



# The Boyertown Community Library

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## BYLAWS

### ARTICLE I – Name

The name of the Corporation shall be the Boyertown Community Library. The Corporation is a Pennsylvania domestic 501(c)(3) nonprofit corporation.

### ARTICLE II – Records

**Section 2.1** The corporate seal shall have inscribed thereon the name of the Corporation, the year of its organization and the words “Corporate Seal, Pennsylvania.”

**Section 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 proofs of advertising the formation of the corporation; and c. the original bylaws, including all amendments, thereto; and d. a record of the proceeding of each meeting of the Board of Trustees.

**Section 2.3** The Corporation shall also keep appropriate, complete and accurate books or records of account.

**Section 2.4** All items required by this article to be maintained shall be open for inspection.

### ARTICLE III – Purpose

The purpose of the 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 library’s service area, which includes: Boyertown Borough, Earl Township, Colebrookdale Township, and Douglass (Berks) Township, by providing free access to an organized and useful collection of printed items and other resources and to provide a staff trained to recognize and provide for those needs.

The corporation shall be operated exclusively for those purposes allowed by a tax-exempt organization so that any income derived shall be income exempt from taxation.

## **ARTICLE IV – Membership**

The Corporation shall have no members entitled to vote on any matter or for any reason.

## **ARTICLE V – Board of Trustees and Officers**

**Section 5.1** The business and affairs of the Corporation shall be managed under the direction of the Board. The powers of the Corporation shall be exercised by, or under the authority of, the board except as otherwise provided by statute, the Articles of Incorporation, these Bylaws, or a resolution adopted by the Board.

**Section 5.2** The elected officers of this Board shall be president, vice-president, secretary, and treasurer. These elected officers shall comprise the executive committee of the corporation. Officers must be Trustees.

**Section 5.3** The Board of Trustees shall be comprised of no less than five and no more than twelve people. Trustees must be eighteen years of age or older.

**Section 5.4** A trustee's term shall be three (3) years, in accordance with section 411 of the Library Code except in case of a trustee who is elected at a meeting other than the annual meeting, in which case that trustee's initial term shall expire at the next annual meeting. Except as otherwise provided in these Bylaws, each trustee shall take office on the date of the annual meeting of the Board at which elected. A trustee who is elected at a meeting other than the annual meeting shall take office immediately upon election.. A trustee may only serve two (2) consecutive three-year terms. A new trustee must attend new board member training at the Berks County Public Libraries system office or an equivalent training directed by the Boyertown Community Library president.

**Section 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 (1) year. Any vacancy occurring in any office shall be filled by the Board of Trustees from the existing trustees. The replacement officer shall complete the unexpired term. At least one officer must attend the system board meeting, as required by the Berks County Public Libraries system.

**Section 5.6** A nominating committee shall be appointed annually by the executive committee and shall be composed of the Vice President and two trustees responsible for recommending a single slate of officers and trustees. 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 secret ballot, and a majority vote shall elect.

**Section 5.7** Appointment of Trustees shall be in accordance with the Pennsylvania Library Code with recommendations from current members of the Board of Trustees.

**Section 5.8** Any trustee may be removed from office for cause at any meeting of the Board by a majority vote of trustees then in office. Any trustee may be removed from office without assigning any cause at any meeting of the Board by a two-thirds vote of the trustees then in office. If a trustee is removed, the resulting vacancy may be filled by the Board at the same meeting.

**Section 5.9** The executive committee shall have the authority to exercise the full powers of the Board between meetings of the full Board when it is not feasible to convene a meeting of the full Board, when an emergency occurs, or when action must be taken expediently. The executive committee shall inform the Board of all actions taken at the next regular Board meeting held following such action, and the executive committee's action shall be subject to review and approval of the Board in accordance with these Bylaws.

## **ARTICLE VI – Duties of the Officers**

**Section 6.1** The president (or vice president, in the president's absence) shall preside at all meetings of the Board, appoint all committees, execute all documents authorized by the Board, serve as ex-officio member of all committees, with the exception of the nominating committee, and generally perform all duties associated with that office.

