

# SCHUYLKILL VALLEY COMMUNITY LIBRARY

## BYLAWS

### ARTICLE I- NAME

- 1.1 The name of this organization shall be the Schuylkill Valley Community Library.
- 1.2 The registered office of the corporation shall be 1310 Washington Road, Bern Township, Berks County, Pennsylvania 19533.

### ARTICLE II- PURPOSE

- 2.1 The purpose of this institution shall be to enhance the education and quality of life for all community members by providing a point of access for information, self-enrichment, leisure and social connections within the community in accordance with the guidelines set forth by the American Library Association and/or the Pennsylvania Library System.
- 2.2 This exclusively charitable organization shall operate under section 501c(3) of the Internal Revenue Code.

### ARTICLE III- MEMBERSHIP

- 3.1 Membership shall be composed of those persons holding a valid Berks County Public Library card and designates their home library as the Schuylkill Valley Community Library.

### ARTICLE IV- TRUSTEES

- 4.1 Legal and financial responsibility for the operation of the Library is vested in the Board of Trustees. Trustees shall be eighteen years of age or older. The Board of Trustees shall consist of no less than five and no more than nine members.
- 4.2 Trustee terms of service shall be for three consecutive years. The Trustee may serve three consecutive, three-year terms, for a total maximum of nine years of service. The Trustee may apply for re-appointment to the Board of Trustees after a one calendar year absence from the board.
- 4.3 Resignation from the board will be made in writing. Upon a vacancy on the Board of Trustees, a nomination will be made, and a majority vote will be required to fill the vacant position. If this position was vacated prior to the end of the term, it will be filled for the length of the term vacated. After this initial term is completed, the individual will be eligible to complete two additional three-year terms.
- 4.4 Removal of a Trustee can occur with a majority vote when a quorum is present during a duly convened meeting, provided that written notice of the intention to expel and reasons therefore have been provided to the Trustees in the notice of the meeting.
- 4.5 Trustees shall attend at least three-fourths of the monthly meetings in a year. Failure to attend three-fourth of the monthly meetings in a year is cause for removal of the Trustee pursuant to Section 4.4 above.
- 4.6 A Trustee may also be removed, pursuant to Section 4.4 above, if the Trustee has committed an act which is inconsistent with the Trustee's continued service on the Board of Trustees.

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4.7 No pecuniary gain or profit, no electioneering, and no substantial lobbying shall occur. No earnings shall inure to the benefit of any Member, Director or Trustee.

4.7. No Trustee member shall receive any salary or any compensation for their service as a Trustee. The Board of Trustee may pay the Treasurer a stipend for performing said duties in such capacity. The Board of Trustees may authorize reimbursement to a Trustee for an out-of-pocket expense incurred on Library business. All reimbursements must be authorized by the Board of Trustees before the Trustee incurs the expenses in order to be eligible for reimbursement.

4.8 When determining a prospective Trustee, the Board of Trustees should take into account the following factors for the proposed Trustee: (1) does the proposed Trustee have an interest in meeting the objectives of the Library; (2) does the proposed Trustee have a willingness and the ability to devote the necessary amount of time required to the Board of Trustees to fulfill these objectives; (3) does the proposed Trustee have the skills and background to enhance the Library's purpose and functions?

4.9 A Trustee shall not vote or participate in any discussion on any agenda item which would directly, or indirectly, benefit said Trustee. At the time when an agenda item concerning such a conflict of interest comes to the floor, the Trustee shall abstain from voting on same and shall state for the record the reason why the Trustee has abstained.

### ARTICLE V- OFFICERS OF THE BOARD

5.1 The Executive Board shall consist of candidates that are chosen from the members of the Board of Trustees. These offices include a President, Vice-President, Secretary, Treasurer and any such other officers as the needs of the Library may require.

5.2 A nomination committee shall be appointed annually by the President and shall be composed of a chairperson and two other members, excluding the President. This committee shall be responsible for recommending a single slate of officers for the Executive Board. Additional nominations may be made from the floor provided the consent of the nominee shall first have been obtained. After the nominations are made the Executive Officers of the Library shall be elected via a majority vote from the Board of Trustees when a quorum is present. If there is more than one candidate for the same office, election shall be by secret ballot.

5.3 Officers of the Board shall be elected at the annual reorganization meeting, which takes place in January of every year. Election of Officers shall be the first item of business at the annual reorganization meeting.

5.4 Officers shall serve for a term of one year. Officers' terms of service will be limited to three terms. Once leaving office, the individual can remain a member of the Board of Trustees or become elected by a majority vote into another Officer position.

5.5 Resignation from an Executive Office shall be made in writing to the President or Vice-President. Vacancies shall be filled for the remainder of the term by the Board of Trustees from the existing board members via a majority vote when a quorum is present.

5.6 No individual shall hold more than one officer position at any time.

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5.7 Officers may be removed from the Board of Trustees by a majority vote of the Board of Trustees, when the Board of Trustees believes it is in the best interest of the Library.

#### ARTICLE VI- DUTIES OF OFFICERS

6.1 President: The President shall preside over the Board of Trustee meetings. The President shall serve as discussion leader during the meeting and shall encourage all members to participate. The President shall sign official documents requiring signature and may represent the Library in public and official capacities as instructed by the Board of Trustees. The President has one vote as a member of the board.

