

## Article 1

### NAME AND PURPOSE

Section 1.1 The name of this appointed body is the PLUM COMMUNITY LIBRARY BOARD OF TRUSTEES, which may be referred to in these bylaws as the “Board”.

Section 1.2 The Board is organized for all purposes permitted for a Pennsylvania nonprofit organization which is exempt from federal taxation under Section 501(c)(3) of the Internal Revenue Code. The Board’s primary purposes are:

- a. Serve the public responsibly
- b. To represent the public’s interest in achieving good library service
- c. To promote public awareness that the public library is a vital community asset
- d. To strengthen existing resources and library services through application for and distribution of public and private funding that has been solicited for the support of the Plum Community Library and its patrons

Section 1.3 The responsibilities of the Board are to make operating and administrative umbrella policies, pursuant to the Pennsylvania Commonwealth Library Code, Department of Education, specifically legal policy making and planning and evaluation

Section 1.4 Location – The Plum Community Library is a public library located at 445 Center New Texas Road, Plum, PA 15239

Section 1.5 Definition of a public library – In these bylaws a public library is a free, public, non-sectarian library established by the Plum Municipality. The Plum Community Library will serve the informational, educational and recreational needs of any resident and will provide access, including lending and reference services, to an organized and currently useful collection of print items and other materials and to the services provided by staff trained to recognize and satisfy those needs.

Section 1.6 Fiscal Year – the fiscal year of the Board shall end on December 31<sup>st</sup> of each year or on such other date as may be fixed by the Board.

## ARTICLE II

### BOARD OF TRUSTEES

Section 2.1 The Trustees shall be residents of Plum Borough, over the age of 18 and appointed by the Plum Borough Council without regard to race, creed, color, age, sex, or national origin.

Individuals desiring to serve on the Board of Trustees must submit a letter of interest to the Plum Borough Council for consideration.

The Board of Trustees shall consist of seven (7) and not more than nine(9) voting members. If the number of Trustees drops below seven (7) through resignation or other terminations, the Board may continue to function as a Board with full power and authority until the vacancies are filled.

Section 2.2 A legal advisor may be appointed by the Board and shall be an attorney licensed to practice law in the Commonwealth of Pennsylvania, who has volunteered his or her time to participate in the library's activities. The legal advisor shall be appointed by the Board at an organizational or reorganizational meeting.

Section 2.3 A Board member's term of office shall be for three years.

At the end of a member's term, said member shall submit an acknowledgement in writing to Borough Council indicating his/her desire to continue to serve or to step down.

Section 2.4 Authority – The Board shall have the authority to supervise the general affairs of the organization, manage disbursement of funds and hire personnel to staff the library as:

- a. The power and right to apply for and manage all funding for specific programs and services
- b. The power and right to apply for and manage all funding for administration of the library
- c. The power to enter into written agreements
- d. The power to prepare and submit long-range plans, to review such plans annually and amend them as necessary to meet the needs of the public such that each resident of the service area has direct and convenient access to adequate public library services
- e. The power to propose and adopt an overall budget for library operations. The budget shall include all income from all sources anticipated for the budget year.

- f. The power and right to employ an administrator who may in accord with the budget and Board policies hire additional employees to perform the work of the library
- g. The power to provide compensation and employee benefits for all employees of the library in accord with the approved budget
- h. To exercise, on behalf of the library, corporate powers accorded by Pennsylvania law to non-profit entities; to sue and be sued, complain and defend and participate as a party or otherwise in any judicial, administrative, arbitrative or other proceeding in its name
- i. Sell, convey, mortgage, pledge, lease, exchange, or otherwise dispose of all or any part of its property and assets or any interest therein
- j. To make contributions or donations
- k. To exercise any other powers of the Board permitted by Pennsylvania law for non-profit organizations

## ARTICLE III

### OFFICERS

Section 3.1 The officers of the Board shall consist of the President, Vice President, Secretary, and Treasurer.

Section 3.2 No one shall hold more than one office at the same time.

