

**MEDIA-UPPER PROVIDENCE FREE LIBRARY
BY-LAWS**

ARTICLE I - NAME

The name of this association shall be the MEDIA-UPPER PROVIDENCE FREE LIBRARY.

For the purposes of these bylaws, the term "association" shall refer to the library and its staff, board members and volunteers performing duties on its behalf.

ARTICLE II - PURPOSE

Section 1

Mission Statement:

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.

Section 2

This association shall be a non-profit enterprise, organized for such educational and charitable purposes as will promote, maintain and foster the growth and development of a Free Library for the residents of Media Borough and Upper Providence Township, Delaware County, Pennsylvania.

Section 3

This association shall be non-partisan and non-sectarian and shall wholly abstain from any political affiliation or endorsements of candidates for public office.

Section 4

This association shall maintain within the limits of Media Borough or Upper Providence Township, Delaware County, Pennsylvania, a Library and free reading rooms for the use of the residents of Media Borough, Upper Providence Township and registered students of the Rose Tree Media School District.

Section 5

This association may establish such branch libraries and reading rooms in adjacent communities as shall be deemed advisable.

ARTICLE III - BOARD OF TRUSTEES AND ELECTIONS

Section 1

The association will be governed by a volunteer Board of trustees which shall consist of:

- (a) Nine members elected at the annual meeting by majority vote. These appointees shall be stakeholders of Media or Upper Providence, as further defined below, and
- (b) one representative each to be appointed by any funding entity (i.e. Media Borough, Upper Providence Township and/or Rose Tree Media School District) that provides at least 20% of the library's operating budget annually. These appointees shall be stakeholders of Media or Upper Providence, as further defined below, and shall be named annually after the appropriation is made and they may be self-succeeding.

Section 2

To be eligible for election to the Board of Trustees a person must be a stakeholder of either Media Borough or Upper Providence Township. A stakeholder is defined as a person who is a resident, property owner, business owner/senior manager in either Media Borough or Upper Providence Township. Three of the elected or appointed trustees shall be residents of Media Borough, three shall be residents of Upper Providence Township, and three can be stakeholders in either municipality.

Section 3

Whenever any elected member of the Board of Trustees, without good cause, is absent from three consecutive, regularly scheduled meetings of the Board, the Board may, at their discretion, terminate his or her term as trustee by means of a silent vote of the quorum. The Secretary of the Board shall notify him or her of the Board's action. The Board of Trustees shall then declare a vacancy in his or her place and fill said vacancy for the unexpired term of the outgoing Board Member.

Section 4

The Board of Trustees may retain such employees as are required for the efficient and economical conduct of the Library.

The Board of Trustees shall have general control and management of the property and business affairs of the library. It shall have power to remove any officer, agent or employee at any time for cause, which shall include but not be limited to incompetence or inability to perform his or her duties, unfaithfulness or willful neglect in the performance of his or her duties. In addition to the power and authority expressly conferred upon it by these By-Laws, the Board of Trustees may exercise all necessary powers of the association and do all such lawful acts not already dictated by Charter or by these By-Laws.

Section 5

In the event of a vacancy, the unexpired terms of elected Board members who resign shall be filled by candidates recommended by the Nominating Committee and approved by the Board of Trustees.

Section 6

The term of office for each member of the Board of Trustees shall be three years. Four members shall be elected to the board at each annual meeting for a term of three years.

Section 7

Nominations to the Board of Trustees and Elections:

- (a) At the first business meeting following the annual meeting, the President of the Board shall appoint a Nominating Committee chairman who shall be a Board member whose term of office does not expire at the end of the current Library year.
- (b) The Nominating Committee shall consist of Board members, whose terms also do not expire at the end of the current Library year, to serve on the Nominating Committee.
- (c) This committee shall prepare a ballot, containing at least one name for each board vacancy. Only those persons who have given prior consent shall be considered for nomination. This ballot shall be prepared and posted in the Library one month before the date of the annual meeting.
- (d) Nominations may be submitted to the chairman of the Nominating Committee, together with the written consent of the candidate, by any member of the Board at least two weeks before the annual meeting.
- (e) The final ballot, including any additional names, as in (d) above, shall be posted in the Library two weeks before the annual meeting.

