BYLAWS
OF
FRIENDS OF THE STAUNTON LIBRARY, INC.

(The Membership adopted these bylaws at a Special Meeting on July 24, 2001. At its April 23, 2002 meeting, the board of directors amended Section 2 of Article 3 to include Honorary Life membership. At its June 24, 2003 meeting, the board of directors amended Section 13 of Article 5 and Section 10 of Article 6 to include voluntary resignation for missed meetings. At its June 28, 2011 meeting, the board of directors amended Section 2 (a) of Article 3 to include Individual Life membership. At a December 1, 2015 special meeting, the Membership amended Section 2 of Article 8 to remove (d), The Committee on Literary and Educational Programs and designated Staff Appreciation, Bookcart Sales, Special Library Events, and A Little Lunch Music as standing Special Committees pursuant to Article 8 Section 3, and amended Section 4 of Article 9 to adopt a $500 requirement for countersignature. At the 25 October, 2016 Annual Meeting, the Membership amended Sections 4, 5, and 6 of Article 4 to allow for voting by proxy and for the inclusion of proxies in determination of a quorum at the Annual Meeting. At the 23 October 2018 Annual Meeting, the Membership amended Article 3, Section 2 to more fully and clearly define the types of membership in the organization. Numbers in parentheses refer to the pertinent sections of the Virginia Code.) At the 26 October 2021 Annual Meeting, the Membership amended Article 3, Section 2 to remove the Contributor class membership and replace it with a Couples membership, and to establish a Couples Lifetime Membership class. Update 2023: number of board members, revised standing committees and special committees, removed Audit Committee and added audit responsibility to a Certified Public Account, Added note of Gift policy. At its October 22,2024 meeting, the membership amended Article 8, Committees, Section 2, Standing Committees, (b) to clarify the Committee on Membership. At the October 27, 2026 Annual Meeting, the Membership amended Article 3, Sections 5 and 6, to change the membership term from the calendar year to one year from the date dues are received, and amended Article 9, Section 3, to require a CPA audit only in years in which gross receipts exceed the Form 990-N filing threshold, and otherwise at least once every five years.

Article 1. Purpose

As set forth in its articles of incorporation, the corporation is organized as a nonstock corporation under the provisions of Chapter 10 of Title 13.1 of the Code of Virginia, and its purposes shall be: to maintain a community-wide organization of citizens who are interested in books and libraries; to focus attention on library services, facilities and needs; and to encourage and aid the extension of library services.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation; and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these bylaws, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Article 2. Principal Office

The principal office of the corporation shall be located at the Staunton Public Library, One Churchville Avenue, Staunton, Virginia.

Article 3. Members (13.1-837)

Section 1. ***General qualifications.*** Membership shall be open to any person interested in the purposes of the corporation. The payment of dues for a particular class of members for which the person is eligible shall entitle that person to full membership rights and privileges of the class.
Section 2. ***Classifications*** The following classes of membership are open to individuals: Individual, Family, Couples, and Individual Life. Non-profit and for-profit organizations shall be eligible solely for Corporate membership.

(a) ***Individual.*** The bedrock membership level, Individual members are eligible for admittance to the book sale Preview Night events and receive the organization's newsletter. Individual members are entitled to vote on all matters presented at the Annual Meeting. Membership must be renewed yearly to retain entitlement to privileges.

(b) ***Family*** Extends the same rights and privileges of a member in good standing to all members of an immediate family including admittance to the book sale Preview Night events and receipt of the organization's newsletter. Family membership entitles the family to two votes on all matters presented at the annual meeting. Membership must be renewed yearly to retain entitlement to privileges.

(c) ***Couples*** An enhancement of the Individual membership, Couples members are entitled to all rights and privileges of Individual membership for two adults over the age of 18. Couples members are also entitled to two votes on all matters presented at the annual meeting. Membership must be renewed yearly to retain entitlement to privileges.

(d) ***Individual Life*** An extension of the Individual membership, Individual Life members are entitled, for life, to all the rights and privileges of a member in good standing without further payment of dues or other obligation to the corporation.

