

Fairfax County Public Library Foundation, Inc.

Doing business as

FAIRFAX LIBRARY FOUNDATION

BYLAWS

ARTICLE I

GENERAL

The Fairfax County Public Library Foundation, Inc., doing business as Fairfax Library Foundation, (hereinafter the “Foundation”), shall have its principal place of business in Fairfax County, Virginia or Fairfax City, Virginia.

Section 1. **PURPOSE.** The Foundation is organized exclusively for educational and charitable purposes as a nonprofit tax-exempt foundation, within the meaning of Section 501(c) (3) of the Internal Revenue Code. The purposes of the Foundation are:

- A. To provide supplementary support to the Fairfax County Public Library (hereinafter the “Library”) but not to provide funds which can be substituted for the traditional tax base funding;
- B. To serve as a catalyst to attract private funding from individuals, businesses, organizations and foundations to enhance library services for our community while reinforcing the need for continued and increased public support for the Library;
- C. To encourage, promote and support the educational use of the Library ;
- D. To make distributions to and for the benefit of the Library including, but not limited to, books and other library materials, buildings, facilities, equipment, scholarships, program support, monies, endowments, trusts, estates, grants and other real and personal property.

Section 2. **DISSOLUTION.** Upon the dissolution of the Foundation, the Board of Directors, after paying or making provision for the payment of all liabilities of the Foundation, shall distribute its assets for one or more tax exempt purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code or distribute it assets to the Library for a public purpose. Any assets not so disposed of shall be distributed for such purposes or to one or more entities organized for such purposes as determined by the Circuit Court of Fairfax County.

ARTICLE II

POWERS

The Foundation shall have all the powers provided to nonprofit corporations by the Commonwealth of Virginia necessary to carry out the purposes for which it is formed, subject to the limitations, duties, and restrictions pertaining to a nonprofit corporation existing under the provisions of Chapter 10 of Title 13.1 of the 1950 Code of Virginia, as amended, and under applicable provisions of Section 501(c) (3) of the Internal Revenue Code. Subject in all events to the foregoing limitations, and without limiting in any way the scope of its power, the Foundation shall also have the following specific powers:

- A. To receive any gift, grant, contribution or devise and hold and use the same for the general purposes or any special purposes of the Foundation; provided that gifts with conditions shall be accepted consistent with the purposes of a free public library;
- B. To acquire from time to time for such uses and purposes, by purchase, gift, will or otherwise, real and personal property and to own, hold, control, administer, sell, exchange, mortgage or otherwise dispose of all or any part of such properties;
- C. To enter into, make, perform and carry out contracts with any individual, entity, firm, association or corporation, private, public or municipal, or with any government or governmental, municipal or public authority, domestic or foreign;
- D. To act as trustee of any funds or property that it may receive under specific or limited grants or agreements or under any will and to have and exercise the right to hold or manage such funds or property under the terms and conditions imposed by any such trust, grant, agreement or will;
- E. To act in appropriate ways to accomplish the purposes of the Foundation or, to promote the welfare or interests of the Foundation.

ARTICLE III

BOARD OF DIRECTORS

Section 1. **GENERAL POWERS.** The affairs of the Foundation shall be managed by its Board of Directors in accordance with the Articles of Incorporation and these Bylaws. Voting members shall serve without remuneration; however, reasonable and necessary expenses will be reimbursed when pre-approved by the Board of Directors.

Section 2. **NUMBER, QUALIFICATION AND TENURE.** The number of elected directors shall be neither less than ten (10) nor more than thirty (30). In addition, the Director of the Fairfax County Public Library, the Chair of the Fairfax County Public Library Board of Trustees, and a member elected annually by the Fairfax County Library Board of Trustees shall serve as *ex-officio* voting members. The Executive Director of the Foundation shall be an *ex-officio* non-voting member.

Section 3. **ELECTION.** Directors shall be elected by the Board of Directors at each annual meeting, to hold office until his/her successors are elected and qualified. The directors of the Foundation, other than the *ex-officio* directors, shall be elected to serve for terms of three (3) years commencing on the first day of the fiscal year following the election. However directors elected to fill vacancies resulting from an increase in the number of directors shall be elected for terms of three years or less, to result in the terms of one-third of the elected directors expiring each year.

Section 4. **VACANCIES.** The Board of Directors shall have the power to fill any vacancy. The director elected to fill a vacancy shall be elected for the unexpired term.

