

# **BY-LAWS OF THE TAYLOR COMMUNITY LIBRARY**

**(These By-Laws supersede all previous By-Laws)**

## **ARTICLE I- ORGANIZATION**

1.1 The name of the corporation is the TAYLOR COMMUNITY LIBRARY ASSOCIATION, formerly known as the Taylor Public Library Association. This corporation is also referred to herein as the “Library” or “corporation.”

1.2 The office address of the corporation is 710 South Main Street Taylor, Pennsylvania 18517.

1.3 The purpose of this corporation is to maintain and perpetuate a free, public library open to its members and all residents of Lackawanna County.

1.4 The corporation is organized on a non-stock, member basis.

1.5 A “member” of the Taylor Community Library Association shall be any adult person (18 or older) who resides in either Taylor Borough or the Borough of Old Forge, and is registered for a membership card with the Library.

## **ARTICLE II- PURPOSE AND POWERS**

2.1 The corporation is organized for the primary purpose of operating and maintaining a library in Taylor Borough to serve the residents of Lackawanna County.

2.2 In addition to its primary purpose, the corporation shall have the following powers:

- [a] To have and exercise all rights and powers conferred on non-profit corporations under the laws of the Commonwealth of Pennsylvania.
- [b] No part of the net earnings of the corporation shall inure to the benefit of any Director or Officer of the corporation, or any individual (except that reasonable compensation may be paid to the employees of the corporation for services rendered to and for the corporation. No Director or Officer of the corporation, or any individual shall be entitled to share in a distribution of any profits or assets of the corporation upon dissolution of the corporation.
- [c] Notwithstanding any provision of its Articles of Incorporation and these By-Laws, the corporation shall not conduct any activities not permitted by an organization exempt from taxation under Section 501 (c)(3) of the Internal

Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by any organization, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code and Regulations as they now exist or as they hereafter may be amended.

- [d] Upon dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to organizations which would then qualify under the provisions of Section 501 (c)(3) of the Internal Revenue Code and its Regulations as they now exist or may hereafter be amended. If the Board of Directors ever decides to dissolve the corporation, the Board shall seek to distribute the Library's assets to an organization in keeping with the Library's purpose, and one which shall offer the most to benefit to the residents of the Library's service area.

### **ARTICLE III – BOARD OF DIRECTORS**

3.1 The Taylor Community Library shall be managed by a Board of Directors consisting of nine (9) members who must be members of the Library.

3.2 Nomination and Election of Directors. At least thirty (30) days before each annual reorganizational meeting of the Board of Directors, or at any other time deemed appropriate by a majority of Directors present at a regular meeting or special meeting, the Board of Directors shall appoint a nominating committee to identify candidates to nominate for election to open seats on the Board of Directors. Any Director whose term is expiring shall inform the Board whether he/she wishes to be re-elected for a successive term. Any Directors who wish to be re-elected shall be added to the ballot with candidates identified by the nominating committee. Ballots shall be distributed at the annual meeting. The election of Directors shall be made by a vote of the members physically present at the annual meeting scheduled by the Board of Directors. The Borough of Taylor shall appoint two persons to the Board of Directors pursuant to 24 Pa. C.S. § 9318 (a)(3).

3.3 Terms. All Directors shall be elected or appointed to four (4) 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 Directors including the expiration dates of all terms. If a seat should become vacant, for any reason, prior to the expiration of the incumbent Director's term, a replacement will be appointed by the Board of Directors if the vacating Director was one of the seven elected Directors by majority vote to serve out the unexpired term of the exiting member. If the vacating Director was appointed by Taylor Borough Council, then Council shall select the person to replace the vacating Director on the Board of Directors pursuant to 24 Pa. C.S. § 9318 (a)(3).

#### **ARTICLE IV- MEETINGS OF THE BOARD OF DIRECTORS**

- 4.1 The meetings of the Board of Directors may be held at such times and such place or places as a majority of the Directors may from time to time decide. Notice of all Board of Directors meetings shall be posted on the Library's website and on the bulletin board at the Library. The place and time of all meetings shall be designated in the notice calling the meeting. If no designation of a meeting place is made, the place of the meeting shall be 710 South Main Street Taylor, Pennsylvania 18517. All meetings are open to the public.
- 4.2 Written or personal notices, including email, of every meeting of the Board of Directors shall be given to each Director at least five (5) days prior to the day designated for the meeting. Regular meetings shall be held throughout the year on dates determined by the Board of Directors.
- 4.3 A majority of the current Board of Directors shall be necessary to constitute a quorum for the conduct of business of the Library and to take official action. 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. If less than a quorum of the Board of Directors are present, they may adjourn the meeting and reschedule the meeting at a later date or conduct an information meeting only.
- 4.4 A quorum of members can consist of members not physically present at the meeting that nonetheless participate in the meeting, and that such quorum can take official action provided that both the present and absent members can communicate with each other by cell phones or other technological devices during the meeting.
- 4.5 Special meetings of the Board of Directors may be called by the President when he/she deems it necessary or by a written request of at least five (5) Directors. Written or personal notice, including email, of special meetings of the Board of Directors shall be given to each Director at least two (2) days prior to the date designated for such meeting.
- 4.6 Any action which may be taken at a meeting may be taken by communication, by telephone or otherwise, with members of the Board of Directors, provided that not less than a majority of Directors concur with such action and the action is ratified at the next regular meeting of the Board of Directors.
- 4.7 The Annual Meeting of Taylor Community Library shall take place on the third Thursday in January of each year beginning at 6P.M. at the Library, or a such

