

Madison County Library
Board of Directors Meeting
Minutes (draft)
March 20, 2024

Attending: Tracy Tanner Bond, Charles Carter, Katy Cashman, Joe Goodall, Diane Heckel, Gary Jones, Jill Quinley, and Bonnie Utz

Unable to Attend: Sam Cate, Jim Jewett, Ruth Miles, Kate Rakowski, and Cindy Taylor

Opening:

High winds, wildfires, and spotty electrical outages made it difficult for some members of the board to attend. We had to wait until we had seven members of the board in attendance to have a quorum.

Diane called the meeting to order at 7:10 PM.

Charles moved for the approval of the January 24, 2024 draft minutes, Katy seconded, and the board approved them.

Library Director's Report

Library Statistics 7/1/23 thru 3/18/24

Circulation totals: 33,562

Overdrive e-book usage: 5,086 by 218 patrons

Patrons Added: 144 Adult 47 Child

Updated Patrons: 942

Wi-Fi usage: 7,347 sessions lasting 8,975.71 hours by 1195 unique visitors

Titles added: 1,313

Update

Our schedule at the library has the usual outreaches. We have had 12 story times, 12 visits to the Early Learning Center, 3 to the Head Start Classes at the Primary School.

The staff and I have been working diligently on getting the Summer Reading Programs lined up for the year. At this point we have 2 theater performances, Greece Lightning (gods and goddesses) and Storybook tales, including Robin Hood and Pinocchio. We have booked 2 science programs: Uncle Henry and Science Guys of Baltimore. We are possibly going to add another science program. We have a former Harlem Globetrotter coming for a session on Character Education. Wes Iseli, the magician, is coming as well as the Wildlife Center. The Blowout is planned with 2 blowup bounce houses. Once again, I will be asking for help with supervising. The Summer Reading Program is happening over June and July, at least one program per week. We are still working on prizes to be given out with the "Prize Wheel".

The new website is live. Fran and I are still learning how to manipulate our way around it.

On behalf of the Madison Ministerial Association Ann Wingate has requested the use of the Gazebo again this year on May 2 for the National Day of Prayer. Bonnie asked for Board approval of their application. Diane moved for approval of the National Day of Prayer request, Tracy seconded, and the Board passed the motion.

Bonnie noted that Give Local Piedmont was scheduled for May 14 this year and the library would be participating again this year.

Treasurer's Report: Gary reported the July 1, 2023 to February 29, 2024 account summary. The library received \$268,601.16 in income for the period. Expenses for the period were \$207,074.39. Aid from the Virginia State Library was \$52,726.84 with \$51,497.88 already expended. Friends of the Library's balance is \$4,376.67. Donations total \$45,434.25. The annual fund-raising letter response to date totals \$30,244.37 donated less \$4,798.76 in printing and mailing expenses for a net of \$25,445.61.

Gary answered several questions from the board concerning the Special Projects Money Market portion of the Asset Balance Sheet. Diane encouraged board members to read back minutes to better understand how those funds are collected and for what they are to be used.

Committee Reports:

Bonnie reported that during March **the Friends of the Library** was sponsoring a vote for your favorite woman author contest which had raised more than \$340 by the middle of the month.

Reporting for the **Grounds and Maintenance Committee** Charles shared Kate's email concerning the sign's track assembly, "I wanted to let you know that I did stop in at High-Tech signs. They continue to be very polite every time I talk to them but I'm still doubtful about things getting done. Apparently, the owner of High Tech was arguing with the owner of the manufacturing company about the defects in the glass/track assembly. He finally, this week, got the confirmation that the manufacturing company will replace it. They didn't want to do so because they don't make that assembly anymore due to problems with it. So, they will be replacing it with a better model with materials that withstand the weather better. The High-Tech sign folks "expect a shipping date this week". I will not be holding my breath, but it sounds like something might happen sometime. I will continue to follow up."

Charles asked Bonnie if she wanted Grounds and Maintenance to pursue solutions to making the interior of the library warmer. She said that he could drop her request.

Reporting for the **Expansion Committee**, Bonnie shared that the second session with Mr. Puckett had been well attended. She said Mr. Puckett would be away for a month and would send his summary of the session after he returns.

New Business:

Diane presented the proposed changes to the library's bylaws. She noted that one change allowed for more than one member of the executive committee to serve on the Endowment Fund Advisory Committee. The second change clarifies that the Board of Directors makes decisions about how Endowment Fund monies are distributed or reinvested after being advised by the committee. **Katy moved, Joe seconded, and the Board adopted the amended bylaws.** A copy of the newly adopted bylaws will follow these minutes. **Joe moved and Charles seconded a motion to appoint Diane, Gary (officers), Katy and Charles (members), and Tom Smith (citizen) to the Endowment Fund Advisory Committee.** The board approved the motion.

