

Media-Upper Providence Free Library Bylaws
Revised Draft (Last Revision: February 20, 2018)
Posted March 12, 2018

ARTICLE I: NAME AND OFFICES

Section 1. Name

The name of the Library is “The Media Free Library Association” doing business as “Media-Upper Providence Free Library” (“Library”).

Section 2. Offices

The registered office of the Library shall be at 1 E. Front Street, Media, Pa 19063. The Library shall also have offices at such other places as the Board of Trustees (hereinafter referred to as the “Board”) may from time to time designate and the activities of the Library may require.

A duly incorporated body, “The Media Free Library Association,” doing business as “Media-Upper Providence Free Library” (hereinafter referred to as the “Library”), is an independent 501(c)(3) non-profit organization. The Library is organized as a public library and exists by virtue of the Commonwealth of Pennsylvania Public Library Code Act of Nov. 1, 2012 (24 PA.C.S.) P.L.O, No. 210, §§9301 to 9376. The Library shall exercise the powers and authority and assumes the responsibilities delegated to it under that statute.

ARTICLE II: PURPOSE

Section 1. Generally

“The Media Free Library Association,” doing business as “Media-Upper Providence Free Library” (hereinafter referred to as the “Library”), is an independent 501(c)(3) non-profit organization. The Library is organized as a public library and exists by virtue of the Commonwealth of Pennsylvania Public Library Code Act of Nov. 1, 2012 (24 PA.C.S.) P.L.O, No. 210, §§9301 to 9376. The Library shall exercise the powers and authority and assumes the responsibilities delegated to it under that statute.

The purposes for which the Library is formed and for which it shall exist are exclusively educational, literary, scientific, and charitable, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

No part of the net earnings of the Library shall inure to the benefit of, or be distributable to its Trustees, officers, or other private persons, except that the Library shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Bylaws. The Library shall not participate in, or intervene in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Bylaws, the Library shall not carry on any other activities not permitted to be carried on (a) by a Library exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

Section 2. Specifically

The mission of the Media-Upper Providence Free Library is to provide informational, educational, recreational and cultural resources to meet the needs of Media and Upper Providence residents and the greater community. The Library serves the communities of the Borough of Media and Upper Providence Township, as well as all of Delaware County through Delaware County Libraries (DCL) reciprocal library services.

ARTICLE III: MEMBERSHIP

The Library shall have no members, shareholders or stockholders.

ARTICLE IV: BOARD OF TRUSTEES

Section 1. Powers and Duties

All corporate powers shall be vested in the Board. The Board has the general power to control and manage the affairs, funds, and property of the Library and to disburse the Library's monies and dispose of its property in fulfillment of its corporate purpose; provided, however, that the fundamental and basic purposes of the Library, as expressed in the Certificate of Incorporation, shall not thereby be amended or changed, and provided further, that the Board shall not permit any part of the net earnings or capital of the Library to inure to the benefit of any Trustee or private individual.

The Board by resolution or resolutions passed as a majority of the whole Board may further delegate authority to committees or individual Trustees as it deems necessary for the carrying out of the purposes and business of the Library.

The Board may exercise all necessary powers and authority expressly conferred upon it by the current Pennsylvania Public Library Code, the current applicable Pennsylvania laws governing non-profit organizations and these bylaws.

Section 2. Number and Composition of Trustees

The Board shall consist of nine (9) members. Three members shall be stakeholders of the Borough of Media, three members shall be stakeholders of Upper Providence Township, and the three remaining members can be stakeholders from either municipality. A stakeholder is defined as a person who resides in either the Borough of Media or Upper Providence Township and/or owns property in one of those municipalities and/or is a principal in a business located in either municipality.

Section 3. Appointments, Elections, and Terms of Trustees

The Board shall consist of Appointed Trustees and Elected Trustees. The term of Trustees is three (3) years. The terms of three (3) Board members shall expire each year.

