will preside in the absence of the Chair. The Secretary shall take and keep minutes of Board meetings. The Chair and the Director shall set agenda for Board meetings.

ARTICLE IX: Committees - At the regular August Board meeting, the following standing committees shall be appointed by the Chair:

- Executive Committee
- Leadership Committee
- Development Committee
- Policy Committee

Each standing committee (except Executive Committee) shall consist of two or more members and the Director or the Director's designee. Members shall be appointed for a one year term and subject to reappointment. Committees shall elect their own chair. Minutes shall be recorded at all committee meetings by the Director or designee and distributed to the Board. Recommendations of each committee shall be presented to the Board for adoption or rejection.

Executive Committee shall consist of Board officers and Director.

There shall be such special ad hoc committees as may be required.

ARTICLE X: Committee Responsibilities

Executive Committee shall coordinate the planning effort, shall conduct the annual review process of the Library Director in May of each year according to established guidelines, and shall be responsible for preparing annual budgets for Montgomery and Floyd Counties, reviewing the current expenditures, analyzing needed capital expenditures, preparing justification, outlining the need, and suggesting an order of priority. The Board Chair and the Director shall present the annual budget to the appropriate County Board of Supervisors.

Leadership Committee shall nominate Board officers for the June election, shall seek out and recruit potential Board members when there are pending vacancies, shall assist in the orientation of new board members, and shall manage and work with any external consulting or advisory groups.

Development Committee shall be responsible for advocacy for the Library, shall fundraise, shall serve as a liaison with the Friends of the Library and Foundation, and shall assist with grants and grant writing and assist with government relations.

Policy Committee shall draft library policies and review the policy manual regularly.

ARTICLE XI: Order of business at all regular meetings shall be:

- Establish quorum
- Acceptance of agenda
- Disposition and approval of minutes of meeting(s)
- Public address
- Board member comments
- Discussion of unfinished business by Board Members
- Discussion of new business by Board Members
- Report of Director, to include Financial Report
- Report of Committees by Committee Chair

Public address is limited to a maximum of five minutes per person concerning only library issues. There will be no more than thirty minutes for public address in any regular Board meeting. Speakers shall identify themselves by name and town of residence, and must refrain from discussion of personnel issues in an open meeting.

ARTICLE XII: Rules of Order - Robert's Rules of Order shall govern parliamentary procedure of the Board unless otherwise approved by the Board.

ARTICLE XIII: Director - The Director shall be under direction and review of the Board and shall attend all regular and special meetings. The Director shall participate on each Standing Committee.

ARTICLE IXV: By-law Changes - The repeal, amendment, or revision of the by-laws shall be submitted in writing prior to any scheduled board meeting. Any of the foregoing by-laws may be temporarily suspended by a majority vote of the Board and shall be taken by yeas and nays and entered in the official minutes.

Approved by Montgomery-Floyd Regional Library Board of Trustees.



September 21, 2022

Date

Tim Thornton, Chair

**By-laws of the
MONTGOMERY-FLOYD REGIONAL LIBRARY SYSTEM
BOARD OF TRUSTEES
Christiansburg, VA**

ADDENDUM A: REMOTE MEETINGS

1. **AUTHORITY AND SCOPE**

- a. This addendum is adopted pursuant to the authorization of Va. Code § 2.2-3708.3 and is to be strictly construed in conformance with the Freedom of Information Act (VFOIA), Va. Code §§ 2.2-3700-3715.
- b. This addendum shall not govern an electronic meeting conducted to address a state of emergency declared by the Governor or the Board of Supervisors. Any meeting conducted by electronic communication means under such circumstances shall be governed by the provisions of Va. Code § 2.2-3708.2. This policy also does not apply to an all-virtual public meeting.

2. **DEFINITIONS**

- a. “**Board**” means the Montgomery-Floyd Regional Library Board or any committee, subcommittee, or other entity of the Regional Library Board.
- b. “**Member**” means any member of the Montgomery-Floyd Regional Library Board.
- c. “**Remote participation**” means participation by an individual member of the Montgomery-Floyd Regional Library Board by electronic communication means in a public meeting where a quorum of the Board of Supervisors is physically assembled, as defined by Va. Code § 2.2-3701.
- d. “**Meeting**” means a meeting as defined by Va. Code § 2.2-3701.
- e. “**Notify**” or “**notifies**”, for purposes of this policy, means written notice, such as email or letter. Notice does not include text messages or communications via social media.

