

BYLAWS
OF
SCRANTON PUBLIC LIBRARY
Revised 2024

ARTICLE I

NAME - OFFICES - FISCAL YEAR

Section 1.01. Name. The name of the Organization is the Scranton Public Library ("The Library").

Section 1.02. Registered Office. The registered office of the Library is at 500 Vine Street, Scranton, Pennsylvania until otherwise established by the designation of the Board of Trustees.

Section 1.03. Other Offices. The Library may also have offices at such other places within or without Pennsylvania as the Board of Trustees may from time to time establish or the business of the Library may require.

Section 1.04. Fiscal Year. The fiscal year of The Library shall begin on the 1st of January in each year, or as otherwise stipulated by the Board of Trustees.

ARTICLE II

PURPOSES

Section 2.01. General Purpose. The Scranton Public Library enhances our community by fostering and supporting individual aspirations toward life-long learning, entertainment, and self-fulfillment for all. This is accomplished through free access, wherever it is needed, to a broad collection of resources in currently used formats, courteous and knowledgeable staff, and activities designed to satisfy the informational, educational, recreational, and personal needs of everyone in our ever-changing and diverse environment.

Section 2.02. Non-Profit Status. The Library is organized and operated exclusively for charitable, educational, informational, research and scientific purposes.

No part of the net earnings of The Library shall benefit any Trustee or any other individual.

No substantial part of the activities of The Library shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise would be allowed by §501 (h) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law), and The Library shall not participate in or intervene in, including the publishing or distributing of any statements and/or political campaign information on behalf of, or in opposition to, any candidate for public office.

- (a) The Library is not organized for, and does not contemplate, pecuniary or profit, incidental or otherwise, nor is The Library organized for the pecuniary profit of its Trustees or Officers. Any balance in money or assets remaining after the full payment of The Library's obligations of all and any lands shall be devoted solely to the above set forth purposes of The Library.
- (b) Notwithstanding any other provision of these Bylaws, The Library shall not carry on any other activities not permitted to be carried on by a Corporation exempt from federal income tax under §501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) or by a corporation, contributions to which are deductible under §170 (c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).
- (c) Dissolution Statement. In the event of a dissolution of the Scranton Public Library or the winding up of its affairs, or other liquidation of its assets, the Scranton Public Library's property shall not be conveyed to any organization created or operated for profit or to any individual for less than the fair market value of such property; all assets remaining after all debts and expenses of the Scranton Public Library have been paid or provided for shall be conveyed and/or distributed by the Board of Directors to one or more organizations qualifying for exemption afforded by §501 (c) (3) of the Internal Revenue Code. Any assets not so distributed shall be disposed of by the Court of Common Pleas of Lackawanna County exclusively for such purposes or to such organization or organizations as said Court shall determine which are organized and operated exclusively for such purposes.

ARTICLE III

BOARD OF TRUSTEES

Section 3.01. Number. The Scranton Public Library shall be under the exclusive control of a Board of Trustees consisting of nineteen (19) members all of whom shall be appointed by the Library Board.

Section 3.02. Nomination and Election of Trustees. At least ten (10) days before each annual reorganizational meeting of the Board of Trustees, or at any other time deemed appropriate by a majority of trustees present at a regular meeting, the Governance Committee of the Board of Trustees shall nominate the candidates for election to the Board of Trustees and shall thereupon file the names of such candidates with the Secretary. Appointments will be made by a majority vote of members present.

Section 3.02a: Terms: Trustees shall serve five (5) year terms. Terms commence on January 1 and expire on December 31. By October 1 of each year, the Secretary will circulate a roster of Trustees including the expiration date of terms. In November of the year before their term expires, the Trustee will inform the Board Continuity Committee of their wish to be appointed or not appointed to a successive term. The Committee will review the Trustee's application and, if the Committee determines that they are adequately fulfilling their role as a Trustee, nominate them for reappointment. Nominated Trustees shall be reappointed to a successive 5-year term by a majority vote of board members present at the Annual Meeting. If a seat should become vacant, for any reason, prior to the expiration of the incumbent Trustee's term, a replacement will be appointed per Article III Section 3.02 to serve out the unexpired term.