Section 5. **TERM LIMITATIONS.**

- A. Directors shall be eligible for a second full term, after which a director is ineligible for election to the Board of Directors for a period of one year. Service as an *ex-officio* director shall not be considered as prior service.
- B. Notwithstanding provisions of A above, a director who is elected to an officer position shall continue to serve as a director during the full term of that office.

ARTICLE IV

MEETINGS

Section 1. **ANNUAL MEETING.** The annual meeting of the Board of Directors shall be held during the last quarter of the fiscal year for the purpose of approving the annual budget; electing directors, officers, Advisory Board members; and transacting such other business as may come before the meeting.

Section 2. **REGULAR MEETINGS.** Regular meetings of the Board of Directors shall be held at least four times a year.

Section 3. **SPECIAL MEETINGS.** Special meetings may be called by either the Foundation Board Chair or any two or more directors. The purpose of the special meeting must be stated in the meeting notice.

Section 4. **NOTICE OF MEETINGS.** Notice of any meeting of the Board of Directors must be given to all directors. Notice of any meeting of the Board of Directors shall be deemed to be duly given to a director (i) if mailed to such director, at his/her address as it appears upon the books of the Corporation, or at the address last made known in writing or e-mail to the Corporation by such director, at least five (5) days before the meeting is to be held, or (ii) if sent to such director at such address by facsimile, e-mail, or other form of wire or wireless communication no later than the day before the meeting is to be held or (iii) if delivered to such director personally or orally, by telephone or otherwise, no later than the day before the meeting is to be held. Each such notice shall state the time and place of the meeting and the purposes thereof.

Section 5. **PLACE OF MEETINGS.** All meetings of the Board of Directors shall be held in Fairfax County, Virginia, at the registered office of the Foundation or at such other place within the Commonwealth of Virginia or any other state, as may be fixed in the notice of such meeting.

Section 6. **QUORUM.** Seven directors shall constitute a quorum for the transaction of business. The act of a majority of directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 7. **ACTION WITHOUT MEETING.** Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting if notice is given of the pending action in the same manner as is required in Section 4 above and filed with the corporate records.

Section 8. **ATTENDANCE.** Directors must notify the Foundation Board Chair or Executive Director for excused absences. After three consecutive unexcused absences at regular meetings within a twelve-month period, the member shall be dropped from the Board of Directors.

Section 9. **TELEPHONIC/ELECTRONIC MEETINGS.** Directors or any committee members may participate in a meeting of the Board of Directors or such committee by means of telephone conference or other communication equipment by means of which all persons participating in a meeting can communicate with each other. The participation in such a meeting shall constitute attendance at the meeting for all purposes.

Section 10. **OBJECTIONS.** A director who attends a meeting shall be deemed to have had timely and proper notice of the meeting unless the director attends for the express purpose of objecting because the meeting is not lawfully called or convened.

Section 11. **ROBERT'S RULES OF ORDER.** The Board shall use the current edition of *Robert's Rules of Order* to guide the conduct of its meetings.

ARTICLE V

INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1. **INDEMNIFICATION.** The Foundation shall indemnify any person who was or is a director or officer of the Foundation and who was or is a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that the person is or was a director or officer of the Foundation or is or was serving at the request of the Foundation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Foundation and, with respect to any criminal action or proceeding, had no reason to believe the person's conduct was unlawful. The foregoing shall not apply to matters as to which any such person shall be adjudged in such action, suit or proceeding to be liable for willful negligence or misconduct in the performance of duty.

Section 2. **DETERMINATION OF INDEMNIFICATION.** Any indemnification under Section 1, shall be made by the Foundation only as authorized in the specific case upon a determination that indemnification of the appropriate person is proper in the circumstances because the person met the applicable standard of conduct set forth in Section 1. Such determination shall be made (i) by the Board by vote of a majority of directors then in office and who were not parties to such action, suit, or proceeding, (ii) if such a majority is not obtainable, or, even if obtainable, a majority of the disinterested directors then in office so directs, by independent legal counsel in a written opinion; or (iii) by the members (if membership classes are established.)

Section 3. **INDEMNIFICATION INSURANCE.** To the extent permitted by law, the Board or duly authorized officers of the Foundation shall have authority to secure and maintain indemnification insurance to effect the provisions of *Article V*.

ARTICLE VI

OFFICERS

Section 1. **GENERAL.** The officers of the Foundation shall consist of a Chair, one or more Vice Chairs, a Treasurer, a Secretary, and such additional officers as the Board of Directors may from time to time prescribe or be required by law. The officers shall serve for two years, commencing on the first day of the fiscal year following the election; provided, however, that each officer's term shall not expire until his/her successor is elected. At each annual meeting, the directors shall elect officers to fill pending or existing vacancies.