(e) ***Gratis*** A form of honorary membership, Gratis members are awarded their membership status based on their association with other organizations that support or complement the activities and purposes of the Staunton Public Library. Gratis members are entitled to all the rights and privileges of an Individual member. Eligibility for this class must be determined yearly. Gratis memberships are awarded to the following;

- Staunton City Council members
- Staunton City Library Advisory Board members
- Staunton Library Foundation members
- Staunton City School Board members
- Principals of Staunton City public and private schools
- Librarians of Staunton City public and private schools

The chair of the Membership Committee shall be responsible for notifying Gratis members of their membership award, either at the beginning of the calendar year or upon the individual's election, appointment, or hiring.

(f) ***Corporate*** A form of Individual membership, Corporate membership is open to both non profit and for-profit organizations. Individuals employed by or otherwise directly associated with an organization holding Corporate membership are entitled to admittance to the book sale Preview Night events and may, upon request, be added to the mailing list for the Friend's quarterly newsletter. Membership must be renewed yearly to retain entitlement to privileges, and the organization must supply the Friends Membership Committee with the names of at least two representatives authorized to exercise the Corporate member's voting rights.

(g) ***Honorary Life Membership*** The Board of Directors, at its sole discretion, may annually elect up to two persons to Honorary Life membership. Both individuals and organizations shall be eligible for election to Honorary Life membership. Election shall be based on exceptional service and/or support to the corporation as the Board of Directors deems fitting. An Honorary Life member shall be entitled, for life, to all the rights and privileges of a member in good standing without payment of dues or other obligation to the corporation. An appropriate recognition may be presented to each newly elected member at the annual meeting in the year of the election.

(h) ***Couples Life Membership*** An extension of the Couples membership, Couples Life members are entitled, for life, to all the rights and privileges of members in good standing without further payment of dues or other obligation to the corporation.

Section 3. ***Voting rights.*** Regardless of class, each individual whose dues are paid in full shall be entitled to one vote on each matter submitted to a vote of the members. Each member of the Family membership shall be entitled to cast one vote, up to a maximum of two votes per membership. In the case of Corporate membership, the entity shall be entitled to one vote, which any duly authorized representative may cast.

Section 4. ***Dues.*** The board of directors shall fix the dues for each class of members.

Section 5. Membership term. Each membership shall run for a term of one year, beginning on the date the corporation receives the member's dues and ending on the day before the same date in the following year. Dues are payable on or before the expiration of the current term. When a member renews before the current term expires, or within the grace period provided in Section 6, the renewed term shall begin on the day after the prior term expires, so that no paid period of membership is lost. Individual Life, Couples Life, Honorary Life, and Gratis memberships are not subject to this Section.

Section 6. Expiration and loss of rights and privileges. A member whose term has expired and who has not renewed may not attend the preview events at the book sales and shall be ineligible to vote at meetings of members. A member whose dues remain unpaid ninety days after the expiration of the member's term shall be removed from the active membership rolls and shall no longer receive the newsletter. A person so removed may rejoin at any time as a new member, with a new term beginning on the date dues are received.

Article 4. Meetings of Members

Section 1. ***Place of meetings.*** Unless otherwise stated in the notice of a meeting, meetings of members shall be held at the principal office of the corporation. In accordance with library policy, all meetings held at the principal office shall be open to the general public.

Section 2. ***Annual meeting.*** The corporation shall hold an annual meeting of members at 6:30pm on the fourth Tuesday in October of each year, unless the board of directors fixes some other date, time or place for the meeting. Notice of date, time and place of the annual meeting, along with the nominating committee's slate of candidates, shall be provided to each member not less than twenty-five days nor more than sixty days before the meeting. (13.1-838 & 842)

Section 3. ***Special meetings.*** The president shall call a special meeting of members upon order of the board of directors or at the request of ten or more members. Only business within the purpose or purposes described in the meeting notice may be conducted at such meeting. The corporation shall give members written notice of the date, time and place of each special meeting. Such notice shall be provided not less than ten nor more than sixty days before the date of the meeting, except that notice of a members' meeting to act on an amendment of the articles of incorporation or other such substantive change shall be given not less than twenty-five nor more than sixty days before the meeting. (13.1-839& 842)

Section 4. ***Notice of adjourned meetings.*** If an annual or special meeting of members is adjourned to a different date, time, or place, notice need not be given of the new date, time, or place if the new date, time, or place is announced at the meeting before adjournment. (13.1-844(E))

Section 5. ***Proxies.*** Members shall have a right to vote by proxy on the items listed in the issue of the Friends of the Staunton Library newsletter that contains the date of the Annual Meeting. A family membership is entitled to two (2) votes. Only members in good standing may be appointed as proxy. (13.1-847)