Bonnie presented the Board with a proposed plan to pay employees who work on certain holidays. The proposed plan is for the fiscal year July 2024 through June 2025. The proposed days are when the library will be closed, and staff doesn't work. The proposed days are:

The Friday before Easter when 3 staff would be scheduled working 22 hours,
The Saturday before Easter when 2 staff would be scheduled working 8 hours,
Memorial Day Saturday when 2 staff would be scheduled working 8 hours,

Memorial Day Monday when 4 staff would be scheduled working 29 hours,
July 4th when 6 staff would be scheduled working 36 hours,
Labor Day Saturday when 2 staff would be scheduled working 8 hours,
Labor Day Monday when 4 staff would be scheduled working 29 hours,
Thanksgiving Wednesday from 2 PM to close when 4 staff would be scheduled working
12 hours,
Thanksgiving Thursday when 6 staff would be scheduled working 36 hours,
Thanksgiving Friday when 6 staff would be scheduled working 36 hours, and
Thanksgiving Saturday when 2 staff would be scheduled working 8 hours.
In total 218 hours would be compensated at a cost of \$3,600.

Bonnie noted that total hours might vary from year to year depending on staffing levels and which day of the week July 4th falls.

Charles moved that the board approve the proposed holiday payment plan for 2024-2025 and be presented an updated plan each March for the coming fiscal year.

Diane seconded the motion, and the board approved it.

Diane did not receive any nominations for a person to complete Dr. Lorie Davis' term on the Board.

Diane collected the Board members' self-evaluation forms and will present a compilation of responses at our next meeting.

Our next meeting will be Wednesday May 15, 2024 at 7 PM.

Charles moved, Tracy seconded for adjournment and the meeting adjourned at 9:10 PM.

BYLAWS
THE MADISON COUNTY LIBRARY, INCORPORATED
Approved revision June 15, 2022
Amended March 20, 2024

ARTICLE I
THE BOARD OF DIRECTORS

Section 1. General Powers. The affairs of MADISON COUNTY LIBRARY, INC. shall be under the management of a Board of Directors. Directors shall be residents of Madison County.

Section 2. Number and Tenure. The number of Directors shall be twelve (12) and their terms of office shall be four (4) years.

Section 3. Election. Three persons shall be elected to the Board of Directors at the meeting to be held at the last regular meeting of each year. The newly elected directors shall take office immediately after the adjournment of the meeting at which they are elected. The Secretary shall promptly notify each new director of his or her election.

Section 4. Vacancies. Any vacancies occurring on the Board of Directors because of death, removal from the area, etc., shall be filled by appointment by the President of the Corporation, subject to confirmation by the Board of Directors. Such appointee shall complete the unexpired term of the member he or she replaces and shall be eligible for election to the Board of Directors upon completion of his or her appointed term.

Section 5. Election of Officers. At the first regular meeting of the calendar year the Board of Directors shall elect from its membership and install the Officers of the Corporation. The officers of the Corporation shall be a President, a Vice-President, a Secretary, and a Treasurer and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, librarians, or other agents as it shall deem desirable, and such officers, librarians and other agents shall have the authority and perform the duties prescribed from time to time by the Board of Directors. The President shall be a member of the Board of Directors. The Treasurer shall maintain the regular financial transactions of the Library. Any officer, librarian or other agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever they judge that it would serve the best interests of the Corporation.

Section 6. Meetings of the Board. The Board of Directors shall meet at dates and times agreed upon by the Board or by the Executive Committee. Special meetings may be called by the President when he or she deems them necessary, or upon the request of four (4) directors. Seven

(7) Directors, or 55% of current members, shall constitute a quorum. Ten days' notice shall be given to all Directors as to the month, day and hour of meetings. Meetings will be conducted under the latest edition of Robert's Rules of Order.

Section 7. Immediate Past President. If the immediate past President remains an active member of the Board of Directors, he/she may serve as an ex officio member of the Board of Directors and of the Executive Committee for one year following the expiration of his or her term of office, and shall have all voting privileges.

Section 8. Compensation. Directors shall not be compensated for their services as directors but may be reimbursed for authorized expenses they have incurred in behalf of the Corporation. Section 9. The Treasurer may be compensated for their service.

ARTICLE II OFFICERS OF THE CORPORATION

Section 1. President. The President shall preside at all meetings of the Corporation and have the general supervision of its interests. He or she shall appoint all committees except the Executive Committee and shall be an ex officio member of all committees except the Nominating Committee.

Section 2. Vice-President. The Vice-President, in the absence or incapacity of the President, or upon his or her resignation, shall assume all the duties of that office.

Section 3. Secretary. The Secretary shall keep faithful record of the meetings of the Corporation, give proper notice of elections, appointments and meetings, and be custodian of the corporate seal.

Section 4. Treasurer. The Treasurer will record and maintain the financial transactions of the Board, report the financial transactions to the the Board of Directors, and be the library interface with the annual budget negotiations.

ARTICLE III COMMITTEES

(a) Executive Committee

Section 1. Members. The President, Vice-President, Secretary, *Treasurer* and Immediate Past President), shall serve as the Executive Committee of the Corporation.