One Trustee may be *appointed* by each local funding entity such as the Borough of Media and Upper Providence Township that provides at least 20% of the Library's annual operating budget. *Appointed* Trustees serve at the pleasure of the appointing entity. *Appointed* Trustees may be removed from the Board by the appointing authority at any time by written notice to the President. In the case of removal, the appointing authority shall name a replacement as soon as possible. If the *Appointed* Trustee vacancy is not filled within ninety (90) days of the removal or

departure, the Board may choose to fill the vacancy as an Elected Trustee for the remainder of the term as set forth below.

Elected Trustees shall be elected/re-elected to full three-year terms at the annual May meeting and their term begins in June. Trustee elections are by vote of the current Trustees, including outgoing Trustees, by majority vote. See Article VI, Section 4 for a definition of majority vote.

Section 4. Term Limits

Trustees can serve no more than two (2) consecutive full terms plus any partial term (from filling a vacancy). A Trustee shall not serve on the Board for a period of at least one year before again being eligible for election to the Board.

Section 5. Vacancies

Any Trustee may resign by giving written notice of his or her resignation to the President or Secretary. Such resignation shall take effect at the time specified in such notice and the acceptance of such resignation shall not be necessary to make it effective. Appointed or Elected Trustees who cease to be stakeholders (see Section Article IV, Section 1) shall notify the President and resign from the Board. When a Trustee position becomes vacant for any cause, the Governance Committee will be notified to fill the position promptly for the balance of the Trustee's unexpired term via the appointment or election process.

Section 6. Removal

Any elected Trustee may be removed from office, by a majority vote of the Board currently in office at any duly convened meeting of the Board, provided that written notice of the intention to consider removal of such elected Trustee has been included in the notice of the meeting. The Secretary shall notify the Trustee of his or her removal, and the Board President shall declare a vacancy to be filled for the unexpired term of the outgoing Trustee.

An Elected Trustee or Appointed Trustee shall be removed from the Board if absent from three consecutive regularly scheduled Board meetings or more than 50% of the regularly scheduled Board meetings in a year.

Section 7. Conflict of Interest

No Trustees or his or her immediate family member shall benefit financially from the Trustee's membership on the Board, or create the appearance of a conflict of interest or of impropriety, as described in the current Conflict of Interest policy. The Library, its employees and Trustees shall adhere to the current Code of Ethics of the American Library Association.

ARTICLE V: OFFICERS

Section 1. Principal Officers

The principal officers of the Library shall be a President, a Vice President, a Treasurer, and a Secretary, all of who shall be elected from among the Board then serving in office.

Section 2. Positions and Election

The Board shall organize at the annual meeting, and elect by majority vote from their own members a President, Vice President, Secretary, and a Treasurer to serve for one year. The Governance Committee shall submit a list of nominations for the elected officers at the Annual Meeting of the Board.

Section 3. Removal or Resignation

Any officer may be removed, with or without cause, at any time at any Board meeting at which a quorum is present, by a vote of two-thirds of the Board. Any officer may resign at any time. Such resignation shall be in writing, but the acceptance thereof shall not be necessary to make it effective.

Section 4. Vacancies

Vacancies among the officers, however arising, shall be filled by a majority vote of the Trustees present in person at any regular or special meeting of the Board at which there is a quorum present. Notice of such election shall be included in the meeting notice.

Section 5. Officer Term Limits

No person shall be elected to the same office for more than three consecutive years, subject to waiver by the unanimous consent of the Board. No person shall hold more than one office at a time.

Section 6. Duties of Officers

(a) The President shall be the chief executive officer of the Library. He or she shall preside at all meetings of the Board as well as the Executive Committee of the Board and act as ex-officio voting member of all committees and at all times act as the representative head of the Library. The President shall appoint all committee chairpersons. The President shall generally supervise the business of the organization, execute all legal documents in accordance with the vote of the Board, and have additional powers as may from time to time be assigned him or her by the Board.

(b) The Vice President shall preside at meetings of the Board in the absence of the President and perform the duties of the President in his or her absence, resignation or inability to serve as President. The Vice President shall also generally assist the President and shall have such other powers and perform such other duties as may from time to time be designed by the President or by the Board.

