

BYLAWS OF THE BOONE AREA LIBRARY

PREAMBLE

The Boone Area Library Bylaws as amended because of necessary revisions; the following revision is enacted in place thereof. This revision shall have no retroactive effect and does not nullify any Board action or election of officers, which has taken place prior to the effective date of the following rules and regulations.

ARTICLE I. NAME AND OFFICE

SECTION 1. NAME. This organization, which is known as the Boone Area Library, is incorporated under the laws of the Commonwealth of Pennsylvania as the Boone Area Library, Inc., and exists by virtue of the Library Code of 1961, Commonwealth of Pennsylvania, Department of Education, State Library of Pennsylvania, Section 102.

SECTION 2. OFFICE. The principal office for the transaction of business for the Boone Area Library, Inc. (hereinafter referred to as the Library) is 129 N. Mill St., Birdsboro, Berks County, Pennsylvania - 19508. The Library may also have offices at such other places, as the Board of Trustees may hold events or meetings elsewhere.

ARTICLE II. MISSION STATEMENT AND PURPOSE

SECTION 1. MISSION STATEMENT. The Boone Area Library's mission is to provide a wide variety of materials and events, which reflect the culture of our community and serve to entertain, educate, and inspire life-long learning relevant to all.

Vision: To be an evolving community resource, dedicated to enriching the lives of all by bringing people, information, and ideas together.

The Boone Area Library is committed to:

1. Upholding the principle of free speech and opposing the restriction or suppression of ideas, information, or artistic expression.
2. Serving all people, regardless of age, race, religion, gender, or economic status.
3. Providing free basic services to all and making prudent decisions about those services.
4. Being fully accountable for all funds received.
5. Promoting a lifelong love of learning.

6. Striving to assure public access to information and materials that educate, enrich, enlighten, and entertain.

SECTION 2. PURPOSE. The Library, as a member of the Berks County Public System and participant in interlibrary loan, is part of the educational and cultural life of the Boone Community. The Library shall operate as an exempt organization under Section 501(c)(3) of the Internal Revenue Code. The Library is not organized for financial profit, and no part of its net earnings shall benefit any member, Trustee or individual.

ARTICLE III. TRUSTEES

SECTION 1. TRUSTEES. Business and affairs of the Library shall be managed by a Board of Trustees (hereinafter referred to as the Board), ideally no less than seven and no more than nine in number. Trustees shall be eighteen years or older and residents of Berks County.

SECTION 2. APPOINTMENT. The sponsoring municipalities of Amity Township, Birdsboro Borough, and Union Township shall appoint trustees in accordance with Section 411 of the Pennsylvania Library Code, having no more than three representatives from each municipality at any time. The Board should submit its suggested names to the municipalities by November 1, so the municipalities have ample time to make appointments before the end of the year and a full Board can meet for reorganization in January. Suggestions for filling midterm vacancies should also be made as promptly as possible.

SECTION 3. TERMS. The term of office of all Trustees shall be for three years. The terms of one third (or as near to one third as may be) the number of Trustees shall begin each year as of January 1st. A person appointed to fill a vacancy, which occurred mid-term, will serve the balance of the term, not three full years. Trustees will serve no more than two successive terms. After a year off the Board, the person may be appointed again. A person filling an unexpired term with less than one and a half years remaining may be appointed to two successive full terms.

SECTION 4. RESIGNATION OR REMOVAL. A Trustee may resign at any time by delivering written notice to the Board of Trustees, its Chair, Vice-Chair, or Secretary.

The position of any Trustee with a total of four absences from regularly scheduled monthly meetings in one calendar year may be deemed vacant. The Board of Trustees will remove a Trustee upon a felony conviction or upon entry of a court order declaring the Trustee to be of unsound mind.

ARTICLE IV. OFFICERS

SECTION 1. OFFICERS OF THE BOARD. The Officers of the Board shall be a Chair, a Vice-Chair, a Treasurer, and a Secretary. Officers must be Trustees.

SECTION 2. ELECTION AND TERMS. The Board at the December meeting Shall elect the officers. No officer shall be eligible for election to the same office for more than three consecutive years, except for the Treasurer, who may be re-elected as long as he or she is a Trustee. A person may be elected to any office after a year out of office or after a year holding a different office. A person elected mid-term to fill a vacancy may be elected to two successive full year terms. Exemptions may be made at yearly by-law review, by unanimous vote of the board. A nominating committee shall be elected annually by the Board and shall be composed of three Board members, not including the Chair. This committee shall be responsible for recommending a single slate of officers for the annual reorganization. Additional nominations may be made from the floor. If there is more than one candidate for the same office, election shall be by secret ballot, and a majority vote shall elect.