Section 2. Powers. During intervals between meetings of the Board of Directors, the Executive Committee shall direct the affairs of the Corporation, and shall annually prepare and present a budget to the Board of Directors for approval. Upon approval of this budget, it shall be presented to the Board of Supervisors of Madison County.

Section 3. Commitments. An officer, employee or agent of the Corporation, which incurs an obligation in excess of one thousand dollars (\$1000.00), shall make no commitment for items not included in the approved budget except for books, without the approval of the Executive Committee or the Board of Directors. The board may establish additional limitations.

(b) Other Committees

- (i) Endowment Fund Advisory Committee. This committee will consist of a minimum of one Officer and two additional members of the Board, and one Madison County resident (non-Library Board member) with sufficient background and/or experience as to be able provide independent advice and counsel regarding the handling of the fund. The responsibilities of this committee are as follows:

The Committee will commit to a fiduciary responsibility to ensure that the interests of the corporation are paramount, including an Investment Policy approved by the entire Board.

2. Members of the Committee will be able to act on behalf of the corporation regarding investments, and if necessary to employ investment advisors, and to decide upon the amount of any contribution to be paid over to the Library Board upon request for funds.
3. The Committee will meet at least once annually and will prepare reports quarterly regarding the status of the fund.

(ii.) Other committees shall be established as needs of the Library dictate, such as Fundraising, Grounds and Maintenance, Public Relations, etc.

Committees may be ongoing or temporarily established to accomplish a specific task or project. Each member of the Board of Directors will be on at least one committee.

ARTICLE IV CONTRACTS, CHECKS, DEPOSITS, GIFTS, ENDOWMENT AND RESERVE FUNDS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these bylaws, to enter any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, drafts, etc. All checks, drafts or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by two officers or agents of the Corporation and in such manner as shall be determined from time to time by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instrument shall be signed by the Treasurer and countersigned by the President of the Corporation.

Section 3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in the Atlantic Union Bank & Trust, Madison, Virginia, or in such other depositories as the Board of Directors may select.

Section 4. Gifts and Donations. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or device for the general purpose of, or for any special purpose of the Corporation.

Section 5. The Madison County Library is an independent non-profit organization that depends on support from our local community. As a 501 c (3) organization, all donations are tax deductible to the fullest extent of the law.

Section 6. Endowment Fund. Among other objectives, the Board of Directors encourages gifts, endowments, and bequests to the corporation to support and cooperate with its mission of developing and providing library services and facilities to Madison County, Virginia. Therefore, the Board of Directors has established an Endowment Fund, known as the MADISON COUNTY LIBRARY, INC. ENDOWMENT FUND. In order to provide advice and counsel on this fund, an Endowment Fund Advisory Committee will be formed (see Article III.b.i.). The Board of Directors will make final decisions as to how earnings are distributed or reinvested, and the Endowment Fund Advisory Committee will provide input as to how the earnings are distributed or reinvested.

Section 7. Library Reserve Funds.

(a) Operating Reserve Fund (ORF)

The Board of Directors has the responsibility to ensure the financial sustainability of the Madison County Library by providing funds to enable the library to continue operations in situations resulting from delays in payments of committed funding, or to cover unexpected and/or emergency payments that are deemed essential to library operations that are not covered by other available funds.

Therefore, the Board of Directors has established the MADISON COUNTY LIBRARY, INC. OPERATING RESERVE FUND. This fund will maintain a target balance of three (3) months of operating expenses on average. The Executive Committee will provide advice and counsel on this fund and will be responsible for approving access to the fund as well as providing a plan to repay any withdrawal within three (3) months. Any withdrawal that would deplete more than fifty percent (50%) of the fund without a reasonable repayment plan must be approved by the majority of the Board of Directors.

(b) Building and Capital Reserve Fund

The Board of Directors has determined the need to provide a ready source of funds for acquisition, construction, improvement or replacement of buildings, furniture, fixtures, and equipment which will be necessary for the effective operation of the organization and its programs. Therefore, the Board of Directors has established the MADISON COUNTY LIBRARY, INC. BUILDING AND CAPITAL RESERVE FUND.

The initial fund amount has been set to \$50,000 from current cash reserves. The Executive Committee, Library Director, and/or Board of Directors may identify the need to access funds and confirm to the Executive Committee that the use is consistent with the purpose of the fund. The Executive Committee is authorized to access up to \$5,000 without board approval but any withdrawal must be reported to the Board no later than at the next scheduled Board Meeting. Any funds withdrawn in excess of \$5,000 must be approved by a majority of the Board of Directors. The ability to replace funds from this Reserve is dependent on the Library's current financial situation and the needs of the project to which the funds are applied.

ARTICLE V

EFFECTIVE DATE

Section 1. These Bylaws shall become effective upon approval by the Board of Directors.

ARTICLE VI

AMENDMENTS

Section 1. These Bylaws of the Madison County Library, Incorporated, may be amended by a vote of the majority of the Board of Directors, provided that the nature and intent to amend is stated in the call of the meeting at least ten days prior to the date of such meeting.