Section 6. ***Quorum.*** At any annual or special meeting of members, a quorum shall consist of the number of members, including the number of proxies received by the opening of the Annual Meeting, equal to twice the number of members on the board of directors plus one. Once a member is present at a meeting that person is deemed present for quorum purposes for the remainder of the meeting. If a quorum is not present at a meeting of members, a majority of the members present may adjourn the meeting. (13.1-849)

Section 7. ***Manner of voting.*** The vote of a majority of the members present or represented by proxy at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members unless a greater number is required by law or by the articles of incorporation or these bylaws. (13.1-849)

Section 8. ***Members' list for meetings.*** As required by Section 13.1-845 of the Virginia Code, for a period of ten days prior to any meeting of members, the secretary shall provide, at the principal office, a complete list of the members entitled to vote, with the address of each member. The list of members shall be subject to inspection by any member during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the

inspection only by a member during the whole time of the meeting. No other person shall be allowed to inspect the membership list.

Article 5. Board of Directors

Section 1. ***General powers.*** The board of directors shall manage the business and affairs of the corporation. (13.1-853)

Section 2. ***Composition of the board.*** The members of the board of directors shall be five officers provided for under Article 6 of these bylaws with a minimum of 4 and maximum of 8 elected directors. Allowing a range of 9 to 13 total board members.

Section 3. ***Elected directors.*** The number of directors elected by the members shall be a minimum of four and maximum of eight and shall be divided into two groups such that the voting members present at each annual meeting shall elect four such directors. The term of newly elected directors shall begin on the first day of January in the year following their election, and each such director shall hold office for a term of two years and until a successor has been elected and assumes office. A director who has served two successive terms shall not be eligible for re-election as an elected director for a period of one year. (13.1-855, 857, 858)

Section 4. ***Committee chairs and liaison persons.*** The Director of the Staunton Public Library, the representative of the Staunton LibraryAdvisory Board, and the editor of the newsletter are expected to attend the meetings of the board of directors and to act in their respective capacities. In addition, at the regular meetings of the board, the chairs of standing and special committees shall submit reports, either in person or in writing, on the activities of their respective committees between board meetings. No position designated in this section shall entitle the holder thereof to a seat on the board of directors.

Section 5. ***Place of meetings.*** Unless otherwise stated in the notice of a meeting, meetings of the board of directors shall be held at the principal office of the corporation. All board meetings held at the principal office shall be open to the general public.

Section 6. ***Regular meetings.*** Unless otherwise fixed by resolution of the board of directors, regular meetings of the board shall be held, without other notice than this bylaw, on the fourth Tuesday of each month, except in the months of July, October, and December. (13.1-866(A))

Section 7. ***Special meetings.*** Special meetings of the board of directors may be called by or at the request of the president or three or more of the directors. Written notice of any special meeting shall be given at least five days previously thereto, delivered personally or sent by mail, electronic mail or facsimile to each member of the board of directors. Only the business stated in the written notice shall be transacted at a special meeting of the board. (13.1-866(B)

Section 8. ***Waiver of notice.*** A director may waive any notice required by law or these bylaws before or after the date and time stated in the notice, and such waiver shall be equivalent to the giving of such notice. A director's attendance at a meeting waives any required notice of the meeting unless the director at the beginning of the meeting, or promptly upon his arrival, objects to holding the meeting or transacting business thereat. (13.1-867)

Section 9. ***Quorum.*** A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board. In the absence of a quorum, a meeting may be adjourned until

such time as a quorum may be obtained. (13.1.868)

Section 10. ***Manner of voting.*** If a quorum is present when a vote is taken, the affirmative vote of a majority of the directors, present in person, is the act of the board of directors unless a greater vote is required by the articles of incorporation or these bylaws. A director who is present at a meeting of the board of directors when corporate action is taken is deemed to have assented to the action taken unless he votes against, or abstains from, the action taken and requests that his vote be recorded in the minutes of the meeting. (13.1-868)

Section 11. ***Action without a meeting****.* Any action required or permitted by law or these bylaws to be taken at a board of directors' meeting may be taken without a meeting if the action is taken by all members of the board. The action shall be evidenced by one or more consents, either in writing or by facsimile or electronic mail, stating the action taken and signed by each member of the board either before or after the action taken. Such consents shall be included in the minutes or filed with the corporate records reflecting the action taken.