Section 2. **CHAIR.** The Foundation Chair shall preside at meetings of the Board of Directors, have general supervision and direction of and over the affairs of the Foundation, and serve as the primary representative of the Foundation to the general public. The Chair shall be an *ex-officio* member of all committees, appoint the chairs and members of all committees, appoint the chair of the Advisory Board, and perform all such other duties as are incident to the office or are properly required of the Chair by the Board of Directors. After completing the term as Chair, the Chair shall continue to serve as an *ex-officio* voting member of the Executive Committee and the Board of Directors for a period of one year.

Section 3. **VICE CHAIR.** The Foundation Board Vice Chair shall perform the duties of the Foundation Board Chair in the absence or upon the disability of the Foundation Board Chair and the usual duties of the office of Foundation Board Vice Chair. In addition, the Vice Chair shall have such special authority as may from time to time be conferred upon him/her by the Bylaws or the Board of Directors.

Section 4. **TREASURER.** The Treasurer shall have custody of all operating funds of the Foundation. The Treasurer shall see that a true and accurate accounting of the financial transactions of the Foundation is made, that reports of such transactions are presented

promptly to the Executive Committee and the Board of Directors, and that financial records are kept at the principal office of the Foundation. The Treasurer shall serve as Chair of the Finance Committee and have such special authority as may from time to time be conferred upon him/her by the Bylaws or the Board of Directors.

Section 5. **SECRETARY.** The Secretary shall certify the actions of the Board of Directors when necessary, keep the minutes of the Board of Directors meetings, maintain the records of the Foundation, give notice of any meetings of the Board of Directors, and have such other powers and duties as may be prescribed by the Board of Directors from time to time.

Section 6. **VACANCIES.** In the event of a vacancy in the office of the Chair due to death, resignation, or removal, the Vice Chair shall succeed to the office of Chair for the unexpired term. A vacancy among the officers other than Chair due to death, resignation, or removal, shall be filled by appointment of the Executive Committee until the end of the fiscal year. At the next Annual Meeting, the Board of Directors shall fill the officer position by election for the unexpired term.

Section 7. **AGENTS.** Such agents as the Board of Directors may deem necessary may be elected, appointed or chosen in the manner prescribed by the Board. The authority and duties of each agent shall be those prescribed in the resolution adopted by the Board of Directors establishing the need for that agent.

Section 8. **BONDING OF OFFICIALS.** Any officers and employees of the Foundation authorized by the Board of Directors or by these Bylaws to receive funds, sign checks, drafts or other evidences of indebtedness issued in the name of the Foundation shall be bonded in such sum and with such sureties as the Executive Committee, at its discretion, shall determine.

Section 9. **REMOVAL OF OFFICERS AND AGENTS.** The Board of Directors may remove any officer or agent from such office with or without cause in its absolute discretion. Any agent appointed otherwise than by the Board of Directors may be removed with or without cause at any time by any officer having authority to appoint such agent.

ARTICLE VII

EXECUTIVE DIRECTOR

The chief staff administrator of the Foundation shall be the Executive Director and shall be appointed and/or employed by the Board of Directors. The duties and functions shall be those prescribed by the Board of Directors, provided that any such delegation of authority to the Executive Director shall not operate to relieve the Board of Directors or any individual director of any responsibility imposed upon it or him/her by law. The Executive Director is authorized to employ, on approval of the Executive Committee, a staff responsible to assist with the duties of the Executive Director. The Executive Director is responsible to the

Foundation Board.

ARTICLE VIII

COMMITTEES

Section 1. **EXECUTIVE COMMITTEE.** There shall be an Executive Committee, consisting of the Foundation Board Chair, all officers, Chairs of the Standing Committees, the Executive Director, the Director of the Fairfax County Public Library, and the Chair of the Fairfax County Public Library Board of Trustees. In addition, the immediate past Chair of the Foundation. The immediate past Chair shall be an *ex-officio* voting member for the period of one year. The Executive Committee shall recommend the Foundation's organizational and operating procedures and policies for adoption by the Board of Directors and oversee the Foundation management. The Executive Committee shall meet at least four times a year.

