



# HAMBURG PUBLIC LIBRARY

## Rules of Procedure

### Article I Name

**Section 1. Name.** This organization shall be called the Hamburg Public Library as established on November 5, 1904.

**Section 2. Principal Office.** The principal office of the Hamburg Public Library (hereafter referred to as the Library) in the State of Pennsylvania shall be located in the Borough of Hamburg, County of Berks.

### Article II Purpose

**Section 1. Purpose.** The primary purpose of this organization is the establishment and maintenance of a free public library devoted to the educational, informational, and recreational use of the residents of the Hamburg area.

### Article III Board of Trustees

**Section 1. General Powers.** Except as provided by applicable law or in the Articles of Incorporation, the Library is under the authority of, and the affairs of the Library managed under the direction of, its Board of Trustees.

**Section 2. Appointments.** The governing board of the Hamburg Public Library may consist of at most nine members appointed by the Hamburg Borough Council based on the recommendation of the Hamburg Public Library Board of Trustees. Five members of the board may be from outside the borough limits. All board members must reside in the library's service area and hold a current library card.

**Section 3. Terms.** Trustees shall serve for a term of three years. Terms shall be staggered so that the terms of no more than four of the trustees shall expire in one year. When the term expires, the majority of the board must approve the next term. Trustees are limited to serving no more than three consecutive terms for a maximum of nine years unless a trustee has served a partial or incomplete term after being appointed

**Section 4. Ex-Officio Member.** The Library Director shall be an ex-officio member of the Board of Trustees, without voting power.

**Section 5. Resignation.** A trustee may resign at any time by delivering written notice to the Board of Trustees, to the President or Secretary, or to the Library Director.

**Section 6. Compensation.** All Trustees shall serve without compensation.

**Section 7. Vacancies.** Vacancies on the Board will be filled by the appointing entity.

**Section 8. Personal Liability of Trustees.** (1) A Trustee shall not be personally liable, as such, for monetary damages for any action taken, or any failure to take any action, unless: (i) the Trustee has breached or failed to perform the duties of his or her office under these Bylaws; and/or (ii) the breach or failure to perform constitutes self dealing, willful misconduct or recklessness.

#### **Article IV Officers**

**Section 1. Number.** The officers of the Library Board shall be a president, a vice-president, a secretary, a treasurer, elected from among the appointed board members.

**Section 2. Election and Term of Officers.** The officers of the Library shall be elected annually by the Board of Trustees at the annual meeting of the board.

**Section 3. President.** 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, serve as an ex-officio member of all committees, and generally perform all duties associated with that office.

**Section 4. Vice President.** The vice-president shall exercise those duties mandated to the president in his or her absence and shall perform such other duties as determined by the board from time to time.

**Section 5. Secretary.** The secretary shall keep a true and accurate record of all meetings, including Board attendance. In the absence of the secretary, other members of the board shall perform his /her duties as the board may designate. A copy of the minutes shall be filed by the Secretary with the Board and Library Director.

**Section 6. Treasurer.** The Treasurer shall be responsible for all financial affairs of the Library and shall present a written financial report at each regular meeting. A copy of the written financial report shall be filed by the Treasurer with the Board and Library Director. The treasurer shall be the disbursing officer of the Board and shall perform such duties as are generally consistent with that office. In the absence of the treasurer, his/her duties shall be performed by such other members of the board as the board may designate.

The Treasurer shall relinquish the financial records of the Library, annually, for the purpose of audit, as requested, and shall turn over any and all funds, records, and properties of the Library to his or her successor when authorized to do so.

**Section 7. Resignation of Removal from office.** An officer may resign at any time by delivering notice to the Library Director. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. The Board of Trustees may remove any officer from office at any time by majority vote.

## **Article V Meetings**

**Section 1. Regular meetings.** The regular meetings shall be held each month, excluding July, the date and hour to be set by the Board at its annual meeting.

**Section 2. Annual Meeting.** The annual meeting, which shall be for the purpose of the election of officers, shall be held at the end of the regular meeting in January of each year

**Section 3. Notification.** Notice of the time and place of board meetings shall be communicated in advance and displayed on the library's website.

**Section 4. Conduct of meetings:** Proceedings of all meetings shall be governed by Robert's Rules of Order.

**Section 5. Quorum.** A quorum for the transaction of business at any meeting shall consist of 5 members of the Board present. In the absence of a quorum, no formal action shall be taken except to adjourn the meeting.

