BYLAWS OF THE
MIFFLIN COMMUNITY LIBRARY

ARTICLE I -- NAME

1. The name of the organization shall be the Mifflin Community Library.
2. The registered office of the corporation shall be 6 Philadelphia Avenue, Shillington, Berks County, Pennsylvania, 19607 or other place(s) as the Board shall designate from time to time.

ARTICLE II -- PURPOSE

1. The purpose of the corporation is to establish, administer and maintain, in accordance with the American Library Association's guidelines Freedom to Read, Freedom to View and the Library Bill of Rights, a free, public, nonsectarian library to serve the informational, educational and recreational needs of all the residents of the Governor Mifflin area by providing free access to an organized and useful collection of printed materials, electronic media and emerging technologies and to provide the services of a staff trained to meet these needs.
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. 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.
4. In the event of liquidation or dissolution of this corporation, whether voluntary or involuntary, the assets of the corporation received from any source whatsoever, after payment of all debts and obligations of the corporation, shall be used or distributed subject to laws of the Commonwealth of Pennsylvania exclusively for purposes within those set forth in this article and within the intendment of Section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations as they now exist or as they may hereafter be amended.
5. The operating location of the Mifflin Community Library shall be 6 Philadelphia Avenue, Shillington, Berks County, Pennsylvania, 19607 or such other place(s) as the Board shall designate from time to time.

ARTICLE III -- RECORDS

1. The corporate seal shall have inscribed thereon the name of the corporation, the year of its organization and the words "Corporate Seal, Pennsylvania."
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
   b. the proofs of advertising the formation of the corporation
   c. the original bylaws, including all amendments, thereto, and
d. a record of the proceeding of each meeting of the Board of Directors and the members.

3. The corporation shall also keep appropriate, complete and accurate books or records of account.

4. All items required 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 IV -- MEMBERSHIP

Membership in Mifflin Community Library shall be free for all the residents and taxpayers of Berks County, subject to such reasonable rules and regulations as the board of library directors may adopt, and the board may exclude from the use of the library any person who willfully violates such rules. The board may extend the privileges of use to persons residing outside the limits of the county upon such terms and conditions as the board may prescribe.

ARTICLE V -- DIRECTORS AND OFFICERS

1. The business and affairs of this corporation shall be managed by a Board of Directors. The Board of Directors (hereafter also called "the Board") shall be composed of nine (9) voting persons who reside or work in the library service area or who have a significant historical relationship with the service area. Names for members of the Board shall be suggested by either the funding municipalities, other Board members, or the general card-holding public. Each funding municipality who contributes at least 15% of the library's annual local municipal support may name up to two directors to the Board (provided the total number of directors does not exceed nine).

2. The first appointees (as a first year state-aided public library) shall be appointed one-third for one year, one-third for two years and one-third for three years. Thereafter, all appointments to fill the places of those whose terms expire shall be for a term of three years. Vacancies shall be filled for unexpired terms. All members shall serve until their successors are appointed. A Director may serve up to four consecutive terms. The Director year will begin and end at the January board meeting.

3. The elected officers of the Board shall be President, Vice-President, Secretary and Treasurer. These elected officers shall comprise the executive board of the corporation.

4. Officers of the Board shall be elected biennially at the annual meeting of the Board in January and assume office immediately. Officers shall serve for terms of two (2) years and may serve up to three (3) consecutive terms. In the event there is not a replacement available by the annual meeting, current officers may maintain their office until a replacement may be found. Any vacancy occurring in any office shall be filled by the Board of Directors from the existing membership. The replacement officer shall complete the unexpired term.
5. A nominating committee for officers of the Board shall be appointed prior to an election year by the Board president and shall be composed of a chairperson and two other members—at least one of whom shall be a member of the Board. This committee shall be responsible for recommending a single slate of officers for the executive committee. 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, elections shall be by ballot. A majority vote shall elect.

6. A special nominating committee to recommend new members of the Board shall be appointed by the President of the Board if the Board membership falls below nine (9) persons. This committee shall be composed of a chairperson and two other members—at least one of whom shall be a member of the Board. Nominations for members of the Board shall be made after conferring with other Board members, the general card-holding public and the funding municipalities.

7. Resignations from the Board shall be made in writing. Any vacancies on the Board shall be filled by the Board or its funding municipalities, and such appointments shall be for the length of the term vacated.