Section 3.3 Duties of the Officers

- a. President – The President shall preside over all regular and special meetings of the Board, over the annual meeting, and carry on all other duties appropriate to the office and shall see that all order and resolutions of the Board are carried into effect. All meetings will be conducted in accordance with “Roberts Rules of Order” revised edition. The President shall supervise the management and operation of the library, subject to the budget, policies, procedures and controls established by the Board and where applicable, approved by the members. The President may vote on all matters before the Board and shall be a member of all Committees established by the Board.
- b. Vice President – The Vice President shall assist the President and in the absence of the President shall perform the duties of the President and when so acting, shall be subject to all of the restrictions upon the President. The Vice President shall act as the Parliamentarian and shall perform such other duties as from time to time may be assigned to him/her by the President or Board of Trustees.

- c. Secretary – The Secretary shall be responsible for the appropriateness, completeness and safekeeping of all records of the Board. He/she shall prepare or cause to be prepared, the minutes of all meetings of the Board. The Secretary shall be responsible for the timely mailing or delivery of all notices of meetings of the Board, and copies of the agenda, minutes and reports to designated sources. The Secretary shall perform all other duties as assigned from time to time by the Board or requested by the President.
- d. Treasurer – The Treasurer shall supervise the financial activities of the Board subject to the budget, policies, procedures and controls established by the Board. The Treasurer shall be responsible for full and accurate accounts of receipts and disbursements, a system for the deposit of monies and other valuable properties and reports on the financial condition of the library to the Trustees at each meeting or whenever the Board requires such information. The Treasurer shall be the Chairperson of the Finance Committee of the Board.

Section 3.4 Bonds – The Board may in its discretion, secure surety bonding for the Officers in such amount and with a surety that are satisfactory to the Board.

Section 3.4 Compensation – No part of the net earnings of the organization shall inure to the benefit of or distribute to its members, trustees, officers or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda or otherwise attempting to influence legislation and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 3.5 Conflicts of Interest – A conflict of interest exists when the Board, a Trustee or Officer enters into a transaction or arrangement that might benefit the private interests of such or might result in a possible excess benefit transaction. This statement is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable institutions.

Section 3.6 Standard of Care and Fiduciary Duty – Each Trustee has a fiduciary relationship to the Board and shall perform his/her duties as a Trustee, including the duties as a member of any committee of the Board, in good faith and in a manner he/she reasonably believes to be in the best interests of the library.

Section 3.7 Rules, Regulations and Policies – The Board of Trustees may adopt rules, regulations and policies not inconsistent with these Bylaws, for the administration and conduct of the affairs of the library and may alter, amend, or repeal any such rules, regulations and policies it adopts by majority vote of the members present and entitled to vote at a meeting of the Trustees where a quorum is present.

## ARTICLE IV

### VACANCIES

Section 4.1 Vacancies – Vacancies occurring on the Board of Trustees shall be filled by Plum Borough Council appointment.

- a. Resignations – A Trustee may resign from the Board at any time. The resigning Trustee shall notify the President of the Board and the Borough Council in writing of his or her decision. If the Board President is resigning, this notice shall be given to the Secretary as well as the appointing authority.
- b. Residency Change – A Trustee who moves his/her residency outside of the Borough may continue to serve with the permission of the appointing entity.

Section 4.2 In the event that a Trustee is absent without notice for two consecutive meetings, such absence shall be grounds for immediate dismissal from the Board by written notification of dismissal by the Borough Manager. Attendance policy was adopted by Council on August 14, 1995.

Section 4.3 Appeal for reinstatement of the seat may be submitted in writing to the Borough Manager within 30 days of dismissal.