Section 3.02b: Upon approval of these Bylaws, incumbent trustees will be randomly assigned to 3-year, 4-year, and 5-year terms to ensure continuity. These terms will all commence on January 1st of the year after the Bylaws are adopted. Once the terms are assigned, this section will be rendered superfluous and may be removed without Board action.

Section 3.03. Powers/Personal Liability.

- (a) General Rule. Unless otherwise provided by statute, all powers vested by law in The Library shall be exercised by or under the authority of, and the business and affairs of The Library shall be managed under the direction of, the Board of Trustees. Without limiting the foregoing, the Board of Trustees shall:
 - (i) engage in policy direction in accordance with the terms of the Purposes of The Library;
 - (ii) carry out the purposes and mission of The Library according to the Articles and these Bylaws; and
 - (iii) formulate and determine general policies necessary for the administration and development of The Library.

(b) Standard of Care; Justifiable Reliance. A Trustee shall stand in a fiduciary relation to The Library and shall perform his or her duties as a Trustee, including duties as a Member of any committee of the Board upon which the Trustee may serve, in good faith, in a manner the Trustee reasonably believes to be in the best interests 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:

- (i) one or more Officers or employees of The Library whom the Trustee reasonably believes to be reliable and competent in the matters presented;
- (ii) legal 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; and
- (iii) a committee of the Board upon which the Trustee 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 the Trustee has knowledge concerning the matter in question that would cause his or her reliance to be unwanted.

(c) Consideration of Factors. In discharging the duties of their respective positions, the Board of Trustees, committees of the Board and individual Trustees may, in considering the best interests of The Library, consider the effects of any action upon employees of The Library and all other pertinent factors. The consideration of those factors shall not constitute a violation of Sub-section (b).

(d) Presumption. Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a Trustee or any failure to take any action shall be presumed to be in the best interest of The Library.

(e) Personal Liability of Trustees.

- (i) A Trustee shall not be personally liable, as such, for monetary damages for any action taken, or any failure to take any action, unless:

- (1) the Trustee has breached or failed to perform the duties of his or her office under this Section;
 - (2) the breach or failure to perform the duties constitutes self-dealing, willful misconduct or recklessness; and
 - (3) the breach or failure to perform constitutes negligence as defined by 42 Pa. C.S.A. §8443.3.
- (ii) The provisions of Paragraph (1) shall not apply to the responsibility or liability of a Trustee pursuant to any criminal statute.
 - (iii) Any repeal or modification of this section 3.04 shall only be applied prospectively, and shall not affect, to the detriment of any Trustee, any limitation on the personal liability of the Trustees existing at the time of such repeal or modification.
- (f) Notation of Dissent. A Trustee present at a meeting of the Board of Trustees, or of a committee of the Board, at which action on any matter is taken shall be presumed to have assented to the action taken unless his or her dissent is entered in the minutes of the meeting or unless the Trustee files a written dissent to the action with the Secretary of the meeting before the adjournment thereof or transmits the dissent in writing to the Secretary of The Library immediately after the adjournment of the meeting. The right to dissent shall not apply to a Trustee who voted in favor of the action. Nothing in this Section shall bar a Trustee from asserting that minutes of the meeting incorrectly omitted his or her dissent if, promptly upon receipt of a copy of such minutes, the Trustee notifies the Secretary, in writing, of the asserted omission of inaccuracy.

Section 3.04. Organization of Meetings. At every meeting of the Board of Trustees, the President of the Board, if there be one, or, in the case of a vacancy in the office or absence of the President of the Board, one of the following Officers present in the order stated: Vice President, Treasurer, Secretary. If none are present, there shall be no meeting.