8. Any director may be removed by the Board of Directors by a two-thirds vote of the directors present at a meeting in which there is a quorum whenever in the judgment of the Board of Directors the best interests of the corporation will be served thereby.

9. The Board may provide for ex-officio (non-voting) members and appoint committees as deemed advisable.

ARTICLE VI -- DUTIES OF THE OFFICERS

1. The officers shall have the usual duties and authority exercised by officers of a nonprofit corporation. All officers of the Board shall be bonded.

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, represent the Board in public and official capacities, serve as an ex-officio member of all committees, and generally perform all duties associated with that office.

3. 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.

4. The Secretary shall keep a true and accurate record of all meetings of the Board, shall distribute said minutes upon their availability, shall issue notices of all regular and special meetings, shall sign documents which so require the signature of that office and shall perform such other duties as are generally associated with the office.

5. The Treasurer shall be responsible for the financial operations of the library and shall provide a financial report at every regular meeting of the Board and any other financial matters as the Board deems necessary. The Treasurer shall maintain the official financial records file of the corporation and sign checks, as well as oversee the payment of bills, preparation of checks, deposit of funds, and preparation of financial reports by the bookkeeper. In the absence of the Treasurer, checks may be signed by the President, Vice-President or Secretary.
6. Resignation from an executive office shall be made in writing to the Board President or Vice President.

7. Any meeting of the Officers shall include all four (4) positions thereof, and any recommendation to the Board by the Officers thereof shall be made only after consultation with the full panel of Officers currently seated.

ARTICLE VII -- MEETINGS AND QUORUM

1. The regular meetings of the Board shall be at a time (normally the fourth Wednesday evening of each month) and place designated by the Board and shall be open to the public. The Board will meet a minimum of nine (9) times a year. A majority of the Directors of the Board shall constitute a quorum.

2. Special meetings of the Board may be called by the President or upon the request of any three Board members. Notice of the time and place of a special meeting shall be afforded to all members of the Board.

3. A meeting of the membership at large may be called at any time by the Board. Notice of such meetings shall be posted in the Library at least one week prior to the meeting. For any special votes of the membership, a majority of the members present and voting at the meeting shall constitute a quorum.

4. Votes which need to be taken between meetings may be accomplished through email voting, compiled by the secretary and recorded in the minutes of the next meeting.

ARTICLE VIII -- POLICIES

1. All rules, regulations, and policies governing the library shall be approved by the Board.

2. Attendance at Board meetings at scheduled meetings shall be considered mandatory and necessary. Absences from said meetings shall require notification in advance of the meeting. The Board shall notify any member who incurs two (2) or more consecutive unexcused absences as being unacceptable attendance. Should a third (3rd) such consecutive and unexcused absence occur, the member may be removed by vote of the Board without prior notice to said member.

3. The Library Director shall be selected by the Board. If more than one person is nominated, the person receiving the majority approval of the Board shall be named Library Director. The Library Director, once elected by vote of the Board of Directors to that office, shall have an indefinite term of office, and may maintain that office until resignation or removal. Removal shall be by the same rules and procedures as the removal of any member of the Board of Directors. The salary of the Library Director shall be determined by the Board of Directors as deemed appropriate.

4. The approval and hiring of any and all employee(s) retained by the Mifflin Community Library, as well as the salary thereof, shall require the approval of the Board of Directors by majority vote.
ARTICLE IX -- GENERAL PROVISIONS

1. The fiscal year of the corporation shall run from January 1 to December 31.
2. All checks or demands for money and notes of the corporation shall be signed by the Treasurer or another officer in the Treasurer's absence.
3. A director shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless the director has breached or failed to perform the duties of his or her office under section 8363 of the Directors' Liability Act (relating to standard of care and justifiable reliance); and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The provision of this section shall not apply to the responsibility or liability of a director pursuant to any criminal statute; or the liability of a director for the payment of taxes pursuant to local, State or Federal law.
4. Except where inconsistent with law or these bylaws, corporate proceedings shall be governed by the latest edition of Robert's Rules of Order.

ARTICLE X -- AMENDMENTS

The Board of Directors shall adopt and amend the bylaws. Bylaws may be amended by the majority vote of the directors present at any meeting of the Board where a quorum is present. Proposed bylaw changes shall be submitted in writing to each director at least two weeks prior to the meeting at which action is taken.

MIFFLIN COMMUNITY LIBRARY, INC.

By: [signature]  
President

Attest: [signature]  
Secretary