Section 2. **FINANCE COMMITTEE.** The Finance Committee shall, subject to the requirements of law and the provisions of these Bylaws, develop the annual budget, oversee the annual audit, and draft proposals for investment guidelines and policies for adoption by the Board. The Committee shall make timely reports to the Board. The Treasurer shall be the chair of the Committee. Non-Director members may be appointed for one-year terms subject to renewal, but may not serve as chair of the committee.

Section 3. **DEVELOPMENT COMMITTEE.** The Development Committee shall recommend fund development guidelines and policies to be adopted by the Board of Directors. The committee shall develop and provide oversight for the implementation of the annual fund raising plan. Non-Director members may be appointed for one-year terms subject to renewal, but may not serve as chair of the committee.

Section 4. **PUBLIC RELATIONS COMMITTEE.** The Public Relations Committee shall recommend a long-range plan for publicity and public relations to be adopted by the Board of Directors. The committee shall develop and provide oversight for the implementation of the publicity plan. Non-Director members may be appointed for one-year terms subject to renewal, but may not serve as chair of the committee.

Section 5. **BOARD RESOURCES COMMITTEE.** The Board Resources Committee shall identify and recruit new Board of Directors; identify and encourage emerging leadership; develop and oversee the annual Board evaluation. The committee develops the slate of officers, Board of Directors, and Advisory Board members to be voted on at the Annual Meeting. Non-Director members may be appointed for one-year terms subject to renewal, but may not serve as chair of the committee.

Section 6. **SCHOLARSHIP COMMITTEE.** The Scholarship Committee shall recommend Scholarship Fund policy, guidelines, and procedures for the implementation of Scholarship Fund distributions to be adopted by the Board. The committee shall review scholarship applications and award scholarships. Non-Director members may be appointed for one-year terms subject to renewal, but may not serve as chair of the committee.

Section 7. **OTHER COMMITTEES.** The Board of Directors may designate one or more committees.

ARTICLE IX

ADVISORY BOARD

Section 1. **GENERAL.** The Advisory Board shall be composed of community leaders to act as ambassadors of goodwill for the Foundation. Advisory Board members shall provide advice and suggestions. Members shall help the Foundation to make important contacts in securing support and funding.

Section 2. **TERMS.** The members of the Advisory Board shall be elected to a one year term.

Section 3. **CHAIR.** The Chair of the Board of Directors shall appoint the Chair of the Advisory Board.

ARTICLE X

CONTRACTS, CHECKS, DEPOSITS, GIFTS AND TRANSFER OF RESOURCES

Section 1. **SIGNING OF WRITTEN OBLIGATIONS.** Contracts, checks, drafts, notes, deeds or other written obligations shall be signed in the name of the Foundation by the Executive Director and/or officer(s) as specifically authorized by the Board of Directors.

Section 2. **DEPOSITS.** All funds of the Foundation shall be recorded and deposited in such banks; trust companies or other depositories as the Board of Directors may select.

Section 3. **GIFTS.** The Board of Directors, any officer of the Foundation, or the Executive Director may accept on behalf of the Foundation any unconditional contribution, gift, bequest or device. Conditional gifts, devices or bequests, before final acceptance, shall be approved by the Executive Director, the Executive Committee, and the Director of the Fairfax County Public Library.

ARTICLE XI

MISCELLANEOUS

Section 1. **BOOKS AND RECORDS.** The Foundation shall keep correct and complete books of account and shall keep minutes of the proceedings of the Board of Directors and its committees. Books and records shall be kept at the principal office of the Foundation.

Section 2. **FISCAL YEAR.** The fiscal year of the Foundation shall begin on July 1 and end on June 30, annually.

Section 3. **AUDIT.** The Board will provide for an annual independent review or audit of the records of the Foundation in conformity with generally accepted accounting principles. The Library Board's budget committee chair will sit on the Foundation's audit committee.

Section 4. **POLICIES.** The Foundation shall abide by its *Fund Management Policies*, *Conflict of Interest Policy*, *Whistleblower Policy*, and all other policies as adopted by the Board of Directors. All policies, unless otherwise noted, are internal to the Foundation.

Section 5. **AMENDMENT.** The Board of Directors may alter, amend or repeal these Bylaws by the affirmative vote of a majority of the full Board of Directors. It is necessary to give 30 days written notice of such a meeting and to state in the notice that the purpose of the meeting is to amend the Bylaws.

The Bylaws were adopted as amended on June 13, 2007.

Amended on March 17, 1999; September 13, 2000; June 12, 2002; June 15, 2005; June 14, 2006; December 11, 2007; June 16, 2009.