Section 3.05. Regular Meetings. Regular meetings of the Board of Trustees shall be held on the third Thursday of each month, or at such other time as the Board may determine.

Section 3.06. Special Meetings. Special meetings of the Board of Trustees shall be called at the discretion of the President or upon the request of five or more members of the Board of Trustees who shall submit their request in writing to the Secretary of the

Board of Trustees. The Secretary shall issue the meeting call whether or not they are a party to the call.

Section 3.07. Quorum for Action by Trustees.

- (a) General Rule. 1/2 of the number of currently serving trustees plus 1 shall constitute a quorum for the transaction of business and the acts of a majority of the Trustees present and voting at a meeting at which a quorum is present shall be the acts of the Board of Trustees.

Section 3.08 Annual Meeting. The annual reorganization meeting of the Board shall be held during the month of December at such time and place as the Board shall elect. The purpose of the meeting shall be to elect and install new Trustees and Officers, reappoint Trustees whose terms may be expiring, and to transact any other necessary business which may come before the Board.

ARTICLE IV

NOTICE - WAIVERS - MEETINGS GENERALLY

Section 4.01 Regular Meetings, Notice. The Board shall, at its annual meeting, establish a schedule of regular meetings, to be held not less often than monthly, for the upcoming calendar year. No further notice of such regularly scheduled meetings need be given to any member of the Board except that any member not in attendance at the meeting at which the schedule was adopted shall be notified in writing of such schedule in the same manner as set forth for notice of special meetings. The adopted schedule of meetings shall also include the date, time and place of the annual meeting for the next succeeding fiscal year. The Secretary of the Board shall, as soon as practical following the annual meeting (but in no event later than three days prior to the first regularly scheduled meeting of the new calendar year after the annual meeting), direct public notice to be given, in the manner hereinafter provided, of the regularly scheduled meetings of the Board for the upcoming calendar year and of the next following annual meeting, showing the date, time and place of all such meetings.

Section 4.02 Public Notice. Public notice of all meetings of the Board shall consist of:

- (a) in the case of regularly scheduled meetings, publishing notice of the meetings for the upcoming calendar year and the next annual meeting in a newspaper of general circulation in Scranton not more than thirty (30) days and not less than seven (7) days of the first regularly scheduled meeting for the calendar year;

- (b) in the case of special meetings of the Board, publishing notice of the special meeting in a newspaper of general circulation in Scranton not more than thirty (30) days and not less than three (3) days of the special meeting; and,
- (c) posting a copy of such notices prominently at the principal office of the Library, or if a meeting is to be held other than at such principal office, at the building in which the meeting is to be held. The Secretary shall provide a copy of all public notices to any newspaper, radio station and/or television station which may request the same.

Section 4.03. Use of Conference Telephone and Similar Equipment. One or more persons may participate in a meeting of the Board of Trustees 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 the meeting.

ARTICLE V

OFFICERS

Section 5.01. Officers Generally.

- (a) Number, Qualifications and Designation. The Officers of the Board shall be a President, Vice President, Treasurer, and Secretary to be elected at the annual reorganization meeting by a majority vote of the Trustees present. The Governance Committee will present a slate of Officers for consideration. Said Officers, once elected, shall hold office from the time of their election until the next annual meeting.
- (b) Duties. The Officers of the Board shall perform the duties usually attached to their positions and such other duties as may be assigned by the Board or by the President. Such duties would include but not be limited to the following:
 - (i) President: The President shall preside at all meetings of the Board. The President shall appoint the members of all standing and ad hoc committees and designate the chairman of said committees. In addition, the President may approve the addition of non-board members, including staff and community members, to committees in a non-voting capacity and for a duration to be determined by the President. The President shall be an ex-officio member of all committees to which they are not otherwise required to be a member, except that the President may not be a member of the Governance Committee. The

President shall make any reports and recommendations to the Board that the President may deem desirable. In the absence of the Secretary, the President shall appoint a person to record the minutes.

