

**BYLAWS  
OF  
KANAWHA COUNTY PUBLIC LIBRARY**

**PREAMBLE**

Pursuant to the authority granted to the Kanawha County Public Library, a West Virginia public corporation, these BYLAWS are hereby adopted this 13th day of June 2022 for the necessary guidance of the Corporation to assure the efficient and beneficial accomplishment of its purpose and mission in the administration, supervision, and protection of the Library and the delivery of library and informational services in the City of Charleston and the County of Kanawha in the State of West Virginia.

**ARTICLE I**

**NAME, SEAL, OFFICE, PURPOSE, AND POWERS**

1.1 Name. The name of the corporation is “Kanawha County Public Library.” The corporation is hereinafter referred to in these bylaws as the “Corporation.”

1.2 Seal. If necessary for any purpose, the Board of Directors may adopt a seal for the Corporation and change the form of the seal or the inscription thereon at its pleasure.

1.3 Office. The principal office of the Corporation shall be at 123 Capitol Street, Charleston, Kanawha County, West Virginia 25301, and its mailing address shall be the same. The Board of Directors may from time to time change the principal office or the mailing address of the Corporation.

1.4 Purpose and Powers. The purpose of the Corporation is the operation of a public library, including branch libraries, in the City of Charleston and in the County of Kanawha. The Corporation is a West Virginia public corporation which may contract and be contracted with, sue and be sued, plead and be impleaded.

1.5 Mission Statement. In accomplishing the purpose of the Corporation, the Board of Directors shall consider at all times to the extent possible this Mission Statement of the Corporation. The mission of the Kanawha County Public Library is to serve the people of Kanawha County and beyond as the premier source of information in a diverse community where learning and reading are revered and being well-informed is valued. To accomplish its mission, the Corporation will strive:

- To provide free and equal access to information to all patrons
- To provide patrons with job training and career development information that will prepare them for

- a competitive job market
- To enrich individual and family lives through satisfying educational, recreational, and cultural experiences
- To enable patrons to access new information technology
- To provide opportunities for lifelong learning
- To serve as a center of community life
- To use available resources efficiently
- To seek additional resources in service to all patrons

## ARTICLE II

### PUBLIC CORPORATION STATUS

2.1 Governing Authorities. The Corporation is a West Virginia public corporation which was established and is governed by the provisions of House Bill 161, being a Special Act passed by the West Virginia Legislature on March 6, 1957. The Corporation is also governed, to the extent not in conflict with House Bill 161, by the other general laws of the State of West Virginia governing public libraries including, but not limited to, the provisions of the West Virginia Library Enabling Act, West Virginia Code § 10-1-1, *et seq.* The Corporation is a local governmental authority and subdivision of the State of West Virginia and is subject to the laws of the State of West Virginia which apply to local governmental authorities and subdivisions of the State including the provisions of the Constitution of the State of West Virginia.

2.2 No Stock and No Members. As a public corporation, the Corporation has no stock and has no members.

2.3 Authority in Board of Directors. All authority in management of the Corporation is vested in the Board of Directors constituted under the provisions of House Bill 161 and other provisions of the laws of the State of West Virginia.

2.4 Public Funding and Financing. The funding and financing of the Corporation shall be from the annual levies, including special excess levies, by the Board of Education of the County of Kanawha, the County Commission of the County of Kanawha, and the City of Charleston, as the supporting governmental authorities as provided in House Bill 161 and other provisions of West Virginia statutory law as interpreted, construed, and applied by judicial decisions of the Supreme Court of Appeals of the State of West Virginia. The Board of Directors may raise additional funds by other means allowed to local governmental authorities under the laws of the State of West Virginia, and the Corporation is specifically authorized to receive, hold, and administer any contribution, gift, grant, devise, or bequest made to it or on its behalf.

