
By-Laws

ARTICLE I - NAME

- 1.1 The name and title of this Corporation is the Kutztown Community Library, Inc.
- 1.2 The principal office of the Corporation shall be at 70 Bieber Alley, Kutztown, and Berks County, PA 19530.

ARTICLE II - CORPORATION

- 2.1 The corporate seal shall have inscribed thereon the name of the Corporation, the year of its organization and the words "Non-Profit Seal, Pennsylvania."
- 2.2 The Corporation shall keep a corporate minute book which shall contain, at a minimum, the following:
 - a. The duly executed copy of the Articles of Incorporation; and
 - b. the amended by-laws; and
 - c. a record of the proceedings of each meeting of the Board of Trustees and members.
- 2.3 The Corporation shall also keep appropriate, complete and accurate books or records of account.
- 2.4 All items required by the article to be maintained shall be open for inspection or examination by any member at all reasonable times and upon reasonable notice, for any reasonable purpose related to the interests of the Corporation.

ARTICLE III - PURPOSE

- 3.1 The purpose of this Corporation is to establish, administer and maintain a free public nonsectarian library to serve the informational, educational and recreational needs of all the residents of the Kutztown area by providing free access to an organized and useful collection of printed items and other materials and to provide the services of a staff member trained to recognize and provide for these needs.
- 3.2 This Corporation shall be operated exclusively for those purposes allowed an exempt organization under Section 501 (c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.
- 3.3 This Corporation is not organized for a pecuniary profit, and no part of its net earnings shall inure to the benefit of any member, director, or individual.
- 3.4 In the event of liquidation or dissolution of this Corporation, whether voluntary or involuntary, the Corporation shall adhere to the laws of the Commonwealth regarding the dissolution of a nonprofit organization

ARTICLE IV - MEMBERSHIP

Membership shall be composed of these persons holding a valid Kutztown Community Library card and/or residing in the service area assigned to the Kutztown Community Library by the Berks County Public Library System.

ARTICLE V - BOARD OF TRUSTEES AND OFFICERS

- 5.1 The property and business of the corporation shall be managed and controlled by a Board of Trustees which shall consist of no less than seven and no more than nine persons from the library service area.
- 5.2 Trustees shall be appointed in accordance with the Pennsylvania Library Code to serve for a three-year term. Terms shall run from January 1 to December 31. No Trustee may serve for more than two full consecutive terms. The Library Director, members of the Board, the general card-holding public, and the funding municipalities shall suggest names for Trustees.
- 5.3 A member of the Kutztown Borough Council of Kutztown shall serve as a non-voting member of the Board of Trustees.
- 5.4 The elective officers of this Board shall be president, vice-president, secretary, treasurer, and corresponding secretary. These elected officers shall comprise the Executive Board of the Corporation.
- 5.5 Officers of the Board shall be elected at the annual meeting of the board in January and assume office immediately. Officers shall serve for terms of one year with a maximum of four consecutive years but be eligible to serve one additional year with the unanimous vote of the Board. Any vacancy occurring in any office shall be filled by the Board of Trustees from the existing membership to complete the unexpired term.
- 5.6 A Nominating committee appointed annually by the Board president shall submit a single slate of officers in September and recommend Trustees to the Board to fill expired terms of any members. Additional nominations may be made from the floor provided the consent of the nominee shall first have been obtained. If there is more than one candidate for the same office, election shall be by ballot, and a majority vote shall elect.
- 5.7 A Personnel Committee, comprised of three members appointed by the Board, at least two of whom must be active Board members, shall deal with library personnel matters and serve as a liaison to the Borough Council Personnel Committee to resolve personnel issues.
- 5.8 Resignations from the Board shall be made in writing. Otherwise any member missing three or more consecutive regularly scheduled monthly board meetings without reasonable cause may be subject to removal by Board action. Any board member may be removed with or without cause with a two-thirds vote. Any vacancies shall be filled in accordance with the Pennsylvania Library Code, and such appointment shall be for the length of the term vacated.

ARTICLE VI - DUTIES OF THE OFFICERS

- 6.1 The officers shall have the usual duties and authority exercised by officers of a nonprofit corporation.
- 6.2 The president shall preside at all meetings of the Board, authorize the call for any

special meetings, appoint all committees, execute all documents authorized by the Board, serve as a member of the Personnel Committee, serve as an Ex-Officio member of all committees with the exception of the Nominating Committee, and generally perform all duties associated with that office.

- 6.3 The vice president shall exercise those duties mandated by the president in his or her absence, serve as a member of the Personnel Committee, and shall perform such other duties as are determined by the Board.
- 6.4 The secretary shall keep a true and accurate record of all meetings of the Board, shall issue notices of all regular and special meetings, and shall perform such other duties as are generally associated with that office.
- 6.5 The treasurer shall be the disbursing officer of the Board and shall perform such duties as are generally existent with that office.
- 6.6 The corresponding secretary or designee shall keep a true and accurate record of all major donations received including the date received, the amount, the full name and address of the donor(s), and the designated purpose, if any. The corresponding secretary or designee shall see that each gift is acknowledged by letter and shall be responsible for other correspondence for the Board as assigned.

ARTICLE VII - MEETINGS

- 7.1 The regular meeting of the Board shall be at a time and place designated by the Board and be open to the public. Majority serves as a quorum.
- 7.2 Special meeting of the Board may be called by the president or upon the request of any three members of the Board.
- 7.3 Attendance at Board meetings shall be mandatory. Legitimate absences from a meeting shall require notification in advance of the meeting. If any Board member has two consecutive unexcused absences, that member will be notified in writing. If a third consecutive unexcused absence occurs, the member will be encouraged to resign from the Board.
- 7.4 A meeting of the membership at large may be called at any time by the Board however an annual meeting shall be called at the beginning of the next calendar year at which time an executive committee and new members to the Board will be elected. Notice of such meetings shall be posted in the library and, when feasible, printed in the local newspaper at least one week prior to the meeting. A majority of the members present and voting at the meeting constitute a quorum.
- 7.5 Voting and other library business may be carried out by electronic means.
- 7.6 Telephone and Electronic Participation: Directors may participate in Board meetings and vote on matters discussed therein, by means of a conference telephone or similar communications equipment by means of which all persons participating in such meeting can hear each other at the same time. Participation by such means shall constitute in person presence of the Director at the meeting.

ARTICLE VIII - POLICY

8.1 All rules, regulations, and policies governing the library shall be set by the Board.

8.2 Library staff shall be selected by the Board, subject to Borough approval.

ARTICLE IX - GENERAL PROVISIONS

All checks or demands for money and notes of the Corporation shall be signed by the treasurer or another officer.

ARTICLE X - AMENDMENTS

The Board of Trustees shall adopt and amend the by-laws. By-laws may be amended by the majority vote of the Trustees present at any meeting of the Board, a quorum being present. Proposed changes shall have been submitted in writing to each Trustee at least two weeks prior to the meeting at which action is taken.

ARTICLE XI - PARLIAMENTARY PROCEDURE

Robert's Rules of Order, Newly Revised when not in conflict with these by-laws, shall govern the proceedings of the Board.

Approved 04/12/2012

Amended 6/13/2013

Amended: 10/09/2014

Amended: 10/08/2015

Amended: 12/30/2019

Amended: 05/14/2020