Section 8

- (a) Voting will take place in the Library on the last full day of business previous to the day of the annual meeting, and on the day of the annual meeting until the time for the meeting. Residents of Media Borough and Upper Providence Township are entitled to cast a vote. Such votes shall be cast in person; no proxy votes will be recognized.
- (b) In cases of illness or other conditions preventing attendance, a trustee may cast an absentee ballot. This ballot must be received by the Secretary of the Board 24 hours prior to the annual meeting.

The President shall tabulate the votes and certify the results of the election of the trustees by the association before the close of the annual meeting.

Section 9

The library shall indemnify its trustees, Officers, Committee members & employees, to the extent allowable by applicable law, for sums they are legally obligated to pay as a result of their management and general control of the library. The library has the authority to purchase an insurance policy that may address this indemnification agreement.

ARTICLE IV - OFFICERS

Section 1

The Board of Trustees shall organize at its first regular meeting, to be held within one Month following the annual meeting, and elect by ballot from their own number a president, vice-president, secretary, and a treasurer to serve for one year. If any officer resigns or is removed by the Board or is otherwise unable to serve, the Board of Trustees may declare the office Vacant and fill said vacancy with a candidate recommended by the Nominating Committee and approved by the Board of Trustees.

Section 2

No person shall be elected to the same office for more than two consecutive terms, subject to waiver by unanimous consent of the Board of Trustees.

Section 3

(a) The President shall be the chief executive officer of the association. He or she shall preside at all meetings of the Board of Trustees and Executive Committee of Board of Trustees and act as ex-officio member of all committees and at all times act as representative head of the association.

(b) The Vice-President shall perform the duties of the president in his absence, resignation or inability to serve as president. In addition, the Vice-President shall perform the duties in conjunction with the Secretary as Records Administrator.

(c) The Recording Secretary shall keep true and correct minutes of the business transacted at all Board of Trustees meetings and Executive Committee meetings and present for Board approval said minutes at the next scheduled meeting. The Board shall maintain a file of all Board Meeting minutes, Executive Committee minutes, Reports of Officers, Committees and Library Trustees, submitted at each meeting and any other official documents as directed by the President of the Board. The secretary shall notify the members of the Board of Trustees of all meetings of the Board, shall be responsible for all correspondence of the board and, in conjunction with the trustees, maintain a file(s) containing the correspondence of the association.

(e) The Treasurer shall have custody of money, bonds, notes and other funds and securities of the association, oversee bookkeeping, including payroll and render a complete and properly audited report of all receipts and disbursements at the annual meeting of the association. The Treasurer shall submit monthly written reports to the Board of Trustees.

ARTICLE V – MEETINGS

Section 1

Regular meetings of the Board of Trustees shall be held on dates and at times fixed by the Board at its first meeting following the annual meeting.

Section 2

Between regular meetings of the Board of Trustees, special meetings may be conducted via phone, conference call or online meeting, or votes may be conducted via email on specific issues (e.g. approving expenditures, appointments, etc.), particularly if the matters are time sensitive and cannot wait for the next regular meeting.

Section 3

Special meetings of the Board of Trustees may be called by the president at such times as deemed necessary or at the written signed request of three members of the Board of Trustees. Such a request must contain the stated objectives of the special meeting and be received by the president three days prior to the requested meeting date.

Section 4

The annual meeting of the association shall be held during May, at which time election of trustees shall take place. The day of the annual meeting shall be fixed by the Board of Trustees at the regular March meeting.

Section 5

Residents shall have two weeks notice of the annual meeting and any special meetings. Notice of the annual meeting and any special meetings shall be made public.

Section 6

- (a) A quorum for the transaction of business of the association at its annual meeting shall consist of a majority of directors in office.
- (b) A quorum for the transaction of business of the association at any meeting shall consist of a majority of directors in office.
- (c) In cases of illness or other conditions preventing attendance, a trustee may cast an absentee ballot. This ballot must be received by the Secretary of the Board 24 hours prior to the meeting.

ARTICLE VI - THE EXECUTIVE COMMITTEE

Section 1

The officers of this association as set forth in Article V - president, vice-president, secretary, and treasurer - shall comprise the executive Committee and such other members of the Board of Trustees as appointed by President.