## ARTICLE V

### Meetings

#### Section 5.1 Members' meetings

- a. Quorum – A quorum for the transaction of business at any meeting of the Trustees shall consist of the presence in person of a simple majority of the members. When a quorum is present, a simple majority of the votes cast shall determine any question brought before such assembly by a motion and second.
- b. Regular meetings – The Trustees shall meet on a regular basis on dates and at locations determined by the Board. The schedule may be distributed to agencies deemed appropriate by the Board or may be published in any manner that would constitute public notice.
- c. Special meetings – Special meetings may be called by the President of the Board or at the request of members of the Board. The dates and times of special meetings will be set to accommodate as many members as possible. The purpose and an agenda for each special meeting shall be given with a meeting notice and matters considered at such meetings shall be limited to those set forth in the notice.
- d. Annual meeting – The annual meeting shall be held following the completion of the annual report and the issuance of the independently audited financial statement. The public shall be notified of said meeting by publication in the newspaper of record at least two weeks prior to the meeting date. The members shall review the reports and may also consider such other issues as are properly brought before such meeting. The minutes of such meeting shall reflect that the meeting is the “Annual Meeting”.
- e. Open meetings – Regular meetings of the Board shall be open to the public in accordance with the “Sunshine Law” as required.

## ARTICLE VI

### STANDING COMMITTEES

Section 6.1 The Standing Committees shall be determined by the Board of Trustees. Additional members of each committee may be appointed by the Chairperson of that committee with notice of that intention to the Board. The Board may agree upon establishment of other committees as may be necessary to carry out the purposes of the Board.

## ARTICLE VII

### RESPONSIBILITIES OF STANDING COMMITTEES

#### Section 7.1 Present day Standing Committees and their responsibilities

- a. Finance and Fund Raising Committee – takes the lead on the annual solicitation letter, its composition, printing and posting. The chairman is also involved in various fund raising efforts sanctioned by the Board with the support of the entire membership.
- b. Buildings and Grounds Committee – has the responsibility to see that the library is properly maintained, oversees opening and closing procedures in case of an emergency and maintains a record of the number of library keys in use.
- c. Policies and Procedures Committee – has the responsibility for developing, writing and compiling policies and procedures for the library and maintaining such a document in a manual, evaluating policies and procedures annually and make recommendations to the Board of Trustees.
- d. Bylaws Committee – has the responsibility for evaluating the existing by laws on an annual basis and to recommend changes as necessary and to set precedents regarding any specific issues that may arise.
- e. Personnel Committee – is responsible for establishing hiring procedures for library staff. The Committee will advertise, interview and recommend to the Board the best candidate to fill the position of Director, Head Librarian or Manager of Library Operations. The Committee will review the Personnel Policy on an annual basis and make recommendations to the Board.

Section 7.2 The President of the Board will be a member of all committees as noted in Article III, Section 3.3 a.

## ARTICLE VIII

### BY LAWS AND AMENDMENTS

Section 8.1 These bylaws may be amended at any annual meeting of the Board by a two-thirds vote of the Trustees present, provided that notice of said proposed amendment shall have been published in the newspaper of record at least two weeks prior to the meeting. Amendments may also be adopted at a special meeting that has been publicized in the newspaper of record along with a summary description of proposed amendments at least one month prior to the special meeting.

## ARTICLE IX

### TERMS OF EXISTENCED AND DISSOLUTION

Section 9.1 The Plum Community Library Board of Trustees shall exist so long as deemed by Plum Borough Council.

Section 9.2 Upon dissolution of the Board of Trustees, all assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

## ARTICLE X

### PARLIAMENTARY AUTHORITY

Section 10.1 The rules contained in the current edition of *Robert's Rules of Order Revised* shall govern the procedures by which the meeting of the Board of Trustees shall be governed in all cases to which they are applicable and not inconsistent with these by laws.

## ARTICLE XI

### INDEMNIFICATION

Section 11.1 The Plum Community Library Board of Trustees shall indemnify each person who is or was a Trustee or an officer, against any and all liability and reasonable expense that may be incurred by him or her in connection with or resulting from any claim, action, suit or proceeding (whether brought by or in the right of the organization), civil or criminal, or in connection with an appeal relating thereto in which they may become involved as a party or otherwise by reason of them being a Trustee or officer, whether or not they continue to be such at the time such liability or expenses occurred, provided that such person acted in good faith in what they reasonably believed to be the best interest of the Board, and, in addition, in any criminal action or proceeding had no reasonable cause to believe that his/her conduct was unlawful.