3. **MANDATORY REQUIREMENTS**

Regardless of the reasons why the member is participating in a meeting from a remote location by electronic communication means, the following conditions must be met for the member to participate remotely:

- a. A quorum of the Montgomery-Floyd Regional Library Board must be physically assembled at the primary or central meeting location; and
- b. Arrangements have been made for the voice of the remotely participating member to be heard by all persons at the primary or central meeting location. If at any point during the meeting the voice of the remotely participating member is no longer able to be heard by all persons at the meeting location, the remotely participating member shall no longer be permitted to participate remotely.

4. **PROCESS TO REQUEST REMOTE PARTICIPATION**

- a. On or before the day of the meeting, and at any point before the meeting begins, the requesting member must notify the Montgomery-Floyd Regional Library Board Chair (or the Vice-Chair if the requesting member is the Chair) that they are unable to physically attend a meeting due to (i) a temporary or permanent disability or other medical condition that prevents the member's physical attendance, (ii) a family member's medical condition that requires the member to provide care for such family member, thereby preventing the member's physical attendance, (iii) their principal residence location more than 60 miles from the meeting location, or (iv) a personal matter and identifies with specificity the nature of the personal matter.
- b. The requesting member shall also notify the Library Director of their request, but their failure to do so shall not affect their ability to remotely participate.
- c. If the requesting member is unable to physically attend the meeting due to a personal matter, the requesting member must state with specificity the nature of the personal matter. Remote participation due to a personal matter is limited each calendar year to two meetings or 25 percent of the meetings held per calendar year rounded up to the next whole number, whichever is greater. There is no limit to the number of times that a member may participate remotely for the other authorized purposes listed in (i)-(iii) above.
- d. The requesting member is not obligated to provide independent verification regarding the reason for their nonattendance, including the temporary or permanent disability or other medical condition or the family member's medical condition that prevents their physical attendance at the meeting.
- e. The Chair (or the Vice-Chair if the requesting member is the Chair) shall promptly notify the requesting member whether their request is in conformance with this addendum, and therefore approved or disapproved.

5. **PROCESS TO CONFIRM APPROVAL OR DISAPPROVAL OF PARTICIPATION FROM A REMOTE LOCATION**

When a quorum of the Montgomery-Floyd Regional Library Board has assembled for the meeting, the Board shall vote to determine whether:

- a. The Chair's decision to approve or disapprove the requesting member's request to participate from a remote location was in conformance with this addendum; and
- b. The voice of the remotely participating member can be heard by all persons at the primary or central meeting location.

6. **RECORDING IN MINUTES**

- a. If the member is allowed to participate remotely due to a temporary or permanent disability or other medical condition, a family member's medical condition that requires the member to provide care to the family member, or because their principal residence is located more than 60 miles from the meeting location the Montgomery-Floyd Regional

Library Board shall record in its minutes (1) the Montgomery-Floyd Regional Library Board's approval of the member's remote participation; and (2) a general description of the remote location from which the member participated.

b. If the member is allowed to participate remotely due to a personal matter, such matter shall be cited in the minutes with specificity, as well as how many times the member has attended remotely due to a personal matter, and a general description of the remote location from which the member participated.

c. If a member's request to participate remotely is disapproved, the disapproval, including the grounds upon which the requested participation violates this policy or VFOIA, shall be recorded in the minutes with specificity.

7. **CLOSED SESSION**

If the Montgomery-Floyd Regional Library Board goes into closed session, the member participating remotely shall ensure that no third party is able to hear or otherwise observe the closing meeting.

8. **STRICT AND UNIFORM APPLICATION OF THIS ADDENDUM**

This addendum shall be applied strictly and uniformly, without exception, to the entire membership, 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.

The Chair (or Vice-Chair) shall maintain the member's written request to participate remotely and the written response for a period of one year, or other such time required by records retention laws, regulations, and policies.

Approved by Montgomery-Floyd Regional Library Board of Trustees.



September 21, 2022

Date

Tim Thornton, Chair