Section 12. ***Vacancies.*** The board of directors may fill any vacancy occurring in the directorships that are filled by the members. A director that the board appoints to fill a vacancy shall hold office until the next annual election and until a successor has assumed office. (13.1-862)

Se*ction 13.* ***Resignation and removal.*** Any member of the board of directors may resign at any time by delivering written notice to the board of directors, the president, or the secretary. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. If a resignation is made effective at the later date, the board of directors may fill the pending vacancy before the effective date if the board of directors provides that the successor does not take office until the effective date. (13.1-859)

Four consecutive absences by a director from board meetings shall constitute the director's voluntary resignation from the board, which the board may accept or reject.

A director who has been elected by vote of the members may be removed only at a special meeting of members called for such purpose. (13.1-860)

Section 14. ***Executive committee.*** There shall be an executive committee consisting of the five officers provided for in Article 6. Any four members of the committee shall constitute a quorum for transaction of business. In the interval between meetings of the board of directors, the executive committee shall have and may exercise the power and authority of the board of directors in the management of the corporation. In no event shall the executive committee, or any other committee, have authority to approve an amendment to the articles of incorporation, amend the by-laws, fill vacancies on the board of directors, sell corporate assets, or perform any other act prohibited by law.

Any member of the executive committee may call a meeting thereof, and notice of meeting may be given personally or in writing or by telephone, electronic mail or facsimile. Neither the purpose of the meeting nor the business to be transacted thereat need be stated in the notice of the meeting. Each member of the board of directors shall, to the extent possible, be given notice in advance of meetings of the executive committee. Elected directors may attend any meeting of the executive committee, but shall have no vote.

After each meeting of the committee, a written summary of the actions taken shall be sent to each member of the board of directors. At each meeting of the board, the executive committee shall present a written report of its actions since the preceding meeting of the board, which the secretary shall file with the records of the corporation.

Any action taken by the executive committee may be amended or repealed by the board of directors. In the event that an office is vacant, the board of directors may appoint, from among

its number, an alternate to the executive committee.

Article 6. Officers

Section 1. ***Officers.*** The officers of the corporation shall be a president, a president-elect, a past president, a secretary, and a treasurer. No person may hold more than one office at the same time.

Section 2. ***Term of office.*** The president-elect, the president, and the past-president shall hold office for a term of one year. The president-elect shall succeed automatically to the office of president at the end of the year, and the president to the office of past-president. The secretary and the treasurer shall hold office for a term of **two** years, and their terms shall be staggered such that one officer is elected at each annual meeting. The term of office for all officers shall begin on the first day of January following their election (or succession, as in the case of the president and past-president) and shall continue until their successors assume office.

Section 3. ***Term limits.*** The secretary and the treasurer may succeed themselves once to the same office. Upon completion of two successive terms, the secretary and the treasurer shall be ineligible to stand for re-election to the same office for a period of one year.

Section 4. ***President.*** The president shall supervise all of the business and affairs of the corporation, subject to control of the board of directors. The president shall preside at all meetings of the members and of the board of directors; be an ex-officio, non-voting member of all committees except the nominating committee; act as liaison with the director of the library; present an annual budget in accordance with Article 9 of these bylaws; and perform such other duties as from time to time may be assigned by the board of directors.

Section 5. ***Past-president.*** The past-president shall chair the nominating committee, preside over all meetings at which the president and president-elect are not present, and perform such other duties as from time to time may be assigned by the board of directors or the president.

Section 6. ***President-elect.*** The president-elect shall be responsible for the planning and production of the annual meeting, preside over all meetings at which the president is not present and perform such other duties as from time to time may be assigned by the board of directors or the president.

Section 7. ***Secretary.*** The secretary shall give the required notice of all meetings of members and the board of directors and record, or cause to be recorded, the minutes thereof in books provided for that purpose; keep, or cause to be kept, a list of members and their addresses, which shall be provided by each member, and see that such list of members is made available as required under the provisions of Article 4 of these bylaws; and perform such other duties as from time to time may be assigned by the board of directors.