place as may be designated by the Board of Directors. Notice of said Annual Meeting shall be posted on the Library's website and the bulletin board at the Library, not less than ten (10) days prior to the meeting.

- 4.8 At the Annual Meeting, the ballots shall be counted by the President and Secretary of the Board for any elections for Director and the results shall be announced at the meeting.
- 4.9 The Annual Meetings of the Library will take place on the third Thursday in January of each year beginning at 6:30 P.M. at the Library, or such place as designated by the Board of Directors.
- 4.10 The rules contained in Robert's Rules of Order Newly Revised shall govern all meetings of the Board of Directors and in which they are not inconsistent with these By-Laws and any special rules of order as the board may adopt.

#### **ARTICLE V- VOTING AND NOMINATING**

- 5.1 At all meetings of the Board of Directors voting shall be vocal acclamation except when a written resolution is to be voted on. The written resolution does not have to be read aloud. The written resolution may be identified by specific reference.
- 5.2 The Board of Directors shall nominate individuals to fill any vacancies on the Board of Directors for an unexpired term except for the two (2) members appointed by Taylor Borough Council. A vacancy to a Council-appointed seat on the Board shall be filled by Taylor Borough Council within thirty (30) days of the vacancy.

#### **ARTICLE VI- OFFICERS**

- 6.1 The Officers of the Board of Directors shall be President, Vice President, Treasurer and Secretary. The Board of Directors shall fill each of these positions by majority vote.
- 6.2 Election of the Officers shall take place at the Reorganization Meeting in January each year.
- 6.3 The President is a voting member of the Board and shall preside at all meetings of the Board, appoint all committees except the nominating committee, and assume all the duties of the office. The President may sign all deeds, contracts, mortgages, bonds, and checks unless otherwise ordered by the Board. The President shall be a member, ex officio, of all standing and special committees.

- 6.4 The Vice-President, in the absence of the President, or in the event of the President's inability or refusal to act, shall perform the duties of the President, and when so acting, shall have all the powers of, and be subject to all restrictions upon the President.
- 6.5 The Secretary shall keep minutes of all Board meetings, record attendance, and votes. The Secretary shall perform other clerical duties as assigned by the Board.
- 6.6 The Treasurer is authorized by the Board to sign all checks. The Treasurer shall monitor all financial records of the Board. The Treasurer shall report at each meeting the state of the library's funds. The Treasurer shall ensure that the financial records of the library are relinquished annually, for purposes of audit, as requested, and shall turn over all funds, records, and properties of the library to their successor when authorized to do so. The Treasurer shall be bonded. The annual fiscal year of the library will begin on January first and end on the thirty-first day of December.
- 6.7 Any unexpected vacancies on the Board of Officers shall be filled by appointment by the remaining members of the Board of Directors for the unexpired term of the person he/she is replacing except for a Council-appointed seta which shall be appointed by Council for the unexpired term of the person he/she is replacing.

#### **ARTICLE VII- BOARD OF DIRECTORS**

- 7.1 The Board of Directors shall consist of nine (9) persons, two of which shall be appointed by Taylor Borough's Council, and the other seven (7) shall be members of the Library, as defined in Section 1.5 herein. In the event the Board has less than nine (9) members, it shall continue to conduct business by majority votes as long as there are seven (7) Directors present.
- 7.2 The Board shall have the power to declare any Director seat vacant if a Director fails to attend three (3) or more regular meetings per year without notification to the Board in writing of an illness or justifiable excuse. A Director may resign at any time by delivering a written notice to the Board of Directors, the President or Secretary.

#### **ARTICLE VIII – POWERS/PERSONAL LIABILITY OF THE BOARD OF DIRECTORS**

- 8.1 General Rule. Unless otherwise provided by statute, all powers vested by law in the Board of Directors may be conducted by the Board of Directors. Without limiting the foregoing, the Board of Directors shall:

- (1) engage in policy direction in accordance with the terms of the purposes of the Library;
- (2) carry out the purposes and mission of the Library according to the Articles of Incorporations and these Bylaws; and
- (3) formulate and determine general policies necessary for the administration and development of the Library.