**Section 6: Special Meetings.** Special meeting of the Board may be called by or at the special request of the president or the majority of the Board.

**Section 7: Participation by Telephone or Other Means.** The Board of Trustees may permit any or all trustees to participate in regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Trustees participating may simultaneously hear each other during the meeting. A trustee participating in a meeting by this means is deemed present in person at the meeting.

**Section 8: Electronic votes.** Electronic votes of the Board of Trustees may be taken provided all voting Board members are canvassed simultaneously. Votes by email should be used sparingly and for business that cannot wait until the next regular board meeting. Unanimous consent is required for the motion to pass. Actions shall be confirmed and recorded in the official minutes at the next regular meeting of the Board.

## **Article VI Librarian**

**Section 1. Appointment and Responsibility.** The librarian shall be the Executive Officer of the Board and carry out such policies and plans as it formulates. The library director shall attend board meetings, report on the progress of the organization, and be an ex-officio

member of all committees, without a vote. The librarian shall present, in person, a written report at each regular meeting of the Board, covering the library activities of the month, together with such plans and recommendations as he/she may have for the improvement of the work.

**Section 2: Duties and Responsibilities.** Duties and responsibilities of the librarian shall be governed by the Articles of Incorporation, by the Bylaws, board-approved policies and job description. The librarian shall keep informed on state and local laws pertaining to libraries, cooperate fully with the State Library, the Berks County Public Library System, and the District Library Center and assist the Board in explaining the functions and finances of the library to the supporting bodies.

## **Article VII Committees**

**Section 1. Committee Appointment.** The president shall appoint committees of one or more members each for such specific purposes as the business of the Board may require from time to time. The committee shall be considered to be discharged upon the completion of the purpose for which it was appointed and after the final report is made to the Board.

**Section 2. Committee Responsibilities.** All committees shall make a progress report to the library at each of its meetings. No committee will have other than advisory powers unless, by suitable action of the Board, it is granted specific power to act.

**Section 3. Executive Committee.** The Executive Committee shall be composed of the President, Vice-President, Treasurer, Secretary, and Immediate Past President, if still serving on the Board of Trustees. The Executive Committee shall have the power to act on behalf of the Board of Directors between meetings of the Board in case of emergency, and shall have such other powers and functions as may be delegated to it from time to time by the Board of Trustees. 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 VIII Conflict of Interest**

**Section 1.** Trustees may not in their private capacity negotiate, bid for, or enter into a contract with the Hamburg Public Library in which they have a direct or indirect financial interest.

**Section 2.** A trustee shall withdraw from Board discussion, deliberation, and vote on any matter in which the Director, an immediate family member, or an organization with which the Trustee is associated has a substantial financial interest.

**Section 3.** A director may not receive anything of value that could reasonably be expected to influence his or her vote or other official action.

## **Article IX Miscellaneous**

**Section 1. Fiscal Year.** The fiscal year of the Library shall begin on the first day of January and end on the thirty-first day of December in each year.

**Section 2. Bond.** The treasurer of the board shall obtain a bond in an amount to be determined by the Board in accordance with 24 Pa. C.S. §§ 9318.

**Section 3. Indemnification.** The Library shall indemnify any person or entity who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding either civil, criminal, administrative or investigative by reason of the fact that such person or entity is or was a Trustee, officer or employee of the Library serving at its request as an administrator, trustee or other fiduciary of one or more of such employee benefit plans of the Library or another organization as may be or have been in effect against expenses (including attorney's fees), judgments, fines, excise taxes and amounts paid in settlement actually and reasonably incurred by such person or entity in connection with such action, suit or proceeding to the extent that such person or entity is not insured or otherwise indemnified and the power to so indemnify has been or may be granted by Federal or State Law unless the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness. For this purpose, the Board of Trustees may, and on request of any such person or entity shall be required to determine in each case whether the applicable standards in any Federal or State Law have been met, or such determination shall be made by independent legal counsel if the Board so directs or if the Board is not empowered by Federal or State Law to make such determination.

## **Article X Amendments**

These bylaws may be amended or repealed by a majority vote of the members of the Board. The proposed change shall be presented in writing at a meeting of the Board, with copies distributed to those members not present, so that they will receive this information at least one week before the meeting at which the proposed changes will be voted upon.

Approved by the Board of Trustees, May 9, 2023