## ARTICLE III

### BOARD OF DIRECTORS

3.1 General Powers. The affairs of the Corporation shall be managed by a Board of Directors which shall have plenary power and authority for the administration, supervision, care, preservation, and maintenance of the property and assets of the Corporation for the delivery of library services in Kanawha County. The Board of Directors shall establish all reasonable policies, rules, and regulations for the governance of the library. The Board of Directors may fix the hours of operation of the main library facility and all branches; fix, establish, and collect such reasonable fees, service, and rental charges as may be appropriate; may assess fines, penalties, damages, or replacement costs for the loss of, injury to, or failure to return any library property or material; and may sell or dispose of surplus, duplicated, obsolete, or other unwanted materials, equipment, or real or personal property belonging to the library.

3.2 Original Board. The original Board of Directors of the Corporation shall consist of the persons who were appointed pursuant to the provisions of Section 2 of House Bill 161 by the prior acts of the Board of Education of the County of Kanawha. Members of the Board of Directors are appointed and serve in classes by year, with the terms of three (3) members of such class year expiring on the last day of June of each year.

3.3 Number. The number of members of the Directors shall be eighteen (18).

3.4 Eligibility. Only persons who are citizens from Kanawha County or from the service area of the Kanawha County Public Library, including its branches and Affiliates, are eligible for appointment as a member of the Board of Directors. Persons nominated as members of the Board of Directors shall be chosen from among those persons who have a demonstrated ability through education, training, experience, and connections to advance the purposes of the Corporation in service to all of the diverse interests of the Library's patrons and friends. Members of the Board of Directors shall be required to take and sign the following Oath or Affirmation: "I hereby swear (or affirm) that I will support the Constitution of the United States and the Constitution of the State of West Virginia and that I will faithfully discharge the duties of a member of the Board of Directors of the Kanawha County Public Library to the best of my skill and judgment."

3.5 Appointment. Members of the Board of Directors shall be appointed by act of the Board of Education of the County of Kanawha to serve a term of six (6) years, in their respective classes by year, and are eligible for reappointment. Terms start of the 1st day of July. The Board of Directors shall submit to the Board of Education not later than the 20th day of April of each year the names of three (3) persons whom the Board of Directors wishes to

nominate as members for appointment for the term beginning with the upcoming 1st day of July, including any persons nominated for reappointment. Any vacancy in the Board of Directors may be filled for the unexpired portion of a term by act of the Board of Education. The Board of Directors shall from time to time submit to the Board of Education the names of nominees for appointment to fill any vacancies which may arise on the Board of Directors.

3.6 Resignation. A member of the Board of Directors may resign at any time by written notice of such resignation given to the Secretary of the Corporation or the Library Director.

3.7 Removal. The Board of Education may remove any member of the Board of Directors for cause which it deems sufficient. The Board of Directors may recommend to the Board of Education the removal of a member in the event of the inability or unwillingness of a member to attend to the business of the Corporation on a consistent and regular basis, including the failure of the member to attend at least six (6) regular meetings of the Board of Directors in a twelve (12) month period.

3.8 Compensation. Members of the Board of Directors shall not receive any salary or compensation for services as members. Nothing contained herein shall be construed as precluding any member of the Board of Directors from being reimbursed for expenses incurred on behalf of the Corporation or from serving the Corporation in any other capacity and receiving reasonable compensation therefor.

3.9 Record of the Board. The Board of Directors shall cause to be kept a record of its proceedings, which shall be verified by the signatures of the persons acting as Chair and Secretary of the meeting, respectively. Any member of the Board of Directors shall have the right to have his or her vote specifically recorded in the minutes of the meeting on any question coming before the Board if he or she so requests.

## ARTICLE IV

### MEETINGS

4.1 Quorum for Meetings. At all meetings of the Board of Directors, four (4) members shall constitute a quorum for the transaction of business, and the act of a majority of the members present at any meeting at which there is a quorum shall be the act of the Board of Directors. If at any meeting of the Board of Directors there is less than a quorum present, a majority of those members present may adjourn the meeting from time to time without further notice to any absent member.

4.2 Regular Meetings; Annual Meeting. Regular monthly meetings of the

Board of Directors shall be held at the Corporation's principal place of business, being 123 Capitol Street, Charleston, commencing at 4:00 p.m. on the second Monday of each month, or at such other time or such other place in the State of West Virginia or elsewhere as the Board of Directors may designate in the notice for the meeting. There shall be an annual meeting of the Board of Directors on the first Friday in July in each year but if that day is a legal holiday, or if a quorum cannot be obtained, the annual meeting shall be set by the Board at another date in the month of July as soon thereafter as may be practical. The Board of Directors may provide by resolution for the holding of fewer or more regular meetings or at different frequencies.

4.3 Special Meetings. Special meetings of the Board of Directors may be called by the President and shall be called by him or her upon the written request of the Secretary or any two members of the Board of Directors then in office.

4.4 Notice of Meetings.

(a) Notice and agenda for regular Board meetings shall be given not less than three (3) business days prior to the meeting, and notice and agenda for a special Board meeting shall be given not less than two (2) business day prior to the meeting. Notice to the public of regular and special meetings of the Board shall be published on the Corporation's website in a prominent location and posted at other public locations of the main library facility or branches. Notice to members of the Board of Directors may be communicated in person, by U.S. mail or other method of delivery, or by telephone, voice mail, or other electronic means (email), with preference being by email. Notice of regular and special meetings of the Board shall also be given to local media organizations, with preference being by email. Notice of a special meeting must include a description of the purpose or purposes for which the meeting is called.

(b) Regular and special meetings of the Board shall be held in person or electronically by telephonic, video-communication, or other computer means, as determined by the President of the Board and specified in the notice of the meeting. Meetings which are held electronically shall permit all members participating simultaneously to hear each other during the meeting. Any meeting held in-person shall also provide means for members of the Board and the public to attend the meeting electronically. Notice of a meeting held electronically shall include a call-in number, web address, and meeting passcode, or a contact person within the Corporation who will provide the same, such that members of the Board, the general public, and media representatives may attend and participate.

4.5 Attendance at Meetings. Members may attend meetings in person. All members who attend electronically shall be deemed present and counted for the quorum and be entitled to vote at the meeting.

4.6 Chair. At all meetings of the Board of Directors, the President, or, in his or her absence, a Vice President, or, in the absence of both, a Chair chosen by the members of the

Board of Directors present, shall preside.

4.7 Order of Business of Regular Meetings. Unless otherwise directed by the Board, the order of business at the regular meetings of the Board of Directors shall be:

- Approval of minutes
- Report of Library Director, including financial reports
- Report of Committees
- Old business
- New business

4.8 Open Meetings of the Board. As a public corporation and public agency of the State of West Virginia, the Corporation is subject to the provisions of the West Virginia Open Governmental Proceedings Act, also called the Sunshine Act, which is set forth in West Virginia Code §§ 6-9A-1, *et seq.* Except as otherwise allowed by law, the meetings of the Board of Directors, whether regular, annual, or special, shall be conducted openly to permit the participation and observation of the public, and decisions of the Board shall be made in a lawfully-called meeting, upon motion on which a vote of the Board is taken, with a quorum present. To this end:

(a) All meetings of the Board shall be open to the public. The Board may nevertheless make and enforce reasonable rules for attendance and presentation by members of the public at any meeting where there is not room enough for all members of the public who wish to attend. The Board may direct the removal from a meeting of any member of the public who is disrupting the meeting to the extent that orderly conduct of the meeting is compromised.

(b) An emergency meeting, being any meeting called by the Board for the purpose of addressing an unexpected event which requires immediate attention because it poses an imminent threat to public health or safety, an imminent threat of damage to public or private property, or an imminent material financial loss or other imminent substantial harm to the Corporation, its employees or the members of the public which it serves, may be called and decisions made therein in accordance with law.

(c) The Board may hold meetings in executive session in which the public is excluded as allowed by law. Grounds for holding a meeting in executive session include, but may not be limited to: (1) to consider matters arising from the appointment, employment, retirement, promotion, transfer, demotion, disciplining, resignation, discharge, dismissal or compensation of a public officer or employee, or prospective public officer or employee unless the public officer or employee or prospective public officer or employee requests an open meeting; (2) to consider conducting a hearing on a complaint, charge or grievance against a public officer or employee, unless the public officer or employee requests an open meeting; (3) to consider the physical or mental health of any person, unless the person

requests an open meeting; (4) to discuss any material the disclosure of which would constitute an unwarranted invasion of an individual's privacy such as any records, data, reports, recommendations or other personal material; (5) to plan or consider an official investigation or matter relating to crime prevention or law enforcement; (6) to develop security personnel or devices; (7) to consider matters involving or affecting the purchase, sale, or lease of property, advance construction planning, the investment of public funds, or other matters involving commercial competition, which if made public, might adversely affect the financial or other interest of the Corporation; (8) to avoid the premature disclosure of an honorary degree, scholarship, prize, or similar award; and (9) to discuss any matter which, by express provision of federal law or state statute or rule of court is rendered confidential, or which is not considered a public record within the meaning of the West Virginia Freedom of Information Act.

(d) An executive session of the Board of Directors may be called when during the open portion of the meeting, the President or other presiding officer identifies the specific exception in the Sunshine Act authorizing an executive session and an affirmative vote of a majority of the members present is made to go into executive session. The public may then be excluded from the executive session of the meeting. No decision will be made by the Board in the executive session. A decision may be made by the Board after exiting the executive session and returning to the open meeting. Minutes of the executive session may be taken, but such minutes will be held confidential pursuant to law and will not be made available to the public.

## ARTICLE V

### OFFICERS

5.1 Officers. The officers of the Corporation shall be a President, two Vice Presidents, a Secretary, and a Treasurer and such other officers with such powers and duties not inconsistent with these bylaws as the Board of Directors may constitute, including but not limited to, an Assistant Secretary and an Assistant Treasurer.

5.2 Election and Term of Office. The officers of the Corporation shall be elected annually by the Board of Directors at its annual meeting in July. The President, the Vice Presidents, Secretary, and Treasurer shall be members of the Board of Directors, except that the Library Director may be elected as Secretary, Treasurer, or both. Each officer shall hold office from the date of his or her election until the next regular annual meeting of the Board of Directors and until his or her successor shall have been elected. Any officer appointed by the Board shall serve at the will and pleasure of the Board of Directors.

5.3 Removal and Resignations. Any officer elected by the Board of Directors may be removed by the Board of Directors if in its judgment the best interests of the Corporation will be served by such removal. Any officer may resign at any time by giving written notice to the President, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

5.4 Vacancies. A vacancy in any office may be filled by the Board of Directors for the unexpired portion of the term.

5.5 President. The President shall be the Chair of and shall preside at all meetings of the Board of Directors. The President shall be the chief executive officer of the Corporation and shall have general overall oversight and supervision of all the business and affairs of the Corporation. Unless some other officer or agent is specially appointed and authorized for the purpose, the President shall sign the corporate name of the Corporation to all deeds, mortgages, contracts, and other instruments made by the Corporation, except such as are necessary or incidental to the exercise of the powers vested in other officers or agents by the Board of Directors; and, generally, the President shall have and exercise supervision and control over all the business, affairs, and property of the Corporation, and shall perform such duties as are incident to the conduct of its business not otherwise provided for in the bylaws or by action of the Board of Directors. The President shall appoint all committees and their respective chairs, unless otherwise specifically provided by the Board of Directors or these bylaws. The President shall be an ex officio member of all committees and may be chair of any committee.

5.6 Vice Presidents. If one or more Vice Presidents shall be elected, they shall, in the order of their election, perform the duties of the President in his or her absence or incapacity, including being chair of any meeting, and shall have such other powers and authority as may be assigned to them by the Board of Directors, either generally or specially.

5.7 Secretary. The Secretary shall have the custody of the minute book, the corporate seal, and all records and papers of the Corporation, subject to the supervision and control of the President, except such as the Board of Directors may put in the custody of other officers, agents, or employees. He or she shall be responsible for keeping the minutes of all meetings of the Board of Directors; assuring that all notices are given in accordance with the bylaws or as required by law; affixing the corporate seal to all documents required to be executed by the Corporation under its seal; and performing such other duties as may be prescribed for him or her by the President or by the Board of Directors. Any Assistant Secretary shall perform the duties of the Secretary in his or her absence or incapacity and shall have such other powers and authority as may be assigned to him or her by the Board of Directors, either generally or specially.

5.8 Treasurer. The Treasurer shall have custody of the Corporation funds and securities, which are held in the special account of the Board of Education of the County of Kanawha for the Library Fund, subject to the supervision and control of the President. He or she shall be responsible for keeping full and accurate accounts of receipts and disbursements of the Corporation; for the deposit of all receipts and disbursements of the Corporation; for the deposit of all monies and other valuable effects in the name of and to the credit of the Corporation, in the special account of the Board of Education for the Library Fund; for the disbursement of the funds of the Corporation, subject to such regulations as may be prescribed by the Board of Directors; and, in general, for the performance of all duties incident to the office of Treasurer and such



other duties as may be assigned to him or her by the President or by the Board of Directors. Any Assistant Treasurer shall perform the duties of the Treasurer in his or her absence or incapacity and shall have such other powers and authority as may be assigned to them by the Board of Directors, either generally or specially.

5.9 Bonds. If required by the Board of Directors or by law, the Treasurer, Secretary, or any other officer, agent, or employee shall give bond payable to the Corporation or to the State of West Virginia in such penalty and with such conditions and security as the Board of Directors may approve.

5.10 Compensation. The Board of Directors shall have the authority to fix the reasonable compensation of all officers, but excluding those who are members of the Board of Directors who serve without compensation.

5.11 Library Director. The Board of Directors shall select and hire a Library Director to serve at the will and pleasure of the Board at a fixed salary. The Library Director shall have the general management and control of the operations of the library and all branches under the rules, regulations, and directions of the Board of Directors and shall be responsible for the care and safekeeping of all library property. The Library Director shall make a written report at each regular monthly meeting of the Board of Directors summarizing of the activities of the library during the previous month. The Library Director's written reports shall be filed and preserved as a permanent record. The Library Director shall also prepare an annual written report showing fully the operations of the library, which report shall be filed as a part of the minutes of each annual meeting of the Board of Directors. The Library Director shall be an *ex officio* member of all committees and may be chair of any committee.

## ARTICLE VI

### COMMITTEES

6.1 Establishment. The following standing committees of the Board of Directors have been previously established and shall continue in existence for such period of time as may be determined by the Board of Directors:

- Financial Affairs Committee
- Long Range Planning Committee
- Membership Committee
- Personnel Committee
- Public Services Committee
- Support Services Committee

The Board of Directors, or the President, may establish other special committees to serve any proper purpose. Any special committees in existence on the date of adoption of these bylaws

shall continue in existence at the will and pleasure of the Board of Directors or the President, as the case may be.

6.2 Appointment to Committees. Unless the Board of Directors shall otherwise determine, the President shall appoint the persons to serve on committees and shall designate a chair and may designate a vice chair and secretary for each committee, if desired. The President may appoint members of the Board of Directors or persons who are not members of the Board to standing and special committees. Members of standing and special committees shall serve at the will and pleasure of the President. Each standing committee shall consist of at least two (2) members of the Board of Directors. Any special committee shall have at least one (1) member of the Board of Directors. The President and the Library Director shall be *ex officio* members of all committees and may be chair of any committee.

6.3 Functions of Committees. Committees shall serve such functions as assigned by the Board of Directors or the President, as the case may be, including in an informational, investigatory, and advisory role to make recommendations to the Board of Directors for actions proposed to be taken by the Board as a whole at any regular or special meeting. The functions of the Standing Committees are as follows:

- Financial Affairs Committee shall be responsible for recommending to the Board of Directors the annual proposed budget of income and expenditures and submit it to the Board; it shall oversee the special library funds and income received from sources other than taxation; and shall encourage and pursue gifts, bequests and endowments.
- Long Range Planning Committee shall be responsible for overseeing the gathering of information and the periodic preparation of a long range plan and making recommendations to the Board of Directors with regard to the plan and future needs of the library system.
- Membership Committee shall be responsible for recommending to the Board of Directors for its consideration prospective candidates for appointment by the Board of Education to the Board of Directors of the Library.
- Personnel Committee shall review the proposed annual budget as relates to personnel expenditures before it is considered by the Financial Affairs Committee; it shall review and make recommendation on personnel policies; and it will make recommendations to the Board on the selection, employment and dismissal of the Library

Director, Administrative Services Officer, Personnel Manager, and other important managerial employees for the Corporation. At the request of the Library Director, the Personnel Committee may make recommendations on the selection, employment, and dismissal of other library staff members.

- Public Services Committee will review proposals for changes in hours of service and changes in location of or extent of services being provided and submit recommendations to the Library Board. The Committee will also periodically review policies that affect the delivery of service, such as the Materials Selection Policy and the Code of Patron Behavior, and make recommendations to the Board of Directors as may be appropriate.
- Support Services Committee shall oversee the library system's buildings and grounds, equipment, vehicles, automation system, and insurance coverage and make recommendations to the Board of Directors regarding the same.

## ARTICLE VII

### FINANCIAL AND RELATED MATTERS

7.1 Contracts. The Board of Directors may authorize any officer or officers, or agent or agents of the Corporation, in addition to the officers specifically authorized by these bylaws, to enter into any contract or to 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.

7.2 Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in the special account of the Board of Education of the County of Kanawha which is maintained and designated as the Library Fund or in other accounts legally established for the credit of the Corporation.

7.3 Disbursements. The Library Director shall verify in a timely manner that all bills for disbursements in payment of the expenses of the Corporation, including payroll, are true bills and are authorized expenditures under the current budget, including any amendment, approved by the Board of Directors, and upon such verification the Library Director may approve the same for proper payment and disbursement. A record of all bills paid or ordered to be paid by the Library Director shall be presented in the financial reports of the Library Director

to the Board of Directors for the Board's ongoing supervision thereof at each regular monthly meeting. All checks, drafts, or orders for the payment shall be disbursed from the special account of the Board of Education for the Library Fund, or from other accounts legally established for the Corporation, as directed by the Library Director under the supervision of the Board of Directors.

7.4 Books of Account; Audits. The Corporation shall keep correct and complete books and records of account, which shall be open to inspection at any reasonable time by the members of the Board of Directors or their agents, or by any member of the public in accordance with law. The Board of Directors may designate an independent auditor or accountant to conduct an audit of the books and records of the Corporation. The books, records, and accounts of the Corporation shall be subject to audit and examination by the office of the State Tax Commissioner of the State of West Virginia as provided by the provisions of West Virginia Code § 10-1-6.

7.5 Annual Library Reports. The Board of Directors shall make or cause to be made an annual report for the fiscal year ending the 30th day of June to the Board of Education of the County of Kanawha, the County Commission of the County of Kanawha, and the City of Charleston, as the supporting governmental authorities, stating the conditions of the Corporation's property, the various sums of money received from the governmental authorities, and all other sources, and how such money was expended, the number of books and periodicals on hand, the number added and withdrawn during the year, the number of books lent, the number of registered users of the Corporation's library and its branches, with such other statistics, information, and suggestions as may be deemed of general interest. A copy of the annual report shall be sent to the West Virginia Library Commission and to any Branch Advisory Boards of the Library and any Affiliates of the Library.

7.6 Borrowing. Under the provisions of West Virginia Code § 11-8-26, the Corporation is a local governmental fiscal body and shall not expend money or incur obligations in excess of the funds available for current expenses. The Corporation may only borrow or incur indebtedness upon resolution of the Board of Directors as long as the obligation or indebtedness is not in excess of currently available funds of the Corporation which are so appropriated and budgeted by the Board of Directors for such purpose.

7.7 Fiscal Year. The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June of each year.

7.8 Indemnification. It shall be the policy of the Corporation to indemnify any person who serves, or has served, as a member of the Board of Director or officer of the Corporation against expenses (including reasonable attorney's fees), judgments, fines, taxes, penalties, interest, and payments in settlement, in connection with any threatened, pending, or completed action or proceeding, and to pay any such expenses in advance of the final disposition of any such action or proceeding, to the full extent contemplated and permitted by West Virginia law when the member or officer has acted in good faith. The Corporation is specifically empowered and authorized to purchase and maintain, at the expense of the Corporation,

insurance on behalf of any such member or officer against any liability asserted against him or her in such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her under the provisions of law.

## ARTICLE VIII

### CONFLICTS AND GOVERNMENTAL ETHICS

8.1 Governmental Ethics Act and Conflicts. Members of the Board of Directors are public officials who are subject to the provisions of the West Virginia Governmental Ethics Act, West Virginia Code § 6B-1-1, *et seq.* Under the Ethics Act, members may not vote on a matter in which they, or an immediate family member, have a financial interest and members may not vote on a matter involving a business in which the member or an immediate family member is associated. Members or their immediate family members are considered to be associated with a business if either the member or an immediate family member is a director, officer, owner, employee, or compensated agent. Whenever a member of the Board of Directors is prohibited from voting on a matter by the provisions of the Ethics Act, the member must fully disclose his or her interest and physically remove himself or herself from the room during the discussion and vote on the matter in which the member is disqualified because of the interest. The minutes will reflect the recusal of the member on such matter as well as the reason for the recusal.

8.2 Criminal Prohibition against Interest in Public Contracts. West Virginia Code § 61-10-15 is a criminal statute which makes it a misdemeanor for a “county officer” to have an interest, direct or indirect, in public contracts over which the county officer may exercise voice, influence, or control. Exercising control over a public contract includes drafting bid specifications or requests for proposals, recommending the selection of a vendor, or approving the method or manner of payment to a vendor. The West Virginia Ethics Commission has issued Advisory Opinion No. 2010-06 (March 4, 2010) which opines that members of the board of directors of the Library are not “county officers” and hence that the provisions of West Virginia Code § 61-10-15 do not apply to members of the Board of Directors of the Corporation. Nevertheless, it is the policy of the Corporation that a member of the Board of Directors having an interest in a public contract involving the Corporation should recuse himself or herself from the vote or selection process involving the public contract and should refrain from exercising control over the public contract.

8.3 Additional Guidance. Members of the Board of Directors may seek additional guidance on matters involving conflicts or financial interest in public contracts from the West Virginia Ethics Commission, 210 Brooks Street, Suite 300, Charleston, West Virginia 25301, telephone (866) 558-0664.

## ARTICLE IX

### MAIN FACILITY; EXTENSION OF SERVICES; BRANCH ADVISORY BOARDS; AFFILIATES

9.1 Main Facility and Extension of Library Services. The Board of Directors shall at all times maintain a main library facility in the City of Charleston and may provide for the extension of library services to communities in Kanawha County by branches, bookmobile, and electronic service.

9.2 Branch Advisory Boards. The local community in which each branch is located is expected to support financially the branch's library operations. For any branch of the library operated at any specific location, the Board of Directors, through the Library Director or other officers of the Corporation, may cooperate and consult with and receive guidance from a branch advisory board duly constituted for such branch, whether such branch advisory board is a nonprofit corporation, company, trust, unincorporated association, or other entity. The purpose of the branch advisory board is to advise and inform the Board of Directors concerning the particular library needs of the community served by the branch and to assist in making contribution of funds to the Board of Directors to support local operations at the branch. All property and assets of a branch shall at all times be owned and controlled by the Board of Directors and subject to all policies, rules, and regulations set by the Board of Directors for the particular branch and for the entire library system.

9.3 Affiliates. The Board of Directors may cooperate, coordinate, or establish a relationship with other public, private, or institutional libraries as an independent affiliate of the Kanawha County Public Library, including providing financial support to the affiliate, under the rules and regulations of the West Virginia Library Commission.

## ARTICLE X

### MISCELLANEOUS

10.1 Amendments. These bylaws may be amended at any time by the vote of the Board of Directors at the annual meeting or at a regular meeting or special meeting called and noticed for that purpose, and in no other manner.

10.2 Rules of Order. The latest edition of "Robert's Rules of Order" shall govern all matters of parliamentary procedure not otherwise specified in these bylaws.

CERTIFICATION

I, Erika Connelly, the Secretary of Kanawha County Public Library, a West Virginia public corporation, hereby certify that the foregoing is a true and correct copy of the Bylaws of the Corporation duly adopted by resolution of the Board of Directors passed on June 13, 2022.

Dated: June 13, 2022.

Erika Connelly  
Secretary