6.2 Vice President: The Vice President shall preside in the absence of the President and shall perform such other duties as are assigned by the board.

6.3 Secretary: The Secretary shall take a record of the meeting and ensure that same are prepared and distributed to the Board of Trustees. After the minutes are approved, the Secretary shall provide a permanent and correct copy for the archives of the Library. The Secretary shall sign documents and perform duties as assigned by the board.

6.4 Treasurer: The Treasurer shall be a bonded Officer of the Board of Trustees and is responsible for overseeing the financial operations of the Library. The Treasurer or the designee shall manage the books, deposit funds, prepare financial reports and write checks.

#### ARTICLE VII- LIBRARY DIRECTOR

7.1 The Board of Trustees shall select, appoint and evaluate a qualified Library Director who will be the Library's Executive and Administrative officer. The Library Director shall serve at the discretion of the Board of Trustees. The Library Director shall be responsible for the day-to-day administration and operation of the Library under the general policies approved by the board of Trustees.

7.2 The Library Director will report directly to the Board, execute the policies adopted by the Board, and shall be authorized to develop the Library program, establish the organizational structure, purchase materials and services and undertake such other activities as may be necessary for the Library's operation, subject to the policies established by the Board.

7.3 The Library Director shall attend all meetings of the Board. The Library Director shall prepare the monthly meeting Agenda and distribute it to the Trustees prior to the meeting. The Library Director shall make a monthly report to the board.

#### ARTICLE VIII- MEETINGS

8.1 Board of Trustees meetings shall be held on the second Wednesday of each month at 7:00pm at the registered office of the Library. Meetings may also be held at such times and places as a majority of the Trustees may designate. Notice of all meetings shall be in accordance with the Pennsylvania Sunshine Act, 65 Pa.C.S. §§ 701-716.

8.2 A meeting may be conducted solely by one or more means of remote communication through which all Trustees may participate if the number of Trustees participating, via live and remote communication, is sufficient to constitute a quorum. Communication devices that can be utilized shall include, without limitation, audio and/or video equipment which allow all Trustees and other meeting

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participants to interact on all motions, discussions and votes. Participation in a meeting by any of the above-mentioned means constitutes attendance at a meeting.

8.3 All Trustees shall make every effort to attend meetings at the physical location. A Trustee wishing to attend a meeting remotely using a communication device as noted in Section 8.2 above must provide advanced notice in writing to the Secretary or Director (unless notice is impractical). The Secretary will note the Trustee's attendance as being remote on the meeting minutes.

8.4 The Board of Trustees may vote on any action that would be taken at a board meeting, via mail and/or electronic mail without a meeting, if the Secretary provides the Trustees with a written ballot to vote on the action via mail and/or electronic mail. The ballot must set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by ballot is valid when the number of votes received is equal to the number required to establish a quorum. Any action taken via mail and/or electronic mail must be ratified at the next board meeting.

8.5 A majority of Trustees shall be necessary to constitute a quorum for the transaction of business.

8.6 Special meetings, if necessary, shall be called by the President or by one-third of the Board at any time. If a Special meeting is called, the Board of Trustees shall be provided with 72 hours' notice, stating the time, place and purpose of the Special Meeting. Public notice of a Special Meeting shall be provided in accordance with the Pennsylvania Sunshine Act, 65 Pa.C.S. §§ 701-716.

### ARTICLE IX- LIABILITY AND INDEMNIFICATION

9.1 The Library shall indemnify each of its Trustees, Officers and Employees against all reasonable expenses actually and necessarily incurred by him or her in connection with the defense of any litigation to which the individual may have been a party because he or she was Trustee, Officer or Employee of the Library. The right to indemnity for expenses shall also apply to the expenses of suits which are compromised or settled. The individual shall have no right of reimbursement, however, in relation to matters as to which he or she has been determined to be liable to the Library for negligence or misconduct in the performance of his or her duties.

9.2 Any Officer, Trustee, Library Director and Employee shall not be personally liable for monetary damages for any action taken or any failure to taken action, unless:

(a) They have breached or failed to perform their duties in accordance with the standard of conduct as contained in the SVCL policy "Standard of Conduct."

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

9.3 The indemnification and advancement of expenses provided pursuant to these Bylaws shall continue as to any individual who has ceased to be an Officer, Trustee or Library Director of the Library and shall inure to the benefit of the heirs, executors and/or administrators of such person.

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ARTICLE X- AMENDMENTS

10.1 The Bylaws may be amended by vote of two-thirds by the Board of Trustees at any duly convened meeting after not less than 10 days' notice of such purpose has been given, including a copy of the proposed amendment or a summary of the changes to be affected thereby.

10.2 The Bylaws may be amended by majority vote at a duly convened meeting of the Board of Trustees, after not less than 10 days' notice of such purpose has been given, including a copy of the proposed amendment or a summary of the changes to be affected thereby.

ARTICLE XI- MISCELLANEOUS

11.1 The fiscal year of the Library shall begin on the first day of January and end on the last day of December.

11.2 Robert's Rules of Order shall be the parliamentary authority for all matters of procedure not specifically covered by these Bylaws.

11.4 Upon the dissolution of the Schuylkill Valley Community Library, the Board of Trustees shall make provisions for the payment of all the liabilities of the corporation, dispose of all the remaining assets of the corporation exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

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Stephanie Schreiber, President

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Alia Emery, Secretary

Revised May 10, 2023