

AMENDED AND RESTATED B Y L A W S
OF
SPRING TOWNSHIP LIBRARY ASSOCIATION

Adopted as of October 13, 2011

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OF
SPRING TOWNSHIP LIBRARY ASSOCIATION
(a Pennsylvania Nonprofit Corporation)

ARTICLE I

EFFECTIVE DATE, MERGER, REGISTERED OFFICE AND FISCAL YEAR

Section 1.01. EFFECTIVE DATE. These Amended and Restated Bylaws shall be the Bylaws of Spring Township Library Association (the “Corporation”) and replace and supersede in their entirety as of the date of adoption all prior Bylaws of the Corporation and all prior amendments and restatements thereof.

Section 1.02. MERGER. The Corporation is the surviving corporation resulting from the merger of the Spring Township Library Association, a Pennsylvania non-profit corporation, and West Lawn-Wyomissing Hills Library, a Pennsylvania non-profit corporation, which merger was effected by Articles of Merger filed with the Pennsylvania Department of State on April 7, 2011.

Section 1.03. REGISTERED OFFICE. The registered office of the Corporation shall be at 2640 Westview Drive, Wyomissing, Pennsylvania 19610, until otherwise established by an amendment of the articles or by the Board of Directors and a record of such change is filed with the Department of State in the manner provided by law.

Section 1.04. OTHER OFFICE. The Corporation may also have offices at such other places within or without Pennsylvania as the Board of Directors may from time to time appoint or the business of the Corporation may require.

Section 1.05. FISCAL YEAR. The fiscal year of the Corporation shall begin on the first day of January in each year.

ARTICLE II

SEAL

Section 2.01. CORPORATE SEAL. The corporate seal shall have inscribed thereon the name of the Corporation, the year of its organization and the words "Corporate Seal, Pennsylvania".

ARTICLE III

PENNSYLVANIA LIBRARY CODE

Section 3.01. PENNSYLVANIA LIBRARY CODE. The Corporation is a Local Library as that term is defined in The Library Code of the Commonwealth of Pennsylvania. To the extent that any provision of these Bylaws is inconsistent with the provisions of the provisions of The Library Code, the provisions of The Library Code shall supersede the provisions of these Bylaws.

ARTICLE IV

DIRECTORS

Section 4.01. POWERS; NUMBER AND TERM OF OFFICE. The business and affairs of this Corporation shall be managed by its Board of Directors, which shall consist of such number of Directors, not less than five (5) nor more than seven (7), as may be determined from time to time by resolution of the Township of Spring. The Directors shall be natural persons of full age and who meets such requirements as are set forth in The Library Code. The terms of office of each of the members of the Board of Directors shall be as determined by the Township of Spring in compliance with the provisions of The Library Code.

Section 4.02. ADDITIONAL POWERS. In addition to the powers and authorities by these Bylaws expressly conferred upon them, the Board of Directors may exercise all such powers of this Corporation and do all such lawful acts and things as are not by the Library Code or other statute or by the Articles or by these Bylaws precluded.

Section 4.03. PLACE OF MEETINGS. The meetings of the Board of Directors may be held at such times and at such place or places within this Commonwealth or elsewhere, as a majority of the Directors may from time to time appoint, or as may be designated in the notice calling the meeting.

Section 4.04. NOTICE OF MEETINGS. Notice of each meeting of the Board of Directors shall be given in compliance with the provisions of the Pennsylvania Sunshine Law, Act 84 of 1986, as amended, and such other laws of the Commonwealth of Pennsylvania as shall be applicable.

Section 4.05. QUORUM AND ACTION BY DIRECTORS. A majority of the Directors in office shall be necessary to constitute a quorum for the transaction of business and the acts of a majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. Any action which may be taken at a meeting of the Directors may be taken without a meeting, if a consent or consents in writing setting forth the action so taken shall be signed by all of the Directors in office and shall be filed with the Secretary of the Corporation.

Section 4.06. EXECUTIVE AND OTHER COMMITTEES. The Board of Directors may, by resolution adopted by a majority of the Directors in office, establish one or more committees to consist of one or more Directors of the Corporation. Any such committee, to the extent provided in the resolution of the Board of Directors or in the Bylaws, shall have and may exercise all of the powers and authority of the Board of Directors, except that no such committee shall have any power or authority as to the following:

- (a) The filling of vacancies in the Board of Directors.
- (b) The adoption, amendment or repeal of the Bylaws.
- (c) The amendment or repeal of any resolution of the Board.
- (d) Action on matters committed by the Bylaws or resolution of the Board of Directors to another committee of the Board.
- (e) Action inconsistent with the provisions of The Library Code or other applicable statute or law of the Commonwealth of Pennsylvania.