- (ii) Vice President: In the absence or inability of the President, all duties of that office shall devolve upon the Vice President.
- (iii) Treasurer: The Treasurer shall have custody of all library funds. The Treasurer shall make regular reports of income and expenditures to the Board. In case of the incapacity of the Treasurer, the President shall appoint a member of the Board to take over the Treasurer's duties.

(iv) Secretary: The Secretary shall be responsible for keeping and maintaining records of official proceedings of the Board. The Secretary may, through the Chief Executive Officer, delegate note-taking and writing of the minutes to a staff member. The Secretary will proofread, edit, and sign off on the minutes before they are presented to the Board for approval. In addition, the Secretary will monitor attendance of Board members, ensure that an updated list of all existing committees and their membership is maintained, ensure that an updated membership roster is maintained, refer unplanned or imminent (within three months) vacancies to the Governance Committee, serve as Chairperson of the Board Continuity Committee, and ensure that the library maintains all important Board records. In case of the incapacity of the Secretary, the President shall appoint a member of the Board to take over the Secretary's duties.

(c) Resignation: Any Officer may resign at any time upon written notice to The Library. The resignation shall be effective upon receipt thereof by The Library or at such subsequent time as may be specified in the notice of resignation.

(d) Bonding: The Library may secure the fidelity of any or all of its Officers by bond or otherwise at the expense of The Library. The Officer shall be bonded in the amounts and by sureties that are satisfactory to the Board.

(e) Standard of Care: Except as otherwise provided in the Articles, an Officer shall perform his or her duties as an Officer in good faith, in a manner they reasonably believe to be in the best interests of The Library and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. A person who so performs their duties shall not be liable by reason of having been an Officer of The Library.

Section 5.02. Subordinate Officers and Agents. The Board of Trustees may from time to time elect such Officers and retain and appoint such employees or agents as the business of The Library may require, including one or more Assistant Secretaries, and one or more Assistant Treasurers, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these Bylaws or as the Board of Trustees may from time to time determine. The Board of Trustees may delegate to any Officer the power to elect subordinate Officers and to retain or appoint employees or other agents, and to prescribe the authority and duties of such subordinate Officers, employees or other agents.

Section 5.03. Removal of Officers and Trustees. Any Officer or Trustee of The Library may be removed by the Board of Trustees with or without cause by a majority vote of Trustees present. The removal shall be without prejudice to the contract rights, if any, of any person so removed. Election or appointment of an Officer or Trustee shall not of itself create contract rights. In addition, the Board of Trustees, by majority vote, may declare a seat vacant, if a Trustee is absent for three (3) consecutive meetings or five (5) meetings in a seven (7) month consecutive period. The Board, upon considering such a vote, will consider the personal circumstances of the Trustee and the needs of the Board. A vacancy on the Board of Trustees shall be filled in accordance with Section 3.02.

Section 5.04. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification and/or any other cause shall be filled by the Board of Trustees per a majority vote of Trustees present. If the office is one for which these Bylaws prescribe a term, such appointment will be for only the unexpired portion of the remaining term.

Section 5.05. Authority. All Officers of The Library, as between themselves and The Library, shall have such authority and perform such duties in the management of The Library as may be provided by or pursuant to resolutions or orders of the Board of Trustees or in the absence of controlling provisions in the resolutions or orders of the Board of Trustees, as may be determined by or pursuant to these Bylaws.

Section 5.06. The President and Vice President of the Board. The President of the Board or in the absence of the President, the Vice President of the Board, shall preside at all meetings of the Board of Trustees and shall perform such other duties as may, from time to time, be requested by the Board of Trustees.

Section 5.07. Chief Executive Officer. The Chief Executive Officer (CEO) shall carry out the policies of the Board of Trustees. The CEO shall be appointed by the Board and is under the Board's control and direction and may be removed at the pleasure of the Board.

(a) Duties. The duties of the CEO include but are not limited to the following:

- (i) Attend all Board meetings except those at which the CEO's appointment and/or salary are discussed;
- (ii) Prepare regular reports to the Board on problems and activities and keep the appropriate Board Officers and committees informed in matters relating to their assigned responsibilities;
- (iii) Make the initial preparation of the annual budget and consultation with the appropriate Officers and committees;
- (iv) Select, hire and fire all personnel as well as supervise, promote, transfer and/or demote personnel.

ARTICLE VI

INDEMNIFICATION OF TRUSTEES, OFFICERS AND OTHER AUTHORIZED REPRESENTATIVES

Section 6.01. Scope of Indemnification.

- (a) General Rule. The Library shall indemnify an indemnified representative against any liability incurred in connection with any proceedings in which the indemnified representative may be involved as a party or otherwise by reason of the fact that such person is or was serving in an indemnified capacity, including, without limitation, liabilities resulting from any actual or alleged breach or neglect of duty, error, misstatement or misleading statement, negligence, gross negligence or act giving rise to strict or products liability, except:
 - (i) where such indemnification is expressly prohibited by applicable law;
 - (ii) where the conduct of the indemnified representative has been finally determined pursuant to section 6.01 or otherwise:
 - (a) to constitute willful misconduct or recklessness within the meaning of 15 Pa.C.S. 513(6) and 1746(6) and 42 Pa. C.S. §8332.2 or §8332.5 or any superseding provision of law sufficient in the circumstances to bar indemnification against liabilities arising from the conduct; or
 - (b) to be based upon or attributable to the receipt by the indemnified representative from The Library of a personal

benefit to which the indemnified representative is not legally entitled; or

- (iii) to the extent such indemnification has been finally determined in a final adjudication pursuant to Section 6.01 to be otherwise unlawful.
- (b) **Partial Payment.** If an indemnified representative is entitled to indemnification in respect of a portion, but not all, of any liabilities to which such person may be subject, The Library shall indemnify such indemnified representative to the maximum extent for such portion of the liabilities.
- (c) **Presumption.** The termination of a proceeding by judgment, order, settlement or conviction or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the indemnified representative is not entitled to indemnification.
- (d) **Definition.** For purposes of this Article:
 - (i) "indemnified capacity" means any and all past, present and future services by an indemnified representative in one or more capacities as a Trustee, Officer, employee or agent of The Library, or, at the request of The Library, as a Trustee, Officer, employee, agent, fiduciary or trustee of another corporation, partnership, joint venture, trust, employee benefit plan or other entity or enterprise;
 - (ii) "indemnified representative" means any and all Trustees and Officers of The Library and any other person designated as an indemnified representative by the Board of Trustees of The Library (which may, but need not, include any person serving at the request of The Library, as a Trustee, Officer, employee, agent, fiduciary or trustee of another corporation, partnership, joint venture, trust, employee benefit plan or other entity or enterprise);
 - (iii) "liability" means any damage, judgment, amount paid in settlement, fine, penalty, punitive damages, excise tax assessed with respect to an employee benefit plan, or cost or expenses of any nature (including, without limitation, attorneys' fees and disbursements); and
 - (iv) "proceeding" means any threatened, pending or completed action, suit, appeal or other proceeding of any nature, whether civil, criminal, administrative or investigative,

whether formal or informal, and whether brought by or in the right of The Library.

Section 6.02. Proceedings Initiated by Indemnified Representatives.

Notwithstanding any other provision of this Article, The Library shall not indemnify under this Article an indemnified representative for any liability incurred in a proceeding initiated (which shall not be deemed to include counterclaims or affirmative defenses) or participated in as an intervenor or amicus curiae by the person seeking indemnification unless such initiation of or participation in the proceeding is authorized, either before or after its commencement, by the affirmative vote of a majority of the Trustee in office. This Section does not apply to reimbursement of expenses incurred in successfully prosecuting or defending an arbitration under Section 6.06 or otherwise successfully prosecuting or defending the rights of an indemnified representative granted by or pursuant to this Article.

Section 6.03. Advancing Expenses. The Library shall pay the expenses (including attorney fees and disbursements) included in good faith by an indemnified representative in advance of the final disposition of a proceeding described in Section 6.01 or the initiation of or participation in which is authorized pursuant to Section 6.02 upon receipt of an agreement by or on behalf of the indemnified representative to repay the amount if it is ultimately determined pursuant to Section 6.06 that such person is not entitled to be indemnified by The Library pursuant to this Article. The financial ability of an indemnified representative to repay an advance shall not be a prerequisite to the making of such advance.

Section 6.04. Securing of Indemnification Obligations. To further effect, satisfy or secure the indemnification obligations provided herein or otherwise, The Library may maintain insurance, obtain a letter of credit, act as self-insurer, create a reserve, trust, escrow, cash collateral or other fund or account, enter into indemnification agreements, pledge or grant a security interest in any assets or properties of The Library, or use any other mechanism or arrangement whatsoever in such amounts, at such costs, and upon such other terms and conditions as the Board of Trustees shall deem appropriate. Absent fraud, the determination of the Board of Trustees with respect to such amounts, costs, terms and conditions shall be conclusive against all security holders, Officers and Trustees and shall not be subject to void ability.

Section 6.05. Payment of Indemnification. An indemnified representative shall be entitled to indemnification within 30 days after a written request for indemnification has been delivered to the Secretary of The Library.

Section 6.06. Arbitration.

- (a) General Rule. Any dispute related to the right to indemnification, contribution or advancement of expenses as provided under this Article shall be decided only by arbitration in Scranton, Pennsylvania, in accordance with the Commercial Arbitration Rules then in effect of the American Arbitration Association, before a panel of three Arbitrators, one of whom shall be selected by The Library, the second of whom shall be selected by the indemnified representative and the third of whom shall be selected by the other two Arbitrators. In the absence of the American Arbitration Association, or if for any reason Arbitration under the Arbitration Rules of the American Arbitration Association cannot be initiated, or if one of the parties fails or refuses to select an Arbitrator or if the Arbitrators selected by The Library and the indemnified representative cannot agree on the selection of the third Arbitrator within 30 days after such time as The Library and the indemnified representative have each been notified of the selection of the other's Arbitrator, the necessary Arbitrator or Arbitrators shall be selected by the presiding judge of the Court of General Jurisdiction in Lackawanna County.
- (b) Burden of Proof. The party or parties challenging the right of an indemnified representative to the benefits of this Article shall have the burden of proof.
- (c) Expenses. The Library shall reimburse an indemnified representative for the expenses (including attorneys' fees and disbursements) incurred in successfully prosecuting or defending such Arbitration.
- (d) Effect. Any award entered by the Arbitrators shall be final, binding and non-appealable and judgment may be entered thereon by any party in accordance with applicable law in any court of competent jurisdiction, except that The Library shall be entitled to interpose as a defense in any such judicial enforcement proceeding any prior final judicial determination adverse to the indemnified representative under Section 6.01 (d)(ii) in a proceeding not directly involving indemnification under this Article. This Arbitration provision shall be specifically enforceable.

Section 6.07. Contribution. If the indemnification provided for in this Article or otherwise is unavailable for any reason in respect of any liability or portion thereof, The Library shall contribute to the liabilities to which the indemnified representative may be subject in such promotion as is appropriate to reflect the intent of this Article or otherwise.

Section 6.08. Mandatory Indemnification of Trustees, Officers, etc. To the extent that an authorized representative of The Library has been successful on the merits or otherwise in defense of any action or proceeding referred to in 15 Pa. C.S. §§1741 or 1742 or in defense of any claim, issue or matter therein such person shall be indemnified against expenses (including attorney fees and disbursements) actually and reasonably incurred by such person in connection therewith.

Section 6.09. Contract Rights; Amendment or Repeal. All rights under this Article shall be deemed a contract between The Library and the indemnified representative pursuant to which The Library and each indemnified representative intend to be legally bound. Any repeal, amendment or modification hereof shall be prospective only and shall not affect any right or obligations then existing.

Section 6.10. Scope of Article. The rights granted by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification, contribution or advancement of expenses may be entitled under any statute, agreement, vote of the disinterested Trustees as to action in an indemnified capacity and as to action in any other capacity. The indemnification, contribution and advancement of expenses provided by or granted pursuant to this Article shall continue as to a person who has ceased to be an indemnified representative in respect of matters arising prior to such time and shall inure to the benefit of the heirs, executors, administrators and personal representatives of such a person.

Section 6.11. Reliance on Provisions. Each person who shall act as an indemnified representative of The Library shall be deemed to be doing so in reliance upon the rights provided by this Article.

Section 6.12. Interpretation. The provisions of this Article are intended to constitute Bylaws as authorized by Pa. C.S. §§513 and 1746 and 42 Pa. C.S. §§8332.2 and §8332.5.

ARTICLE VII

COMMITTEES

Section 7.01. Committees. There shall be four standing committees, namely the Governance Committee, the Finance Committee, and the Personnel Committee. Members of these committees shall serve until their successors have been appointed; appointments to these committees shall be named annually by a majority of the Trustees present.

Section 7.02. Governance Committee. The Governance Committee shall consist of four (4) members one of whom shall be a past President. No current Officer may serve as a member. The Governance Committee shall monitor the Board's composition and performance; identify new prospects for board membership; and create adequate policies and procedures.

Section 7.03. Board Continuity Committee. The Board Continuity Committee shall consist of four (4) members. The Chairperson shall be the Secretary. This Committee shall provide orientation for new members and continuing education for all members; ensure that the Board regularly engages in self-assessment; monitor terms of current Trustees; administer an evaluation and self-assessment procedure for Trustees whose terms are expiring and wish to be reappointed; evaluate applications for reappointment; and nominate Trustees for reappointment.

Section 7.04. Finance Committee. The Finance Committee shall consist of four (4) members one of whom will be the Treasurer. It shall have responsibilities for the formulation of the annual budget to be presented for Board approval. It shall make recommendations concerning investments and be concerned with matters of a fiscal nature that are directed to it.

Section 7.05. Personnel Committee. The Personnel Committee shall consist of four (4) members one of whom shall be the President, and another of whom shall be an attorney. The Personnel Committee will annually review the performance of the CEO and make recommendations to the full Board regarding salary. It will make recommendations to the Board concerning the hiring and firing of the CEO. It shall serve as the search committee in seeking a new CEO. It shall be responsible for negotiating collective bargaining agreements with the Library's unionized staff, either directly or through its designee.

Section 7.06. Ad Hoc Committees. The President may appoint Ad Hoc Committees. Said committees shall automatically terminate at the time of the next annual reorganizational meeting unless some other termination date has been set by the President.

ARTICLE VIII

MISCELLANEOUS

Section 8.01. Checks. Checks drawn on the general checking account require the signature of any two of the following three people; CEO, Treasurer, or any other Board Officer appointed by the President. The CEO shall not be a signatory to any check made out to him/her. Such checks require the signature of the Treasurer and any other Board Officer appointed by the President.

Section 8.02. Bank Accounts. Withdrawals from the savings account requires a signature of the Treasurer or any other Board Officer appointed by the President.

Section 8.03. Amendments. These Bylaws may be altered, amended or repealed or new articles may be adopted by a majority vote of the trustees present as follows:

- (a) The proposed changes will be introduced, through a formal motion, at a regular meeting of the Board of Trustees. At least one (1) week before a subsequent meeting of the Board of Trustees, the proposed revisions will be sent to Board Members using the then-current means of transmitting meeting announcements and documentation to Board Members. A final vote will be taken at this subsequent meeting with approval requiring a majority of all Trustees present assuming there is a quorum. This meeting must take place within one (1) year after the proposed changes were introduced. The changes will take effect immediately.