Section 2

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 of Trustees. The Executive Committee shall have no power to formulate the public policy of the association. It shall have power to receive and review the reports submitted to it and bring its recommendations to the Board of Trustees.

ARTICLE VII - STANDING COMMITTEES

Section 1

There shall be five standing committees of the board to promote the objectives and carry on the work of the association. The President of the Board shall appoint the standing committee chairman and the members of each committee.

Section 2

The chairman of each standing committee shall present monthly progress reports at the meeting of the Board of Trustees.

Section 3

The standing committees:

(a) There shall be a Finance and Budget Committee of which the Treasurer shall be a member, and whose duties shall include evaluation of the operating methods and making recommendations for improving these methods. The committee shall also prepare the annual budget for approval of the Board of Trustees at its November meeting. It shall also be this committee's responsibility to propose methods for increasing assets and financial support. If feasible, the Treasurer shall serve as chairman of this Committee.

(b) There shall be a Property and Maintenance Committee in charge of the physical plant and its housekeeping. It shall also be responsible to see that the Library is equipped with the necessary appointments to make it a safe and comfortable place for reading and study. The librarian shall work closely with this committee and be available for consultation when required.

(c) There shall be a Nominating Committee responsible for preparing the slate of trustees to be elected annually, as set forth in Article IV, Section 7.

(d) There shall be a Development Committee responsible for creating goodwill toward the Library and by its publicity methods increase the community's interest in, and support of, the Library. This committee will also be responsible for coordinating fundraising efforts on behalf of the library. The library trustees shall assist this committee whenever possible and be available for consultation when requested.

(e) There shall be a Personnel Committee which in conjunction with the Library Trustees, shall establish criteria for all jobs, create job specifications, make recommendations to the Board in matters relating to employment, working hours, vacation, sick leave, salary schedules, and shall act on grievances as per the grievance procedure set forth in the Personnel Manual. The Committee shall also have the responsibility to review the Personnel Manual on a periodic basis.

(f) There shall be a Long-Range Planning Committee, which shall be responsible for periodically reviewing, updating and maintaining a long-range plan to facilitate the library's growth and ensure the highest quality service to its patrons.

Section 4

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

ARTICLE VIII - CODE OF ETHICS

The Board will maintain a Code of Ethics to which all Board members should adhere.

ARTICLE IX - REGULATIONS

The Board of Trustees shall have the power to adopt such regulations pertaining to the use of the Library as it may see fit, and from time to time amend, modify or repeal the same in whole or in part. These regulations shall be established in a code which should be renewed annually and shall be available at the circulation desk.

ARTICLE X - REVISION OF BY-LAWS

A Committee on By-Laws Revision shall be appointed by the president at least every five years to review the By-Laws and recommend revision, if necessary. Any revisions shall be reviewed by legal counsel. The revisions shall then be adopted or rejected by a majority vote of board members at a regularly scheduled meeting.

ARTICLE XI - AMENDMENTS OF BY-LAWS

These By-Laws may be amended at any meeting of the association by a two-thirds vote of the directors in office and present, provided written notice of the proposed amendments shall have been given at least two weeks in advance to each board member and that a copy of the amendments shall have been posted in the Library and on the library webpage prior to the mailing of the written notice.

ARTICLE XII - DISSOLUTION OF LIBRARY

In the event of the sale or dissolution of the Media-Upper Providence Free Library, the remaining assets must be used exclusively for nonprofit purposes at the direction of the current Board of Trustees.

Adopted May 1967

Revised June 1975

Revised 1980

Revised October 1985

Revised October 1998

Revised September 2002

Revised April 2005

Revised November 2006 (Vice-President's archival duties)

Revised November 2007 (dissolution)

Revised May 2011 (complete review and update)

Revised April 2012 (added stakeholder definition)

Revised October 2014 (amended Article V Section 6 - definitions of quorums, clarification of by-law amendment voting process)

Revised March 2015 (amended Article V Section 2 - special meetings section to allow for phone meetings and email voting)

Revised June 2015 (amended Article III Section 1 (minor carination) and 2 (changed municipal composition of board members))