

BYLAWS OF THE
MARS AREA PUBLIC LIBRARY ASSOCIATION

ARTICLE I. NAME

The name of the corporation shall be the “Mars Area Public Library Association” (the “Library”), originally chartered under the laws of the Commonwealth of Pennsylvania, August 9, 1947 within its service area located in Adams Township, Mars Borough, Middlesex Township, and Valencia Borough, Butler County, Pennsylvania (the “Service Area”).

ARTICLE II. PURPOSE, GOALS & OBJECTIVES

The purpose of the Library is the establishment and maintenance of a free, public non-sectarian library within the Service Area, with particular emphasis on fostering charitable, scientific, literary and/or education purposes including the maintenance and support of this Library, as more particularly set forth in its Articles of Incorporation. The Library shall, at all times operate in accordance with the Pennsylvania Nonprofit Revenue Code of 1986, *as amended*, as the same shall be applicable, or the corresponding provisions of any future United States Internal Revenue Law (hereinafter referred to as the “Code”). Any change to the physical location of the Library and/or Service Area shall only be permissible upon a unanimous vote of the Directors of a Complete Board (as defined herein).

The Library shall have no members. The Library may have classes of “membership” or “members” as the Board of Directors sees fit, but such persons shall not have the rights of corporate members as the same may be defined under Pennsylvania law.

ARTICLE III. FINANCING

All monies received and appropriated for the Library shall be for the use of the Library, regardless of the means of support. The Treasurer shall have charge and custody of all monies, as set forth in ARTICLE VI, Section 7, herein.

ARTICLE IV. FISCAL YEAR

The fiscal year of the Library shall follow the calendar year and will run from 12:01 a.m. on January 1 through 11:59:59 p.m. on December 31 (the “Fiscal Year”).

ARTICLE V. THE BOARD OF DIRECTORS

Section 1. The Library Board of Directors (the “Board”) shall manage the business and affairs of the Library except as the same may otherwise be required by statute, duly enacted Board resolution and/or these Bylaws.

Section 2. The Board will consist of cardholding members of the Library who reside within the Service Area. The Board shall work in concert with the various municipalities to recruit

prospective Directors (defined herein) to ensure representation on the Board from each municipality within the Service Area. The municipalities comprising the Service Area, and their respective number of representatives to the Board being: Adams Township (2 representatives); Middlesex Township (2 representatives); Mars Borough (2 representatives); and Valencia Borough (1 representative). In advance of the end of term for any Board member, or upon notice of any Board member's resignation from the Board, the Board shall provide notice to the municipality for which said Board member was a representative. The municipality shall then provide to the Board a vetted slate of no less than two (2) potential replacement candidates for each departing Board member, to the Board for consideration and potential appointment to the Board. Upon appointment to the Board, each Director shall be entitled to one (1) vote on each issue or question that comes before the Board.

Section 3. The Board shall consist of seven (7) persons (each, a "Director"). Each Director shall serve for a term of three (3) years. The Board shall undertake all reasonable efforts in advance of the end of each Director's term to ensure that all necessary successors have been qualified and elected; notwithstanding the foregoing, should a Director expire, resign or otherwise be removed as a Director prior to the expiration of their term, the Board shall undertake all reasonable efforts to identify a replacement Director as soon thereafter as may be practicable. Directors shall be limited in their Board tenure, serving a maximum of two (2) consecutive terms. Notwithstanding the foregoing, should a former Director wish to rejoin the Board following a period of one (1) year of disaffiliation, the restrictions on tenure shall reset with respect to that Director's participation on the Board.

In the event that there shall be a vacancy on the Board for a Municipality having more than a single Director, and the Board shall be actively engaged with the municipality to fill such vacancy, the Board shall be considered a "Complete Board" for purposes set forth herein and the vote of the sole Director representing such municipality shall constitute sufficient authority. Conversely, should such vacancy relate to Valencia, then the Board shall not be considered a Complete Board, until such time as a new municipal representative from Valencia shall be identified and appointed to the Board.

Section 3 (a). *Removal of Directors prior to expiration of Term.* Any Director may be removed from office prior to the expiration of his or her term, with or without cause and upon a majority vote of all other Directors. The vote to remove a Director shall occur at a regular or special meeting of the Board, only following written notice to all Board members of the Board's intention of voting on the removal of a Director. No Director shall be removed without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed. Any vacancy resulting from the removal of a Director shall be filled in accordance with the provisions of Article V, Section 2, herein.

Section 3(b). *Quorum.* A majority of the members of the Board shall constitute a quorum for the transition of business at any meeting, and the acts of the majority of the Board present at a meeting at which a quorum is present shall be the acts of the Board, unless otherwise required by law or these Bylaws.

Section 3(c). Voting by mail or email shall be conducted upon request of and at the discretion of the President, provided that every Director shall have the opportunity to vote upon the question submitted. Voting on all such matters shall close no later than one (1) week after the date on which the question is submitted to the Directors. If all (100%) of the Directors vote upon the question submitted, the vote shall be counted as if the action had been taken in person during a regular meeting of the Board. If the question submitted does not receive unanimous support of all Directors, then no further action can be taken with respect to such initiative until the next regularly scheduled meeting of the Board. The Executive Director and/or the President shall count the votes and report results to the Board. Review of the action taken by mail or email votes shall be identified as an agenda item to be considered by the Board during its next regularly scheduled meeting.

Section 4. During their respective terms, each Director shall endeavor to chair one of the various Board committees, as defined in Article IX, and shall participate in any committee assignments received.

Section 5. Each Director's term shall run concurrent with the Library's Fiscal Year.

Section 6. Any Director wishing to continue their active involvement with the Board after expiration of his/her term(s), may be granted emeritus status. Emeritus status will be granted upon a simple majority vote by the Directors. Directors Emeritus will shall not be permitted to vote on matters pending before the Board.

Section 7. Library employees are not eligible to serve on the Board.

ARTICLE VI. OFFICERS FOR THE BOARD OF DIRECTORS

Section 1. The officers of the Board of Directors are as follows: President, Vice-President, