

BY-LAWS  
OF  
PPL FOUNDATION

Article 1 – Offices

Sec. 1.1. Registered Office and Registered Agent. The registered office and registered agent of the Foundation in the Commonwealth of Virginia shall be as set forth in the Foundation’s Articles of Incorporation until changed by the Board of Directors.

Sec. 1.2. Other Offices. The Foundation may have offices at such other places within or without the Commonwealth of Virginia as the Board of Directors may from time to time designate.

Article II – Board of Directors

Sec. 2.1. Number, Election, and Term of Office. There shall be a Board of Directors consisting of seven (7) members. Except for the initial directors, the term of office of a director shall be one year. Each director shall serve for the term for which he was elected until his successor has been elected. Directors shall be elected annually at the April meeting of the Board of Trustees of the Pittsylvania County Public Library (the “Library”), and a majority of directors so elected must, at the time of their election, be serve as members of the Board of Trustees of the Library. Any such director who ceases to be a member of the Board of Trustees of the Library shall nevertheless continue to serve as a director until his or her successor has been elected by the Trustees of the Library.

Sec. 2.2. Annual Meetings. Annual meetings of the Board of Directors shall be held at such place, either within or without the Commonwealth of Virginia, as may be provided in the notice of the meeting, and on such date as may from time to time be determined by the Board of Directors.

Sec. 2.3. Regular Meetings. Regular meetings of the Board of Directors may be held without notice at such time and place and the Board of Directors may be resolution designate.

Sec. 2.4. Special Meetings. Special meetings of the Board of Directors may be called at any time by the President or any four (4) directors.

Sec. 2.5 Electronic Meetings. It is the policy of the PPL Foundation that individual PPL Board members may participate in meetings of the PPL Foundation Board by electronic communication as permitted by Sec. 2.2-3708.3 of the Code of Virginia. This policy shall apply to the entire membership and without regard to the identity of the member requesting remote participation or the matters that will be considered or voted on at the meeting.

Sec. 2.5.1. Whenever an individual member wishes to participate from a remote location, the law requires a quorum of the PPL Foundation Board to be physically assembled at the primary or central meeting location.

Sec. 2.5.2. When such individual participation is due to a personal matter, such participation is limited by law to two meetings per calendar year or 25 percent of the meetings held per calendar year rounded up to the next whole number, whichever is greater.

Sec. 2.5.3. Further, it is the policy of the PPL Foundation Board that the PPL Foundation Board may hold all-virtual public meetings pursuant to subsection C of Sec. 2.2-3708.3. Such all-virtual public meetings are also limited by law to two meetings per calendar year or 25 percent of the meetings held per calendar year rounded up to the next whole number, whichever is greater. Additionally, an all-virtual public meeting may not be held consecutively with another all-virtual public meeting.

Sec. 2.5.4. Requests for remote participation or that the PPL Foundation Board conduct an all-virtual public meeting shall be conveyed to the Library Director who shall then relay such requests to the chair of the PPL Foundation Board.

Sec. 2.5.5. Individual participation from a remote location shall be approved unless such participation would violate this policy or the provisions of the Virginia Freedom of Information Act (Sec. 2.2-3700 et seq. of the Code of Virginia). If a member's participation from a remote location is challenged, then the PPL Foundation Board shall vote whether to allow such participation.

Sec. 2.5.6. The request for remote participation of that the PPL Foundation Board conduct an all-virtual public meeting shall be recorded in the minutes of the meeting. If the PPL Foundation Board votes to disapprove of the member's participation because such participation would violate this policy, such disapproval shall be recorded in the minutes with specificity. The minutes shall include other information as required by Subsections 2.2.-3707 and 2.2-3708.3 depending on the type of remote participation or all-virtual public meeting.

Sec. 2.6. Notice of meetings. Notice of annual and special meetings of the Board of Directors shall be given to each director by mail, telegraph or written communication delivered at least two (2) days before the meeting, not counting the day on which the notice is mailed, telegraphed, or delivered but counting the day of the meeting, which notice shall specify the time and place of the meeting.

Sec. 2.7. Waiver of Notice of Meeting. Anything in these Bylaws or in any resolution adopted by the Board of Directors to the contrary notwithstanding, proper notice of any meeting of the Board of Directors shall be deemed to have been given to any director if such notice shall be waived by such director in writing (including telegraph, cable, or wireless) before or after the

meeting. Neither the business to be transacted nor the purpose of the meeting, whether regular or special, need be specified in the waiver. A director who attends a meeting shall be deemed to have had timely and proper notice, unless the transaction of any business because the meeting is not lawfully called or convened.

Sec. 2.8. Quorum. A majority of the directors shall constitute a quorum, and a majority of a quorum may decide any question coming before a meeting, unless otherwise required by law. Less than a quorum of directors may adjourn any meeting from time to time to such place and time as such directors may determine, and no notice of any such adjournment need be given to the other directors.

Sec. 2.9. Resignations. Any director may resign at any time, orally or in writing, by notifying the President or the Secretary. Such resignation shall take effect at the time therein specified, and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

Sec. 2.10. Vacancies. Any vacancy on the Board of Directors shall be filled by the Trustees of the Library.

### Article III – Officers

Sec. 3.1. Number, Election and Term of Office. The officers of the Foundation shall be a President, one or more Vice-Presidents, a Secretary, a Treasurer, and other such officers as may be elected by the Board of Directors, each officer to be elected annually and hold office until the next annual meeting of the Board of Directors or until his successor shall have been duly elected and qualified.

Sec. 3.2. Resignations. Any officer may resign at any time by giving oral or written notice to the Board of Directors, the President or the Secretary. Any such resignation shall take effect at the date of receipt of such notice or at any later time therein specified, and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

Sec. 3.3. Removal. Any officer may be removed, either with or without cause, by resolution declaring such removal to be in the best interests of the Foundation and adopted at any regular or special meeting of the Board of Directors by a majority of the directors then in office.

Sec. 3.4. Vacancies. During the absence of any officer of the Foundation or because of any officer's disqualification or inability to act, the President may by written order or the Board of Directors may by resolution delegate the powers of such officer to any other officer of the Foundation.

Sec. 3.5. President. The President shall be the chief executive officer and shall have general supervision and management of the affairs of the Foundation and general supervision and control over the other officers of the Foundation.

Sec. 3.6. Vice-Presidents. Each Vice-President shall perform such duties as from time to time may be assigned to him by the President or the Board of Directors and shall have such other powers and authorities as are conferred in these Bylaws. The Vice-Presidents (in their order of election) shall, while the President is absent or unable to act, exercise all the functions and perform all the duties of the President.

Sec. 3.7. Secretary. The Secretary shall record all proceedings of the meetings of the directors in books kept for that purpose and shall see that all notices of meetings are given as required by these Bylaws and by the laws of the Commonwealth of Virginia and shall perform such other duties as the President of the Board of Directors may require.

Sec. 3.8. Treasurer. The Treasurer shall have custody of all monies and securities of the Foundation and shall deposit the same in the name and to the credit of the Foundation in such depositories as may be designated by the Board of Directors. The Treasurer shall keep full and accurate books and records of the account, shall disburse the funds of the Foundation as may be required and shall perform such other duties as the President and the Board of Directors may require.

Sec. 3.9. Assistant Treasurers and Assistant Secretaries. Any Assistant Treasurers and Assistant Secretaries shall perform such duties as assigned by the Treasurer and the Secretary, respectively, the Board of Directors or the President and shall have such other powers and authorities as are conferred upon them in these Bylaws.

Sec. 3.10. Certain Officers to Sign. Contracts and other documents requiring the signature of the Foundation shall be signed by the President or such other officer or officers as may be designated by the Board of Directors. All checks and other orders for the payment of money issued by the Foundation shall be signed by such officer or officers as may be authorized in resolutions adopted by the Board of Directors. Any officer or assistant officer of the Foundation may endorse checks, drafts, or notes for collection or deposit to the credit of the Foundation.

#### Article IV – Corporate Seal

The seal of the Foundation shall be in such form as may be approved by the Board of Directors of the Foundation and shall be attested by the Secretary of the Foundation or, in his absence, the Assistant Secretary or any other officer so designated by the Board of Directors.

#### Article V – Fiscal Year

The fiscal year of the Foundation shall be the calendar year.

## Article VI – General

These Bylaws shall not deprive the Foundation, the Board of Directors or any director of those rights or privileges conferred by the laws of Virginia.