

BYLAWS OF THE HUNTINGDON VALLEY LIBRARY

Adopted: March 13, 1962

Amended: November 10, 1964, February 13, 1968, October 13, 1970, June 12, 1975, January 20, 1977, June 19, 1980, January 15, 1981, February 19, 2004, September 9, 2004, January 18, 2007, October 8, 2007, November, 2008, December 18, 2008, November 17, 2009, January 11, 2018

ARTICLE I. NAME

The name of this corporation shall be the Huntingdon Valley Library. The corporation shall be incorporated under the laws of the Commonwealth of Pennsylvania as a not-for-profit corporation. Name registration date: March 8, 1962. Articles of Incorporation filed: June 20, 1962. Internal Revenue Service Non-Profit status date: March 1956.

ARTICLE II. PURPOSE

SECTION 1. The primary purpose of this corporation shall be to provide the functions of a public library.

SECTION 2. It is intended that this library shall be operated as part of the public library system of Pennsylvania serving the residents of Lower Moreland Township as defined in the Pennsylvania Library Code, and shall be supported at the level necessary to qualify for State Aid.

ARTICLE III. MEMBERSHIP

SECTION 1. Members of this corporation shall be such taxpayers or residents of Lower Moreland Township as demonstrate their interest in this corporation by registering for a library card or by obtaining special status with the Friends of Huntingdon Valley Library association.

SECTION 2. ANNUAL MEETING

The Annual Meeting of the Huntingdon Valley Library shall be held in February of each year at such date and place as the Trustees shall designate. Notice of the Annual Meeting shall be given five days before the Meeting by advertising in one newspaper in the Township and in the Montgomery County Law Reporter.

ARTICLE IV. BOARD OF TRUSTEES

SECTION 1. POWERS:

a. The affairs of this corporation shall be governed by a Board of Trustees who shall be responsible for the operation of the corporation and the preservation of its assets. The Board shall hold title to real estate of the corporation and may buy, sell, or mortgage such real estate at its discretion for the benefit of the Library.

b. The Board shall determine the objectives of the Library and make provisions for its maintenance and financial support. In determining policy and objectives, the Board shall

consult with the Library Director, who is an at-will employee of the library, reporting to the Board, for information and advice.

SECTION 2. COMPOSITION

a. **VOTING MEMBERS:** The Board shall consist of not fewer than five nor more than eleven (11) voting members including those appointed by the commissioners of Lower Moreland Township in compliance with the statutes and regulations of the Commonwealth of Pennsylvania and the remainder to be elected by members of the corporation. Members shall be residents of Lower Moreland Township and shall serve without remuneration.

b. **EX-OFFICIO MEMBERS.** Members of the Board, *ex-officio*, shall be: the Library Director, the Superintendent of Lower Moreland Schools, the Lower Moreland Township Manager, and the president of the Friends of Huntingdon Valley Library, or their designee. Ex-officio members shall attend meetings of the Board but may not vote or hold office.

c. **HONORARY MEMBERS.** The Board may appoint from time to time not more than three non-voting honorary members to give support and advice to the Board. Their term shall be at the discretion of the Board. Honorary members may not serve as officers of the Board.

d. **IMMEDIATE PAST PRESIDENT.** After a person serves his or her term(s) as President, that individual shall become Immediate Past President. The individual shall hold that office, notwithstanding any other elements of these bylaws, until such time as replaced by a new Immediate Past President or removed from this position by a majority vote of the Board.

SECTION 3. ELECTION

a. **NOMINATION OF TRUSTEES.** There shall be a standing nominating committee, consisting of no less than two voting members of the Board. This committee shall recommend to the full Board at its December meeting candidates for election to the Board of Trustees, and Board officers for the ensuing year.

b. **ELECTION.** Election of Trustees shall take place at the Annual Meeting in February. In addition to the candidates nominated by the Nomination Committee, nominations may be made from the floor at the Annual Meeting. If there is a contest, the President shall appoint a clerk and two tellers to supervise a vote by ballot.

c. **TERM.** A Trustee shall be elected for a term of two years. A Trustee shall not serve more than three successive terms. An incumbent Trustee may be appointed by the President to additional terms at the expiration of his or her third term subject to confirmation by a vote of two-thirds of the total membership of the Board.

d. The terms of the voting members of the Board of Trustees shall be staggered according to a two-year cycle. The terms of the members sitting at the time of adoption of this

provision are attached hereto and made a part of these Bylaws. Voting members shall serve until their successors are elected.

e. The remaining part of a term created by a Board vacancy, except for the members appointed by the Board of Commissioners of Lower Moreland Township, shall be filled by appointment by the President, subject to confirmation by majority vote of the Board of Trustees.

f. REVOCATION OF ELECTION. The president shall have the authority to propose the revocation of election of any voting member, other than the designee of the Board of Commissioners, upon motion and majority vote of the Board of Trustees, where that member, by failure to meet the obligations of a Trustee as set forth herein, impedes or harms the work of the Board.

g. EMERGENCY PROVISION. In the event that Board membership should fall below the minimal number specified in these bylaws, the Board is authorized to continue normal operations for a period of ninety (90) days or until the membership number is in full compliance, whichever occurs first. All actions of the reduced board must be ratified by the complete Board at the first regular meeting after compliance.

SECTION 4. OFFICERS.

a. Officers of the Board shall be President, Vice-President, Secretary and Treasurer. Their duties shall be those ordinarily attached to such offices except as may be otherwise set forth in these Bylaws. The Treasurer shall be bonded in an amount set by the Board of Commissioners of Lower Moreland Township.

b. Officers shall be elected at a meeting of the Board immediately following the Annual Meeting of the corporation for a term of one year, and shall serve until their successors are elected and qualified. No President shall serve more than two consecutive terms.

SECTION 5. MEETINGS

a. REGULAR MEETINGS: There shall be a minimum of ten regular meetings of the Board of Trustees in a calendar year. Regular meetings of the Trustees shall be held monthly on the second Thursday of the month at 7:30 p.m. in the Library Building, unless otherwise specified in the notice of the meeting. The President may cancel a meeting with the concurrence of a simple majority of the board up to one week before the scheduled date of the meeting.

b. SPECIAL MEETINGS: A special meeting of the Board of Trustees may be called at any time by the President or at the request of any three trustees. Notice of a special meeting shall be given to all members of the Board at least five days prior to the meeting and the notice shall specify the purpose of the meeting. Only such business as in contained in the notice shall be transacted at the meeting.

c. ORIENTATION MEETING. A meeting with the Library Director shall be held as soon as may be practical following the election of new members for the purpose of

instructing new members in their duties and responsibilities and for reassessing the long range program of the library.

d. **CONDUCT OF MEETINGS.** A majority of the Trustees shall constitute a quorum. In the absence of the President and Vice-President, the voting members of the Board shall by a majority vote designate a voting member to chair the meeting. The business of this corporation shall be transacted in accordance with Robert's Rules of Order to the extent that they are not inconsistent with the Bylaws. Notice of meetings by electronic means ("email") shall be permitted. Electronic votes upon matters discussed at scheduled meetings shall be permitted.

e. **ATTENDANCE AT MEETINGS.** Attendance records will be kept. Excessive absence may be grounds for revocation of election.

SECTION 6. COMMITTEES.

a. **EXECUTIVE COMMITTEE.** The Executive Committee shall be composed of the officers of the Board. They shall be advisory to the President and shall act for the whole Board on matters specifically delegated to them by vote of the Board at a regular meeting.

b. **STANDING COMMITTEES.** Standing committees may be formed or dissolved based on the best interests of the Library pursuant to its charter and mission. All such committees shall be appointed by the President, with the approval of a majority of the Board of Trustees, following the Annual Meeting.

c. **SPECIAL COMMITTEES.** Special committees may be appointed by the President when the Board has defined a specific assignment, and shall be dissolved by the President when the assignment is completed.

SECTION 7. TRUSTEE LIABILITIES.

a. **LIMITATION OF LIABILITY.** A trustee shall not be personally liable as a trustee for monetary damages, for any action taken, or any failure to take any action, unless the trustee has breached or failed to perform the duties of his or her office under Section 8363 of Title 42 (Judiciary and Judicial Procedure) of the Pennsylvania Consolidated Statutes, and the breach or failure to perform such duties constitutes self-dealing, willful misconduct, or recklessness. This section shall not apply to the responsibility or liability of a trustee pursuant to any criminal statute, or the liability of a trustee for the payment of taxes pursuant to local, State or Federal law, nor shall this section apply to any actions filed prior to the date of the amendment adding this section to the bylaws, nor to any breach or performance of duty or any failure of performance of duty by a trustee prior to such date. No amendment to or repeal of this section shall apply to or have any effect on the liability or alleged liability of any trustee from, or with respect to, any acts or omissions of such trustee occurring prior to such amendment or repeal.

b. **ACTION IN GOOD FAITH RELIANCE.** In performing his or her duties, the Trustee shall be entitled to rely in good faith on information, opinions, reports, or statements,

including financial statements and other financial data, in each case prepared by any of the following: other Trustees or employees of the corporation whom the Trustee reasonably believes to be reliable and competent in the matters presented; counsel, public accountant or other persons as to matters which the Trustee reasonably believes to be within the professional competence of such person; a committee of the Board on which the Trustee does not serve, as to matters within its designated authority, which the Trustee reasonably believes to merit confidence.

SECTION 8. CONFLICTS OF INTEREST.

This Section shall apply to all transactions and arrangements between the Library and members of the Board of Trustees.

a. A member of the Board of Trustees or the Library Director, or any person on behalf of a Board Member or the Library Director, should not accept any gift, entertainment, service, loan, or promise of future benefit from any person or organization which might benefit, or appear to benefit, from the Board member's or Library Director's connection to the Library. This section does not apply to gifts or social entertainment of nominal value that are consistent with good business ethics and do not obligate the recipient.

b. A member of the Board of Trustees or the Library Director should not have a beneficial interest in, or obligation to, a supplier or proposed supplier of goods or services to the Library unless the Board has determined, after full disclosure of facts, that the interest or obligation does not create a conflict of interest.

c. The person concerned must disclose any potential conflict of interest to the Board before taking an action that might otherwise raise the conflict of interest. When such a conflict of interest is relevant to a matter before the Board, the interested party must leave the meeting room and not participate in Board discussion or vote on the matter.

d. Periodic Reviews. To ensure that the Library operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its status as a Library exempt from federal income tax, the Board shall conduct periodic reviews. The periodic reviews shall, at a minimum, include the following subjects:

i. Whether compensation arrangements and benefits are reasonable and are the result of arm's length bargaining;

ii. Whether relationships with vendors, partners, and other providers of goods and services conform to written policies, are properly recorded, reflect reasonable payments for goods and services, further the Library's charitable purposes, and do not result in impermissible private benefit. In conducting the periodic reviews, the Library may use outside advisors. The use of outside advisors shall not relieve the Board of its responsibility for ensuring that periodic reviews are conducted.

ARTICLE V. STAFF.

SECTION 1. DIRECTOR. The Library Director shall be employed by the Board of Trustees and the Director shall serve as an "at-will" employee under the laws of the Commonwealth of Pennsylvania. The Library Director shall report directly to the Board of Trustees and administer the Library in accordance with its policies. The Director shall

supervise all Library employees and manage the Library's fiscal and operational activities. The Director shall maintain written policies and procedures in consultation with the Board of Trustees.

a. Prolonged Absence of the Director. In the prolonged absence of the Director, an Ad Hoc Committee of the Board will be appointed to meet with key staff on a weekly basis to review day to day operations and handle issues that may come up. The Ad Hoc Committee will make a summary report to the Board at the monthly meeting.

SECTION 2. OTHER STAFF. Other staff positions shall be filled by the Director by recommendation to the Board for appointment.

SECTION 3. Written job descriptions for all staff positions will be maintained by the Personnel Committee of the Board of Trustees in consultation with the Library Director.

SECTION 4. CONDITIONS OF EMPLOYMENT. Rate of pay and conditions of employment shall be specified in the contract between employee and the Library, or if no contract exists between the Board of Trustees and employee, such rate of pay (including benefits) and conditions of employment shall be documented and retained by the Personnel Committee.

ARTICLE VI. INDEMNIFICATION

The Library shall carry Directors & Officers insurance.

ARTICLE VII. AMENDMENTS.

These Bylaws may be amended at any regular meeting of the Board of Trustees by a vote of two-thirds of the total membership of the Board, provided that such amendments shall have been submitted in writing and openly discussed at a previous regular meeting of the Board not more than two months prior to the date of the meeting in which it is to be voted upon.