Section 8.04. Contracts.

- (a) General Rule. The Board of Trustees may authorize any Officer or the CEO to enter into any contract or to execute or deliver any instrument on behalf of The Library, and such authority may be general or confined to specific instances.
- (b) Statutory Form of Execution of Instruments. Any note, mortgage, evidence of indebtedness, contract, or other document, or any assignment or endorsement thereof, executed or entered into between The Library and any other person, when signed by one or more Officers or having actual or apparent authority to sign it, or by the CEO or Treasurer of The Library, without prejudice to the rights of The Library against any person who shall have executed the instrument in excess of his or her actual authority.

Section 8.05. Interested Trustees or Officers; Quorum.

- (a) General Rule. A contract or transaction between The Library and one or more of its trustees or Officers or between The Library and another corporation, partnership, joint venture, trust or other enterprise in which one or more of its Trustees or Officers are Trustees or Officers or have a financial or other interest, shall not be void or voidable solely for that reason, or solely because the Trustee or Officer is present at or participates in the meeting of the Board of Trustees that authorizes the contract or transaction, or solely because his, her or their votes are counted for that purpose, if:
- (i) the material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Trustees and the Board authorizes the contract or transaction by the affirmative votes of a majority of the disinterested Trustees even though the disinterested Trustees are less than a quorum;
 - (ii) the contract or transaction is fair as to The Library as of the time it is authorized, approved or ratified by the Board of Trustees.

Section 8.06. Deposits. All funds of The Library shall be deposited from time to time to the credit of The Library in such banks, trust companies or other depositories as the Board of Trustees may approve or designate, and all such funds shall be withdrawn only upon checks signed by such one or more Officers or employees as the Board of Trustees shall from time to time determine.

Section 8.07. Corporate Records.

- (a) Required Records. The Library shall keep complete and accurate books and records of account, minutes of the proceedings of the Trustees. Any books, minutes or other records may be in written form or any other form capable of being converted into written form within a reasonable time.

- (b) Right of Inspection. Every Trustee shall, upon written verified demand stating the purpose thereof, have a right to examine, in person or by agent or attorney, during the usual hours for business, for any proper purpose, the share register, books and records of account, and records of the proceedings of the Trustees and to make copies or extracts therefrom. A proper purpose shall mean a purpose reasonably related to the interest of the person who seeks the right of inspection; the demand shall be accompanied by a verified power of attorney or other writing that authorizes the attorney or other agent to so act on behalf of the Trustee. The demand shall be directed to The Library at its registered office in Pennsylvania or at its principal place of business wherever situated.

Section 8.08. Financial Reports. Unless otherwise agreed between The Library and a Trustee, The Library shall furnish to its Trustees annual financial statements, including at least a balance sheet as of the end of each fiscal year and a statement of income and expenses for the fiscal year. The financial statements shall be prepared on the basis of generally accepted accounting principles. Statements that are audited or reviewed by a public accountant shall be accompanied by a statement of the person in charge of the financial records of The Library:

- (a) Stating his reasonable belief as to whether or not the financial statements were prepared in accordance with generally accepted accounting principles and, if not, describing the basis of presentation.
- (b) Describing any material respects in which the financial statements were not prepared on a basis consistent with those prepared for the previous year.

Section 8.09. Reasonable Accommodation of Trustees. If a Trustee requires a reasonable accommodation due to a disability, as defined by the Americans with Disabilities Act of 1990 the Trustee must make notice to the President or his/her designee within two (2) business days prior to the meeting.

ARTICLE IX

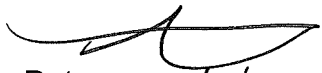
NON-PRESCRIBED GOVERNANCE

Any procedure not prescribed in these Bylaws shall be governed by Robert's Rules of Order, 12th Edition.

Joseph X. Gancey Jr
Treasurer Signature:

April 30, 2024
Date:

CEO Signature:


Date: *5/1/24*