SECTION 3. CHAIR The President is a voting member of the Board and shall preside at all meetings of the Board, appoint all committees, and in general, assume all the duties of the office. The Chair shall be a member, ex officio, of standing and special committees.

SECTION 4. VICE-CHAIR In the absence of the Chair or in the event of the Chair's inability or refusal to act, the Vice-Chair shall perform the duties of the Chair, and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Chair. Any Vice-Chair shall perform such additional duties as may from time to time be assigned to him by the Chair or by the Board of Trustees.

SECTION 5. TREASURER. The Treasurer shall be responsible for all financial affairs of the Library and shall present a written financial report at each regular meeting. A copy of the written financial report shall be filed by the Treasurer with the Board and Library Director. The Treasurer shall relinquish the financial records of the Library, annually, for the purpose of audit, as requested, and shall turn over all funds, records, and properties of the Library to his or her successor when authorized to do so.

SECTION 6. SECRETARY. The Secretary keeps a correct record of the proceedings of all Board meetings, including Board attendance. Copies of the minutes shall be filed by the Secretary with the Board and Library Director.

SECTION 7. RESIGNATION OR REMOVAL FROM OFFICE. An officer may resign at any time by delivering notice to the Board of Trustees. A resignation

is effective when the notice is delivered unless the notice specifies a later effective date. The Board of Trustees may remove any officer from office at any time with or without cause.

ARTICLE V. LIBRARY DIRECTOR

SECTION 1. APPOINTMENT AND RESPONSIBILITY. The library director shall have day-to-day operational responsibility for the organization and shall execute the policies of the Board of Trustees. The library director shall attend board meetings, report on the progress of the organization, and be an ex officio member of all committees, without a vote.

SECTION 2. DUTIES AND RESPONSIBILITIES. Duties and responsibilities of the director shall be governed by the Articles of Incorporation, by the Bylaws, board-approved policies, and job description.

ARTICLE VI. HIRING OF LIBRARY DIRECTOR AND STAFF

The Board shall hire a Library Director and approve the hiring of the Youth Services Coordinator, at the recommendation of the Library Director.

ARTICLE VII. LIABILITY AND INDEMNIFICATION

SECTION 1. INDEMNIFICATION. The Library shall indemnify any person whose indemnification is required by law at the time the action giving rise to such indemnification is successfully completed. The Library may indemnify such other persons and under such other circumstances as the Library may decide, except as limited by law.

SECTION 2. LIABILITY INSURANCE. the Library has no obligation to purchase insurance on behalf of any person who is or was a trustee, officer, employee, or agent of the Library against any such capacity, or arising out of his or her status as such. The Library at the sole discretion of the Board may provide such insurance.

SECTION 3. PERSONAL LIABILITY. No Trustee shall be personally liable for monetary damages relating in any way to his or her role as a Trustee, whether for any action taken, or any failure to act unless:

- A. The Director has breached or failed to perform the duties of his or her office under Subchapter 57B of the Pennsylvania Nonprofit Corporation Law of 1988 (relating to standards of care and Justifiable reliance) and
- B. The breach of conduct or failure to perform constitutes self- dealing, willful misconduct, or recklessness.

The provisions of this section shall not apply to 1) the responsibility of a Trustee pursuant to any criminal statutes; or 2) the liability of a Trustee for the payment of taxes pursuant to local, state, or federal law.

ARTICLE VIII. COMMITTEES

SECTION 1. COMMITTEE APPOINTMENT. The Chair shall appoint such standing, special, or ad hoc committees that are deemed necessary for the work of the Board. The Chair and library director are ex officio members of each committee. Each committee shall be chaired by a member of the Board, but members of the library community may also be asked to serve on committees.

SECTION 2. BOARD MEMBER COMMITTEE RESPONSIBILITIES. Board members appointed to committees are expected to attend all committee meetings and perform all assigned committee work in a timely manner.

SECTION 3. EXECUTIVE COMMITTEE. The Executive Committee shall be composed of the Chair, Vice-Chair, Treasurer, Secretary, and Immediate Past Chair if still serving on the Board of Directors.