(c) The Secretary shall keep true and accurate minutes of the business transacted at all Board meetings and Executive Committee meetings. The Secretary shall issue notice of all regular and special Board meetings and perform other duties generally associated with the office of Secretary. In general, he or she shall perform all the duties as may from time to time be assigned to him or her by the President or the Board.

(d) The Treasurer shall have oversight over money, bonds, notes and other funds and securities of the Library, including tax returns and the budget, and render a complete and properly audited financial statement at the annual meeting of the Library. The Treasurer shall submit a monthly report to the Board. In general, he or she shall perform all the duties as may from time to time be assigned to him or her by the President or the Board. An auditor hired by the Board shall examine all financial records annually and prepare the annual tax return.

ARTICLE VI: MEETINGS

Section 1. Annual Meeting

The annual meeting shall be held on the fourth Monday in May, unless otherwise specified, at which time the election of Trustees, election of officers, and appointment of committee members shall take place.

Section 2. Regular Meetings

Regular meetings of the Board shall be held on the date and hour to be set by the Board at its annual meeting. There shall be at least ten regular meetings per year. Regular meetings are open to the public. Notice of the time, place and dates of regular meetings shall be provided to the public via the Library's website.

Section 3. Parliamentary Authority

Robert's Rules of Order (latest, revised edition) will govern meeting procedure and conduct in all cases in which they are applicable and not inconsistent with these Bylaws.

Section 4. Voting

The privilege of making motions and voting shall be limited to Trustees. Each Trustee shall be entitled to one (1) vote. Any Trustee may vote upon and may move or second a proposal before the Board. A majority vote is required to adopt a motion or elect to office. A majority is defined as more than half of the votes cast by persons entitled to vote, excluding abstentions. Proxy voting is prohibited.

Section 5. Special Meetings

Special meetings may be called by the President or upon the written request of three (3) Trustees, for the transaction of business as stated in the notice for the meeting. Except in a case of emergency, at least 48 hours public notice shall be given. Special meetings may be conducted via phone, conference call or online meeting, and votes may be conducted via email. All actions at special meetings shall be reflected in the subsequent Board meeting minutes.

Section 6. Virtual Participation in Meetings

Trustees, if unable to be physically present at a Board meeting, may participate and vote by telephone, video or other Internet equipment, provided that all meeting attendees can hear and communicate with each other.

Section 7. Quorum

A quorum for the transaction of business including voting at any regular or special meeting shall consist of 50% of the current Trustees.

Section 8. Order of Business

The order of business for regular meetings shall include, but not be limited to, the following:

- Call to Order and Roll Call of Trustees
- Public Comment
- Approval of minutes from the previous regular meeting and any special meetings
- President's Report
- Library Director's Report
- Treasurer's Report
- Committee Reports
- Old Business
- New Business
- Public Comment
- Adjournment

ARTICLE VII: COMMITTEES

Section 1. Designation

The President shall appoint the chairperson and the members of each committee. The chairperson of each standing committee shall submit monthly reports prior to the meeting of the Board. The President may at any time designate special ad hoc committees of the Board.

Section 2. The Executive Committee

(a) The officers of this association as set forth in Article V, President, Vice President, Secretary and Treasurer shall comprise the Executive Committee.

(b) The Executive Committee may be called to session at the discretion of the President of the Board. It shall at all times be subject to limitations upon its powers, which may be imposed by the Board. It shall have power to receive and review the reports submitted to it and bring its recommendations to the Board.

Section 3. Standing Committees

There shall be five (5) standing committees of the Board to promote the objectives and carry on the work of the organization. Standing committees have no power to formulate policy.

(1) *The Finance Committee* shall be responsible for evaluating the organization's fiscal operating methods and for making recommendations to improve these methods.

The committee shall also work with the Treasurer to prepare the annual budget for approval of the Board no later than its November meeting.

(2) *The Fundraising Committee* shall be responsible for seeking to increase the Library's assets and financial support. It shall also be responsible for coordinating all fundraising efforts and seeking grants on behalf of the Library. Other Library Trustees shall assist this committee whenever possible and be available for consultation when requested.

(3) *The Property Committee* shall oversee the physical plant and its maintenance. It shall also be responsible to see that the Library is equipped with the necessary appointments to make it a safe and comfortable place.

(4) *The Governance Committee* shall ensure that Trustees and staff are trained and supported in their efforts to help the library achieve its mission. It shall be responsible for recruiting Trustees and preparing the slate of officers to be elected annually, as set forth in Articles IV and V. Nominating tasks include Trustee recruitment. If an officer or Trustee resigns, is removed by the Board or is otherwise unable to serve, the Governance Committee is responsible for recommending a candidate to fill the vacancy.

The Governance Committee shall support the staff hiring process.

This committee is responsible for regularly reviewing and maintaining these Bylaws.

(5) *The Marketing and Public Relations Committee* shall be responsible for building an engaged and invested library community and heighten awareness of the Library's value to the community. It shall foster good relationships with the Borough of Media, Upper Providence Township, local schools and businesses.

Section 4. Committee Membership and Meetings

Each standing committee shall consist of at least one Trustee and be chaired by a Trustee. The chairman of each standing and ad hoc committee shall be appointed by the President.

Committee members do not have to be Trustees. Each committee shall have power to the extent delegated to it by the Board. Each committee shall keep minutes of proceedings and submit its reports to the Board. Each committee shall determine and schedule the number of regular meetings it will hold each year.

Section 5. Special Committees

Special or ad hoc committees may be appointed by the President in consultation with the Board for a specific purpose or project and said special committees shall terminate upon completion of the project.

Section 6. Advisory Council

The Board may, at its discretion, establish an Advisory Council that would include individuals who are not members of the Board. Advisory Council members are appointed by the President. Trustees may suggest appointees to the President. This Advisory Council shall have no voting powers and shall have only such responsibilities and duties as delegated to it by the Board or the President.

ARTICLE VIII: LIBRARY DIRECTOR AND STAFF

The Board shall employ a Library Director who shall be responsible for the day-to-day management of the Library. These duties shall also include, but not be limited to, the oversight and direction of staff activities. The Library Director shall be an advisory, non-voting member of the Board and of all Board committees as needed.

The Library Director shall be responsible for the hiring and supervision of the staff, for overseeing the care and maintenance of Library property, for participating in the budget process and adhering to the budget limits.

ARTICLE IX: COMPENSATION

No Trustee shall receive any salary for his services as a Board member. The expenses of any Trustee or Officer acting hereunder may be paid by the Library. Nothing herein contained shall be construed to preclude any Trustee from serving the Library in any other capacity and receiving reasonable compensation therefore.

ARTICLE X: LIMITATION OF PERSONAL LIABILITY OF TRUSTEES; INDEMNIFICATION OF TRUSTEES, OFFICERS AND OTHER AUTHORIZED REPRESENTATIVES

Section 1. Limitation of Personal Liability of Trustees

A Trustee of the Library shall not be personally liable for monetary damages as such for any action taken, or any failure to take action, unless:

a. The Trustee has breached or failed to perform the duties of his or her office as defined in Section 2 below; and

b. The breach or failure to perform constitutes self dealing, willful misconduct or recklessness.

The provisions of this Section shall not apply to a) the responsibility or liability of a Trustee pursuant to any criminal statute; or b) the liability of a Trustee for the payment of taxes pursuant to local, state, or federal law.

Section 2. Standard of Care and Justifiable Reliance

a) A Trustee of the Library shall stand in a fiduciary relationship to the Library and shall perform his or her duties as a Trustee, including his or her duties as a member of any committee of the Board upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of the Library, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his or her duties, a 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 or presented by any of the following:

i) One or more Officers or employees of the Library whom the Trustee reasonably believes to be reliable and competent in the matters presented;

ii) Counsel, public accountants or other persons as to matters which the Trustee reasonably believes to be within the professional or expert competence of such person;

iii) A committee of the Board upon which he or she does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the Trustee reasonably believes to merit confidence.

A Trustee shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted.

b. In discharging the duties of their respective positions, the Board, the committees of the Board and individual Trustee may, in considering the best interests of the Library, consider the effects of any action upon employees, upon persons with whom the Library has business and other relations and upon communities which the offices or other establishments of or related to the Library are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of subsection a) of this Section.

Section 3. Indemnification in Third Party Proceedings

The Library shall indemnify any person who was or is a party or is threatened to be made a party of any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he or she is or was a representative of the Library, or is or was serving at the request of the Library as a representative of another Library, partnership, joint venture, trust or other enterprise, against expenses including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the Library, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the Library, and with

respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 4. Indemnification in Derivative Action

The Library shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Library to procure a judgment in its favor by reason of the fact that he or she is or was a representative of the Library, or is or was serving at the request of the Library as a representative of another Library, partnership, joint venture, trust or other enterprise against expenses including attorneys' fees actually and reasonably incurred in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Library and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Library unless and only to the extent that the Court of Common Pleas of Philadelphia County or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Common Pleas or such other court shall deem proper.

Section 5. Mandatory Indemnification

Notwithstanding any contrary provision of the articles or these Bylaws, to the extent that a representative of the Library has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in either Section 3 or 4 above, he or she shall be indemnified against expenses including attorneys' fees actually and reasonably incurred by him or her in connection therewith.

Section 6. Determination of Entitlement to Indemnification

Unless ordered by a court, any indemnification under Section 3 or 4 above shall be made by the Library only as authorized in the specific case upon determination that indemnification of the representative is proper in the circumstances because he or she has met the applicable standard of conduct set forth in such paragraph. Such determination shall be made:

- a) By the Board by a majority vote of a quorum consisting of Trustees who were not parties to such action, suit or proceeding; or
- b) If such a quorum is not obtainable, or even if obtainable, a majority vote of a quorum of disinterested Trustees so directs, by independent legal counsel in a written opinion.

Section 7. Advancing Expenses

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Library in advance of the final disposition of such action, suit or proceeding as authorized by the Board in a specific case upon receipt of an undertaking by or on behalf of the representative to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Library as authorized in paragraphs 1 through 3 above.

Section 8. Indemnification of Former Representatives

Each such indemnity may continue as to a person who has ceased to be a representative of the Library and may inure to the benefit of the heirs, executors and administrator of such person.

Section 9. Insurance

The Library shall have the power to purchase and maintain insurance on behalf of any person who is or was a Trustee, Officer, employee or agent of the Library or is or was serving at the request of the Library as a Trustee, Officer, employee or agent of another Library, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any capacity or arising out of such person's status as such, whether or not the Library would otherwise have the power to indemnify such person against such liability.

Section 10. Reliance On Provisions

Each person who shall act as an authorized representative of the Library shall be deemed to be doing so in reliance upon the rights of indemnification provided by this Article.

ARTICLE XI: BYLAWS AMENDMENTS

These Bylaws may be amended, altered, or repaired or new Bylaws may be adopted by two-thirds of the Board at any regular or special meeting of the Board, if notice of such alteration, amendment, repeal or adoption of new Bylaws be contained in the meeting notice. Notice of the proposed amendment(s) and a copy of the amendment(s) must be given to all Trustees and shall be posted in the Library and on the Library website at least two weeks in advance of the regular or special meeting.

ARTICLE XII: DISSOLUTION

Should the Library desire to terminate its operations, all Federal, State and local laws will be considered along with the terms and effect on any binding contractual agreements, wills or codicils.

Upon the dissolution of the Library, whether voluntary or involuntary, the Board shall first pay all liabilities and debts of the organization, then dispose of all remaining assets.

Remaining assets shall be distributed, transferred, conveyed, delivered, and paid over to 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.

ARTICLE XIII – MISCELLANEOUS

Section 1. Fiscal Year

The fiscal year of the Library shall begin on January 1 of each year and shall end on December 31 of that year.

Section 2. Contracts, Checks and Bank Accounts

The Board is authorized to select such banks or depositories as it shall deem proper for the funds of the Library. The Board shall determine who, if anyone, in addition to the President and the Treasurer, shall be authorized from time to time on the Library's behalf to sign checks,

drafts, or other orders for the payment of money, acceptances, notes, or other evidences of indebtedness, to enter into contracts or to execute and deliver other documents and instruments.

Revision date: February 20, 2018

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