**Section 6.2** The vice-president shall exercise those duties mandated by the president in his or her absence and shall perform such other duties as are determined by the Board from time to time.

**Section 6.3** The secretary or designee shall keep a true and accurate record of all meetings of the Board and shall issue notices of all regular and special meetings, and shall perform such other duties as are generally associated with the office.

**Section 6.4** The treasurer shall be the disbursing officer of the Board and shall perform such duties as are generally existent with said office. In the absence or inability of the treasurer, his or her duties shall be performed by such other trustees of the Board as the Board may designate.

**Section 6.5** Any officer of the Board may be removed from their officer position by a majority of the trustees then in office whenever in their judgment the best interests of the Corporation will be served.

## **ARTICLE VII – Meetings and Quorum**

**Section 7.1** The regular meetings of the Board shall be at a time and place designated by the Board and be open to the public. The presence in person of a majority of trustees then in office shall constitute a quorum. The acts of a majority of the trustees present at a meeting at which a quorum is present shall be the acts of the Board. For purposes of these Bylaws, participation by videoconference, telephone or similar communications equipment shall constitute presence in person at any meeting of trustees.

**Section 7.2** Special meetings of the Board may be called by the president or his or her designee, or upon the request of any three trustees of the Board. Written or email notice of such special meeting must be

given to all trustees at least 24 hours prior to such special meeting. A trustee who attends and does not object to being provided with less than 24 hours' notice will be deemed to have waived the notice requirement.

**Section 7.3** Attendance at board meetings shall be mandatory. Legitimate absences from meetings shall require notification to the president or the secretary in advance of the meeting. If any trustee has two consecutive unexcused absences, that trustee will be notified in writing. If a third consecutive unexcused occurs, the trustee will be automatically removed from the Board.

**Section 7.4** Any action which may be taken at a meeting of the Board may be taken without a meeting, if a consent or consents in writing (including by email), setting forth and consenting to the action so taken, shall be signed by all trustees then in office and filed with the Secretary of the Corporation.

**Section 7.5** A trustee present at a meeting of the Board at which action on any matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the secretary of the meeting before or immediately after the adjournment of the meeting, but a Trustee who voted in favor of such action shall have no right to dissent therefrom.

#### **ARTICLE VIII – Policy**

**Section 8.1** All rules, regulations, and policies governing the library shall be reviewed and approved by the Board.

#### **ARTICLE IX – General Provisions**

**Section 9.1** All checks or demands for money and notes of the corporation, regardless of amount, shall be signed by the treasurer. One other officer, usually the president, shall cosign checks or demands for money.

**Section 9.2** The corporation shall indemnify any person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding (including actions by or in the name of the corporation to procure a judgment in its favor) by reason of the fact that he/she is or was a representative of the Corporation, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred, if such person has been successful on the merits or otherwise in any such action or, upon determination in the specific case that such indemnification is proper in the circumstances because he/she has met the standard of conduct application in Section 7741 or Section 7742 of the Pennsylvania Nonprofit Corporation Law of 1988, as amended. The Corporation may purchase and maintain insurance for the purpose of indemnification on behalf of any or all persons to the full extent permitted under Section 7747 of the Pennsylvania Nonprofit Corporation Law of 1988, as amended.

## **ARTICLE X – Amendments**

The Board of Trustees shall adopt and amend the Bylaws. Bylaws 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 the regular meeting that occurs prior to the meeting at which action is taken on the Bylaws.

## **ARTICLE XI – Parliamentary Procedure**

New Roberts Rules of Order, when not in conflict with these Bylaws and Pennsylvania State Library Code, shall govern the proceedings of the Board.

Reviewed and amended 9 November 2005

Reviewed and amended 13 May 2009

Reviewed and amended 9 June 2010

Reviewed 9 November 2011

Reviewed and amended 14 November 2012

Reviewed 13 April 2016

Reviewed and amended 25 July 2018

Reviewed and amended 26 January 2021