ARTICLE IX. MEETINGS

SECTION 1. MEETINGS. The Pennsylvania law on open meetings, Act 84 of 1986 (the "Sunshine Law"), requires public libraries which have been designated by municipalities as their agencies to make meetings of the Board of Directors (Trustees) open to the public. Meeting notices must be advertised publicly. The dates, times and locations of meetings should be published at least three days prior to the meeting and posted at the principal office of the agency (the Library) or wherever the meeting will take place. The regular meetings of the Board shall be at a time and place designated by the board and be open to the public.

SECTION 2. QUORUM. A quorum for the transaction of all business at any meeting shall have three Trustees when the full Board consists of eight or nine Trustees, as long as each municipality is represented by at least one.

SECTION 3. NUMBER OF VOTES REQUIRED. Any business, except an amendment to the Bylaws or a motion to repeal or rescind, may be transacted at any regular Board meeting by a vote of a simple majority of those present, provided that each municipality is represented by at least one. An amendment to the Bylaws, or a motion to repeal or rescind, requires the affirmative vote of the number equal to a quorum. Written notice of a proposed amendment to the Bylaws shall be mailed or digitally distributed to all Members of the Board

at least five days prior to the meeting at which such action is proposed to be taken.

SECTION 4. PROXY VOTING. Proxy voting shall not be permitted.

SECTION 5. ABSENTEE VOTING. In the case of a vote on a motion which has been discussed at a regular meeting and is going to be placed at an upcoming meeting, a vote may be registered by a Trustee who will be absent. They must send their vote by a letter or electronic communication, to the Secretary prior to the meeting from which the Trustee will be absent.

SECTION 6. MINUTES. Board-approved minutes of meetings shall serve as the legal record of all board actions. The secretary is responsible for the preparation and distribution of the minutes. Each Trustee shall receive a copy of the preceding meeting's proposed minutes prior to the next regular board meeting. Minutes shall be revised, if necessary, and approved at the board's subsequent regular meeting. A copy shall be placed in the library for the public.

SECTION 7. RULES OF ORDER. The rules contained in Robert's Rules of Order Newly Revised shall govern meetings of the board of Trustees in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the board may adopt.

SECTION 8. PARTICIPATION BY TELEPHONIC OR OTHER MEANS.

Unless the Articles of Incorporation or these Bylaws provide otherwise, the Board of Trustees may permit any or all Trustees to participate in a regular or special meeting by, or conduct the meeting using, any means of communication by which all Trustees participating may simultaneously hear each other during the meeting. A Trustee participating in a meeting by this means is deemed to be present in person at the meeting.

SECTION 9. ACTION WITHOUT A MEETING. Unless the Articles of Incorporation or these Bylaws provide otherwise, action required or permitted to be taken at a Board of Trustees' meeting may be taken without a meeting if the action is taken by all Members of the Board. The action must be evidenced by one or more written consents describing the action taken, acknowledged by each Trustee, and included in the minutes reflecting the action taken. Action taken under this section is effective when the last Trustee acknowledges the consent unless the consent specifies a different effective date. Such a consent has the effect of a meeting vote and may be described as such in any document.

SECTION 10. SPECIAL MEETINGS. Special meetings of the Board may be called by or at the request of the Chair or the majority of the Board.

ARTICLE X. AMENDMENTS

These Bylaws may be amended or repealed by a majority vote of the members of the Board. The proposed change shall be presented in writing at a meeting of the Board, with copies distributed to those members not present, so that they will receive this information at least one (1) week before the meeting at which the proposed changes will be voted upon. The notice shall include the language of the proposed amendment or a summary of the changes to be effected thereby.

ARTICLE XI. DISSOLUTION

In the event of liquidation or dissolution of the Library, whether voluntary or involuntary, the Library shall adhere to the laws of the Commonwealth regarding the dissolution of the non-profit organization, and its assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

ARTICLE XII. CONFLICT OF INTEREST

SECTION 1. Trustees may not in their private capacity negotiate, bid for, or enter a contract in which they have a direct or indirect financial interest on behalf of the Boone Area Library.

SECTION 2. A Trustee shall withdraw from Board discussion, deliberation, and vote on any matter in which the Trustee, an immediate family member, or an organization with which the Trustee is associated has a substantial financial interest.

SECTION 3. A Trustee may not receive anything of value that could reasonably be expected to influence his or her vote or other official action.

Amendment made: March 15th, 2016, January 17th, 2017, July 18th, 2017.

Amendment made March 18, 2021.