# BYLAWS OF THE BOONE AREA LIBRARY

## Preamble

The Boone Area Library Bylaws as amended having been found to need amplification; the following revision is enacted in place thereof. This revision shall have no retroactive effect, and is not understood as nullifying any Board action or election of officers, which have taken place prior to the effective date of the following rules and regulations.

## Article One

**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.

**Definition:**

"(1) Local Library. Any free, public nonsectarian library, whether established and maintained by a municipality or by a private association, corporation or group, which serves the information, educational and recreational needs of all the residents of the area for which its governing body is responsible, by providing free access (including free lending and reference services) to an organized and currently useful collection of printed items and other materials and to the services of a staff trained to recognize and provide for these needs."

**Section 2. OFFICE**. The principal office for the transaction of business for the Boone Area Library, Inc. (herein after 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 from time to time appoint or the activities of the Library may require.

## Article Two

**Section 1. SEAL**. 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. RECORDS.** The Library shall keep a corporate minute book, which shall contain, at a minimum, the following:

a. The duly executed copy of the Articles of Incorporation.
b. The original bylaws, including all amendments thereto.
c. The Library shall also keep a record of the proceedings of each meeting of the Board of Trustees.

d. The Library shall also keep appropriate, complete, and accurate books or records of account.

e. The records provided for herein shall be kept at the Library's principal place of business, wherever situated.

f. All items required by the article to be maintained shall be open for inspection or examination by any member of the public at all reasonable times and upon reasonable notice, for any reasonable purpose related to the interest of the Library.

## Article Three

**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: A community 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 to 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 life long 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 be operated exclusively for those purposes allowed an exempt organization under Section 501 © (3) of the Internal Revenue Code and its regulations as they now exist or as they may be hereinafter amended. The Library is not organized for pecuniary profit, and no part of its net earnings shall inure to the benefit of any member, Trustee or individual. 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 © (3) of the Internal Revenue Code.

## ARTICLE FOUR

**Section 1. TRUSTEES.** Business and affairs of the Library shall be managed by a Board of Trustees (hereinafter referred to as the Board), 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 shall appoint trustees in accordance with Section 411 of the Pennsylvania Library Code. The Board should submit its suggested names to the municipalities by November 1st, 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 shall serve until their successors have been appointed. 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. DUTIES OF TRUSTEES.**

a) To employ a competent and qualified Librarian.
b) To adopt written policies to govern the operation and program of the Library.
c) To assist in the preparation of the annual budgets and approve the final document.
d) To participate actively in fundraising projects and other activities of the Library, and to serve on committees as assigned by the Chair.
e) To attend all Board meetings and see that accurate records are kept on file at the Library.
f) To notify the Chair (or other officer if unable to reach the Chair) if unable to attend a Board meeting.
g) To read Board minutes and other material sent out pertaining to Library business.

h) To be alert to conflicts of interest. No Trustee may engage in any practice of private increment from the position held on the Board. Further, Trustees must disclose business and / or family relationships that create an actual or potential conflict of interest.

**Section 5. TERMINATION**. The position of any Trustee with two Consecutive unexcused absences or a total of four absences from regularly scheduled monthly meetings in one calendar year will be deemed vacant.

**Article Five**

**Section 1. OFFICERS OF THE BOARD**. The Officers of the Board shall be a Chair, a Vice-Chair, a Treasurer, a Recording Secretary and a Corresponding 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 an unanimous vote by 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.

**Article Six**

**Section 1. DUTIES OF THE CHAIR.** The Chair shall:

1. Preside at all meetings of the Board.
2. Authorize the call for any special meetings.
3. Appoint all Committee Chairs except the Nominating Committee.
4. Appoint two additional members to each committee except the Nominating committee.
5. Serve as ex-office member of all committees except the Nomination Committee.
6. Execute all documents authorized by the Board.
7. Generally perform all duties associated with that office.

8. Prepare, with the Librarian, an agenda and make it available to Board members in advance of the Board meeting.
9. Co-sign all legal and financial documents with secretary.

**Section 2. DUTIES OF THE VICE-CHAIR.** The Vice-Chair shall Exercise those duties mandated to the Chair in his or her absence and shall perform such other duties as determined by the Board from time to time.