Section 8. ***Treasurer.*** The treasurer shall be responsible for the receipt, custody, and disbursement of the corporation's funds in a manner consistent with good accounting practices and in line with demands of state and federal tax regulations. The treasurer shall inform committee chairs of the available funds in their budgets; submit all corporate fees and federal income tax reports in a timely fashion; present a detailed written report at each meeting of the board of directors; submit, at the end of the fiscal year, an annual financial report, which includes both a balance sheet and a statement of revenues and expenditures, for inclusion in the corporate newsletter; and perform such other duties as may from time to time be assigned by the board of directors.

Section 9. ***Vacancies.*** The board of directors may fill a vacancy in any office, and any officer so appointed shall hold office until the next annual meeting and until a successor has been elected and has assumed office.

Section 10. ***Resignation and removal***. Any officer may resign at any time by delivering written notice to the board of directors, the president, or the secretary. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. If a resignation is made effective at the later date, the board of directors may fill the pending vacancy before the effective date if the board of directors provides that the successor does not take office until the effective date. (13.1-859)

Four consecutive absences by an officer from board meetings shall constitute the officer's voluntary resignation from the board, which the board may accept or reject.

An officer who is elected by the members may be removed only at a special meeting of members called for such purpose. (13.1-860)

Article 7. Elections

Section 1. ***Annual election.*** An election of directors and officers shall be held at each annual meeting.

Section 2. ***Nominating committee.*** The board of directors shall appoint a nominating committee consisting of three members of the corporation, one of whom shall be the past-president and chair of the committee. If the office of past-president is vacant or the past-president is unable or declines to serve as chair, the board shall appoint, from among its own number, the chair of the committee. At least ten days prior to the mailing of notice of the annual meeting, the committee shall submit its slate of candidates to the board.

Section 3. ***Nominations from the floor.*** After the nominating committee's slate of candidates has been announced at the annual meeting, the president shall call for additional nominations from the floor. If there are no nominations from the floor, the election may take place by a voice vote. If there are additional nominations from the floor, the voting shall be done by written ballot, which shall be counted by two tellers appointed by the president at the time of the election.

Section 4. ***Manner of electing.*** If more than one person is nominated for an office, the person receiving the highest number of votes shall be deemed to have been elected to the office. In the case where the number of candidates for the office of elected director exceeds the number of directorships being filled, the candidate receiving the highest number of votes for a directorship shall fill the first directorship, the candidate receiving the second to highest number of votes shall fill the second directorship, and so on until all of the eligible directorships have been filled. Members shall not have the right to cumulate their votes for directors. (13.1-852)

Article 8. Committees

Section 1. ***Power to appoint and dissolve committees.*** The board of directors shall have the power to appoint any standing or special committees that it deems necessary and desirable for the functioning of the corporation. Unless authorized by the board or these bylaws, no standing or special committee may exercise any power of the board of directors in the conduct of the affairs of the corporation. With the exception of the executive committee, each committee and each member thereof shall serve at the pleasure of the board.

Section 2. ***Standing committees.*** The term of office of members of any standing committee shall expire on the last day in December of each year, unless the board, by resolution, appoints the members of the committee to a longer term of office. At the first meeting of the board of directors

after the annual meeting of each year, the president-elect shall provide, for the board's approval and adoption, a list of appointments for the chairs of the standing committees. Each chair shall select the respective committee members.

In addition to any standing committees that the board of directors may from time to time appoint, the corporation shall continuously maintain the following standing committees:

(a) The Committee on the Publicity/Newsletter, which shall be responsible for the publication and distribution of the corporate newsletter.

(b) The Committee on Membership, which shall be responsible for maintaining membership rolls through the online database. The committee shall consist of current Treasurer, President and Secretary. Maintenance guidelines of the said database are explained further in the Friends' handbook.

© The Committee on Book Sales, which shall be responsible for the promotion and operation of the book sale.

(d) The Committee of Little Lunch Music, which will be responsible for the program held the first Thursday of each month during the lunch hour of 12:00 to 1:00.

Section 3. ***Special committees.*** Special committees shall continue in existence until they have given their final reports or completed their assigned tasks even though their existence may continue into a new fiscal year. Members of a special committee shall serve until the board of directors has discharged the committee. If no chair is designated in the resolution creating a special committee, the members of the committee may select their own chair.

In addition to any other committees that the board of directors may from time to time appoint, the corporation shall maintain the following special committees until deemed necessary:

(a) The Committee on Staff Appreciation.
(b) The Committee on Scholarships
(c) The Committee on Finance
(d) The Committee on Special Projects
(e) The Nominating Committee

Section 4. ***Quorum.*** A majority of committee members shall constitute a quorum for the transaction of business.