8.2 Standard of Care; Justifiable Reliance. A Director shall stand in a fiduciary relationship to the Library and shall perform his or her duties as a Director, including duties as a Member of any committee of the Board upon which the Director may serve, in good faith, in a manner the Director 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 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 or presented by any of the following:

- (1) one or more Officers or employees of the Library whom the Director reasonably believes to be reliable and competent in the matters presented;
- (2) legal 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; and
- (3) a committee of the Board upon which the Director does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence

8.2(a) A Director shall not be considered to be acting in good faith if the Director has knowledge concerning the matter in question that would cause his or her reliance to be unwanted.

8.3 Consideration of Factors. 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 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 Section (8.2).

8.4 Presumption. 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 interest of the Library.

8.5 Personal Liability of Directors.

(1) A Director shall not be personally liable, as such, for monetary damages 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 Section;
- b. the breach or failure to perform the duties constitutes self-dealing, willful misconduct or recklessness; and
- c. the breach or failure to perform constitutes negligence as defined by 42 Pa. C.S.A. §8443.3.

(2) The provisions of Paragraph (1) shall not apply to the responsibility or liability of a Director pursuant to any criminal statute.

(3) (Any repeal or modification of this section shall only be applied prospectively, and shall not affect, to the detriment of any Director, any limitation on the personal liability of the Directors existing at the time of such repeal or modification.

8.6 Notation of Dissent. A Director present at a meeting of the Board of Directors, 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 Director 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 Director who voted in favor of the action. Nothing in this Section shall bar a Director from asserting that minutes of the meeting incorrectly omitted his or her dissent if, promptly upon receipt of a copy of such minutes, the Director notifies the Secretary, in writing, of the asserted omission of inaccuracy.

## **ARTICE IX- CONFLICT OF INTEREST**

- 9.1 Directors may not in their private capacity negotiate, bid for, or enter into a contract with the Taylor Community Library in which they have any financial interest.
- 9.2 A Director shall withdraw from Board discussion, deliberation, and vote on any matter in which the Director, an immediate family member, or any organization with which the Director is associated, has a financial interest.
- 9.3 A Director may not receive anything of value that could reasonably be expected to influence their vote or other official action.

## **ARTICLE X- EXECUTIVE DIRECTOR**

- 10.1 The Board of Directors shall appoint an Executive Director, who will serve as the Chief Executive Officer of the corporation and shall carry out the policies of the Board of Directors and manage the employees of the Library.
- 10.2 The Executive Director shall report to the Board of Directors and have the following responsibilities:
  - [a] Attend all board meetings.
  - [b] Recommend library policies and services to the Board of Directors and establish methods and procedures.
  - [c] Select, hire and fire all library personnel.
  - [d] Establish and conduct programs and services which are beneficial to the patrons served.
  - [e] Supervise the day-to-day operation of the library including the Library staff.
  - [f] Any other such duties and responsibilities as the Board of Directors shall designate or establish.
  - [h] Work closely with any committees directly responsible for maintaining the operations of the library.

## **ARTICLE XI- TRANSACTION OF BUSINESS**

- 11.1 All checks or drafts for money and notes of the corporation shall be signed by such officers as the Board of Directors may designate. Except for special amounts as authorized by the Board of Directors, all checks or drafts shall

require signatures by two (2) of the following: President, Vice-President, Secretary, Treasurer.

## **ARTICLE XII- COMPENSATION OF DIRECTORS AND OFFICERS**

- 12.1 The corporation shall reimburse each of its Directors, officers and employees whether or not then in service against all reasonable expenses actually and necessarily incurred by them in connection with the defense of any claims or litigation to which the individual may be a party because they are or were a Director, officer or employee of the corporation. The individual shall have no right to reimbursement, however, in relation to matters as to which they have been adjudged liable to the corporation for gross negligence or willful misconduct in the performance of their duties. Compensation for expenses shall also apply to the expenses of suits which are compromised or settled out of court.
- 12.2 The library shall be responsible to purchase liability insurance covering representatives of the library under Section 5747 of the Pennsylvania Nonprofit Corporation Law of 1988. The library shall purchase annually Directors and Officers insurance.
- 12.3 No Director shall be personally liable for monetary damages relating to their role as Director, whether for any action taken or any failure to act unless:
- [a] The Director has failed or breached the performance of their duties under Subchapter 57B of the Pennsylvania Nonprofit Corporation Law of 1988 and
  - [b] The breach of conduct or failure to perform constitutes willful misconduct or recklessness.

## **ARTICLE XIII- AMENDMENT**

- 13.1 These By-Laws may be amended or repealed, and new ones adopted, by the majority vote of the Board of Directors at any annual, regular, or special meeting of the Board of Directors. Any proposed amendments should be submitted to the Board of Directors at least one (1) month before a vote on the amendment or repeal.