Section 4.07. COMPENSATION. No member of the Board of Directors shall receive compensation for his or her services as a Director.

Section 4.08. REMOVAL OF DIRECTORS. No Director shall be removed from office other than in compliance with the applicable laws of the Commonwealth of Pennsylvania.

Section 4.09. FIDUCIARY RELATIONSHIP. A Director of the Corporation shall stand in a fiduciary relation to the Corporation and shall perform his or her duties as a Director, including his or her duties as a member of any committee of the Board

upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of the Corporation, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his or her duties, a Director shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared by any of the following:

(a) One or more officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented.

(b) Counsel, public accountants or other persons as to matters which the Director reasonably believes to be within the professional or expert competence of such person.

(c) A committee of the Board upon which he or she does not serve, duly designated in accordance with law, as to matters within its designated authority, which the Director reasonably believes to merit confidence.

A Director shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted.

In discharging the duties of their respective positions, the Board of Directors, committees of the Board and individual Directors may, in considering the best interests of the Corporation, consider the effects of any action upon employees, upon suppliers and customers of the Corporation and upon communities in which offices or other establishments of the Corporation are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of this section.

Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a Director or any failure to take any action shall be presumed to be in the best interests of the Corporation.

Section 4.10. PERSONAL LIABILITY. A Director of the Corporation shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless:

(a) The Director has breached or failed to perform the duties of his or her office under this Article.

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

The provisions of this section shall not apply to:

- (1) The responsibility or liability of a Director pursuant to any criminal statute; or
- (2) The liability of a Director for the payment of taxes pursuant to local, State or Federal law.

ARTICLE V

OFFICERS

Section 5.01. OFFICERS GENERALLY. The executive officers of the Corporation shall be chosen by the Board of Directors, and shall be a President, Vice President, Secretary, Treasurer and such other officers and assistant officers as the Board of Directors may deem necessary. **All such officers shall be members of the Board of Directors.** They shall hold their offices for a term of one (1) year and shall have such authority and shall perform such duties as are provided by the Bylaws and as shall from time to time be prescribed by the Board of Directors. It shall not be necessary for the officers to be Directors and any number of offices may be held by the same person. The Board of Directors may secure the fidelity of any or all such officers by bond or otherwise.

Section 5.02. REMOVAL OF OFFICERS AND AGENTS. Any officer or agent may be removed by the Board of Directors in compliance with the applicable laws of the Commonwealth of Pennsylvania whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights of any person so removed.

Section 5.03. THE PRESIDENT. The President shall be the chief executive officer of the Corporation; he or she shall preside at all meetings of the members and Directors; he or she shall have general and active management of the affairs of the Corporation; shall see that all orders and resolutions of the Board are carried into effect, subject, however, to the right of the Directors to delegate any specific powers, except such as may be by statute exclusively conferred on the President, to any other officer or officers of the Corporation. He or she shall execute bonds, mortgages and other documents requiring a seal, under the seal of the Corporation. He or she shall be ex-officio member of all committees and shall have the general powers and duties of supervision and management usually vested in the office of President.

Section 5.04. THE VICE PRESIDENT. The Vice President shall act in all cases for and as the President in the latter's absence or incapacity, and shall perform such other duties as he or she may be required to do from time to time.

Section 5.05. THE SECRETARY. The Secretary shall attend all sessions of the Board and all meetings of the members and act as clerk thereof, and record all the votes of the Corporation and the minutes of all its transactions in a book to be kept for that purpose; and shall perform like duties for all committees of the Board of Directors when required. He or she shall give, or cause to be given, notice of all meetings of the members and of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision he or she shall be. He or she shall keep in safe custody the corporate seal of the Corporation, and when authorized by the Board, affix the same to any instrument requiring it.

Section 5.06. THE TREASURER. The Treasurer shall have custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation, and shall keep the moneys of the Corporation in a separate account to the credit of the Corporation. He or she shall disburse the funds of the Corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and Directors, at the regular meetings of the Board, or whenever they may require it, an account of all of his or her transactions as Treasurer and of the financial condition of the Corporation. The Treasurer shall give bond to the Township of Spring with satisfactory surety in such amount as the Board of Directors may determine.

ARTICLE VI

VACANCIES

Section 6.01. OFFICER OR AGENT. If the office of any officer or agent, one or more, becomes vacant for any reason, the Board of Directors may choose a successor or successors, who shall hold office for the unexpired term in respect of which such vacancy occurred.