Section 5. ***Reports.*** At each regular meeting of the board, each committee shall report its progress and/or activities for inclusion in the minutes of the meeting. Upon completion of its task, each special committee shall submit to the board a final written report, which the secretary shall file with the records of the corporation.

Section 6. ***Committee chair vacancies.*** The president may fill a vacancy that occurs in the chair of any committee.

Article 9. Financial and Contractual Matters

Section 1. ***Fiscal year.*** The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

Section 2. ***Annual budget.*** At the first meeting of the board of directors in January of each year, the president or the treasurer, at the president's direction, shall present, for the board's approval and adoption, a budget of revenues and expenditures for the current fiscal year.

Section 3. Audit. An audit of the corporation's financial records shall be performed by a Certified Public Accountant, and a written report provided to the board of directors, for any fiscal year in which either of the following applies: (a) the corporation's gross receipts for that year exceed the threshold established by the Internal Revenue Service for filing Form 990-N, so that the corporation is required to file Form 990-EZ or Form 990 for that year; or (b) no audit has been performed for any of the four preceding fiscal years, so that an audit is performed at least once every five years. The board of directors may direct that an audit or a financial review be performed in any other year at its discretion.

Section 4. ***Checks, drafts, etc.*** All checks, drafts, and other orders for the payment of money over $500 shall have two signatures signed and countersigned by such persons as the board of directors shall determine. In the absence of such determination, such instruments shall be signed by the treasurer and countersigned by the president. All disbursements to third parties shall be made from the checking account. Unless otherwise authorized by the board of directors, all drafts or checks drawn upon savings, certificates of deposits, or other investment accounts shall be made payable solely to the checking account of the corporation.

Section 5. ***Deposits.*** All funds of the corporation shall be initially deposited to the credit of the corporation in the checking account of such bank as the board of directors may select.

Section 6. ***Authority to incur liabilities.*** No officer or agent of the corporation shall authorize or make any expenditure or commit the corporation to any liability whatsoever, unless such expenditure or liability has been approved by the board of directors or has been budgeted by prior action of the board.

Section 7. ***Gifts.*** The board of directors shall have the sole power to accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation. *Note: Gift guidelines in handbook

Section 8. ***Books and records.*** The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members and board of directors, and shall keep at the principal office a record giving the names and addresses of the members. Any member may inspect the books and records of the corporation at any reasonable time and for any proper purpose.

Article 10. Indemnification.

The corporation shall indemnify any director, officer, employee or agent as provided by the laws of Virginia.

Article 11. Waiver of Notice

Whenever any notice whatever is required to be given by law or under the provisions of the articles of incorporation or these bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. The secretary shall file such waivers with the appropriate minutes or
corporate records. (13.1-867)

A person's attendance at a meeting waives any required notice of the meeting unless such person at the beginning of the meeting, or promptly upon arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting. (13.1-867)

Article 12. Parliamentary Authority

The current edition of *Modern Parliamentary Procedure* by Ray E. Keesey governs the corporation in all parliamentary situations that are not provided for by law or by its articles of incorporation, bylaws, or adopted rules of procedure.

Article 13. Amendments to Bylaws

Section 1. ***Amendment by members.*** These bylaws may be amended or repealed, and new bylaws may be adopted, by two-thirds of the members present at any annual or special meeting, provided notice of such action has been given at least twenty-five days prior to the meeting.

Section 2. ***Amendment by board of directors.*** Upon notice of not fewer than ten days, the board of directors may, by an affirmative vote of two-thirds, amend or repeal these bylaws or adopt new bylaws. Amendments made by the board of directors shall be published in the newsletter and shall be announced at the next annual meeting of members. Any amendment made by the board of directors may be repealed or amended by two-thirds of the members present and voting at any meeting, provided notice of such action has been given at least twenty-five days prior to the meeting.

Article 14. Dissolution

Upon the dissolution of the corporation, its assets shall be distributed to the Staunton Library Foundation, Inc., which is located in the City of Staunton within the Commonwealth of Virginia, for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. If, at the time of dissolution, the above named organization should not exist or should fail to qualify as an exempt organization under Section 501(c)(3) of said Code, the assets of the corporation shall be distributed to the City of Staunton for a public purpose. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction, exclusively for such exempt purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.