**Section 3. DUTIES OF THE TREASURER.** The Treasurer shall be the disbursing officer of the Board and shall perform such duties as are generally existent with said office. The Treasurer shall:

1. Establish needed bank accounts in the name of the Library and transact.
2. Library Business in a timely manner.
3. Be responsible for a complete accounting of all receipts and disbursements.
4. Provide current financial statements at the monthly Library Board meeting for Board approval.
5. Provide a budget for yearly income and expenses for Board approval. The Treasurer shall consult with other Board members and the Head Librarian in the Preparation of the Budget.
6. Submit to accountant necessary records for preparation of required tax statements.
7. Submit all financial records for audit as required by the Federal, State or County government, by the Berks County Public Library System or by this Library.

The Treasurer may appoint a committee whose members are not necessarily Trustees, to give advice, do research, or assist in whatever way the Treasurer Shall orally report to the Board in detail on the work of the Treasurer, for the purpose of informing and educating the Board. If possible, the Treasurer should see that at least one Trustee in addition to the Chair and Vice-Chair is familiar with the work of the Treasurer. .

**Section 4. DUTIES OF THE RECORDING SECRETARY**. The recording 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. The recording Secretary will also send minutes and monthly treasurer reports to each municipality the library serves. The recording Secretary will also co-sign all

legal and financial documents along the Chair.

**Section 6. RESIGNATION**. Resignation from any office shall be made in writing to the Board Chair or Vice-Chair.

**Article Seven**

**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 in the newspapers at least three days prior to the meeting and also 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 be four 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 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 (5) 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, an absentee vote may be registered by a Trustee who will unavoidably be absent, by a letter delivered to the Recording Secretary prior to the meeting from the absent Trustee.

**Section 6. THE CHAIR'S VOTE**. The Chair may vote upon and may move or second motions before the Board.

**Article Eight**

**Section 1. HIRING OF LIBRARIAN AND ASSISTANT LIBRARIANS.** The Board shall hire a Librarian, Assistant Librarian and Aides subject to the budgetary approval of the Treasurer. The Board shall hire, such Assistant Librarians as may be required to provide Library service to the designated service

area, with the recommendation of the Head Librarian and subject to the budgetary approval of the Treasurer.

**Section 2. DUTIES AND RESPONSIBILITIES OF THE HEAD LIBRARIAN, ASSISTANT LIBRARIANS AND AIDES.**

1. The Head Librarian and Assistant Librarian act on behalf of the Board and its policies. The Head Librarian shall direct the day to day activities of the Library and shall be held responsible for the proper direction and supervision of the staff.
2. The Head Librarian shall be held responsible for the care and maintenance of the Library property; therefore nothing should be brought to or taken away from the Library without the consultation with and approval *of* the Librarian. Fax machine, telephone, computer (s), copier or other Library equipment is to be used only for Library purposes.
3. Trustees needing to use equipment for Library purposes should check first with staff to avoid a conflict with staff's need to use the equipment.
4. The Head Librarian is the custodian of the keys to the Library. If a Trustee needs access to the Library when it is closed, he or she should make arrangements with the Head Librarian.
5. The Head Librarian shall be held responsible for the financial operation of the Library within the limitations of the budgeted appropriations.
6. The Head Librarian shall attend all Board meetings except those parts of a meeting in which the Librarian's salary, tenure or performance are discussed.
7. The Head Librarian shall assist the Chair in the preparation of the agenda for each Board meeting.

## Article Nine

**Section 1. AGENDA**. The general format of the agenda shall be as follows:

a) Call to order and recording of attendance. Determine that a quorum exist;
b) Minutes of the previous meeting. Call for any corrections or additions. Motion to accept.
c) Report of the Librarian.
d) Report of the Treasurer.

e) Report of the Chair and Trustees.
f) Discussions or motions re policies.
g) Planning (Committee reports).
h) Old business.
i) New business.
j) Business for next agenda.
k) Announcements.
l) Adjournment to date, times and place.

If there is a reason to take up a matter out of order (such as a guest speaker or an urgent report by a committee), a motion to suspend the rules may be made.

## Article Ten

**Section 1. COMMITTEES**. The chairs of all Committees, except nomination, shall be appointed by the Chair and shall be Trustees. Committee members need not be Trustees unless so specified in these Bylaws. The Chair may appoint two additional, members of each, committee except Nomination: the chair of the committee as needed may appoint other members. The Chair should be notified of these appointments.

**Section 2. STANDING COMMITTEES**. The standing committees of the Board shall be:

a) Annual giving.
b) Audit. At least (2) two Trustees charged with making the annual audit. Together with the Treasurer they should also review the Financial Procedures Policy and make recommendations to the Board.
c) Computer. At least (2) two Trustees to review computer use and needs and to recommend computer education as needed for staff and Trustees.
d) Fund Raising Projects. The Chair of this committee may appoint members of the committee to chair a sub-committee responsible for a particular project. The Fund Raising Projects Chair should see there is good Communication between the Treasurer and the project Chair, and review the project, but is not expected to run the project itself.
e) Nominating. Three members of the Board, elected by the Board, not to include the Chair, shall present a slate of candidates for officers at the reorganization meeting in December. The nominating Committee shall also present names to the Board, which the Board shall vote upon, to be sent to the municipalities as suggested Trustees for full or mid-term appointment.

f) Personnel. Three members of the Board in addition to the Chair are charged with seeing that evaluation of staff is done at least once a year. The committee evaluates the Librarian, and the Librarian evaluates the rest of the staff. The Chair of the Committee shall review the Librarian's evaluation with him or her, and the Librarian shall review each staff member's evaluation with him or her. The Librarian shall report the evaluation of the staff to the Board in a meeting of the whole.

g) Property. A member of the board will be responsible for the arranging the maintenance and upkeep of the physical building.

**Section 3. AD HOC COMMITTEES.** The Chair as needed may appoint ad Hoc Committees.

## Article Eleven

**Section 1. Rules.** The rules contained in the current edition of the Robert's rules of Order New Revised, shall govern the Library in all cases to which they are Applicable and in which they are not consistent with these Bylaws and any special rules the Library may adopt.

## Article Twelve

## INDEMNIFICATION OF TRUSTEES AND OFFICERS, AND LIMITATION OF TRUSTEE'S PERSONAL LIABILITY

**Section. 1. PERSONAL LIABILITY OF TRUSTEES.** The Library shall indemnify to The full extent required by law, and may indemnify or agree to indemnify to the full extent permitted by law, any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or contemplated action, suit, or proceeding whether civil, criminal, administrative or investigative, by reason of that person's being or having been a Trustee, officer, employee, or agent of the Library or any other enterprise at the request of the Library. Not withstanding the foregoing, 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 2. LIMITATION OF TRUSTEE'S PERSONAL LIABILITY.** No Trustees shall be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless:

a) The Trustee has breached or failed to perform the duties of his or

b) her office relating to the standard of care and justifiable reliance;

c) The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. Provided, however, that 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.

**Section 3. STANDARDS OF CARE FOR THE TRUSTEES AND JUSTIFIABLE RELIANCE BY TRUSTEES.**

The Trustee shall stand in a fiduciary relationship to the Library and shall perform 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 interest of the Library, 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 Trustee 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 or presented by any of the following:

a) One or more officers or employees of the Library show the Trustee reasonably believes to be reliable and competent in the matter presented.

b) Counsel public accountants or other persons as to matters, which the Trustee 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 committee the Trustee reasonably believes to merit confidence.

A Trustee shall not be considered to be acting in good faith if he or she has knowledge concerning the matters in question that would cause his or her reliance to be unwarranted. In discharging the duties of their respective positions, the Board, committees of the Board and individual Trustees may, in considering the best interest of the Library, consider the effects of any action upon employees, upon suppliers and patrons of Library, and upon communities in which the Library is located, and other pertinent factors. The consideration of those factors shall not constitute a violation of the foregoing duties of the Trustees as set forth herein. Absent a breach of fiduciary duty, lack of good faith or self-dealing, action taken as a Trustee or any failure to take any action shall be presumed to be in the best interest of the Library.

Amendment made March 15, 2016
Amendment made January 17th, 2017.
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