Section 6.02. BOARD OF DIRECTORS. Vacancies in the Board of Directors, including vacancies resulting from an increase in the number of Directors, shall be filled by the Township of Spring in accordance with the provisions of The Library Code.

ARTICLE VII

BOOKS AND RECORDS

Section 7.01. REQUIRED RECORDS. The Corporation shall keep an original or duplicate record of the proceedings of the members and the Directors, the original or a copy of its Bylaws, including all amendments thereto to date, certified by the Secretary of the Corporation, and an original or a duplicate membership register, giving the names of the members, and showing their respective addresses and the class and other details of the membership of each. The Corporation shall also keep appropriate, complete and accurate books or records of account. The records provided for herein shall be kept at either the registered office of the Corporation in this Commonwealth, or at its principal place of business wherever situated.

Section 7.02. RIGHT OF INSPECTION. Every person shall have the right to inspect the membership register, books and records of account, and records of the proceedings of the Corporation in accordance with applicable law.

ARTICLE VIII

MEMBERSHIP CERTIFICATES

Section 8.01. CERTIFICATES OF MEMBERSHIP. Membership in the Corporation shall not be evidenced by a Certificate of Membership.

ARTICLE IX

TRANSACTION OF BUSINESS

Section 9.01. REAL PROPERTY. The Corporation shall make no purchase of real property nor sell, mortgage, lease away or otherwise dispose of its real property, unless authorized by a vote of a majority of the members in office of the Board of Directors.

Section 9.02. INCOME. Whenever the lawful activities of the Corporation involve among other things the charging of fees or prices for its services or products, it shall have the right to receive such income and, in so doing, may make an incidental profit. All such incidental profits shall be applied to the maintenance and operation of the lawful activities of the Corporation, and in no case shall be divided or distributed in any manner whatsoever among the Directors or officers of the Corporation.

Section 9.03. CHECKS. All checks or demands for money and notes of the Corporation shall be signed by such officer or officers as the Board of Directors may from time to time designate.

ARTICLE X

ANNUAL REPORT

Section 10.01. ANNUAL REPORT. The Board of Directors shall present annually to the Township of Spring an annual report in the form and as required by The Library Code. Such annual reports shall be filed in this Corporation's minute book.

ARTICLE XI

NOTICES

Section 11.01. MANNER OF NOTICE. Except as required by applicable law, whenever written notice is required to be given to any person, it may be given to such person, either personally or by sending a copy thereof by first class mail, postage prepaid, or by telegram, charges prepaid, to his or her address appearing on the books of the Corporation, or, in the case of Directors, supplied by him or her to the Corporation for the purpose of notice. If the notice is sent by mail or by telegraph, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or with a telegraph office for transmission to such person. A notice of meeting shall specify the place, day and hour of the meeting and any other information required by statute or these Bylaws. When a special meeting is adjourned it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken.

Section 11.02. WAIVER OF NOTICE. Except as required by applicable law, whenever any written notice is required to be given under the provisions of the statute or the Articles or Bylaws of this Corporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Except as otherwise required by statute, neither the business to be transacted at nor the purpose of a meeting need be specified in the waiver of notice of such meeting. Attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

ARTICLE XII

MISCELLANEOUS PROVISIONS

Section 12.01. USE OF CONFERENCE TELEPHONE AND SIMILAR EQUIPMENT. One or more persons may participate in a meeting of the Board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

ARTICLE XIII

INDEMNIFICATION

Section 13.01. SCOPE OF INDEMNIFICATION. To the extent permitted by applicable law, the Corporation shall indemnify each of its Directors, officers and employees whether or not then in service as such (and his or her executor, administrator and heirs), 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 is or was a Director, officer or employee of the Corporation. The individual shall have no right to reimbursement, however, in relation to matters as to which he or she has been adjudged liable to the Corporation for negligence or misconduct in the performance of his or her duties, or was derelict in the performance of his or her duty as Director, officer or employee by reason of willful misconduct, bad faith, gross negligence or reckless disregard of the duties of his or her office or employment. The right to indemnity for expenses shall also apply to the expenses of suits which are compromised or settled if the court having jurisdiction of the matter shall approve such settlement.

The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to that which such Director, officer or employee may be entitled.

ARTICLE XIV

AMENDMENTS

Section 14.01. AMENDMENT OF BYLAWS. These Bylaws may be adopted, amended or repealed by the majority vote of the Board of Directors of this Corporation.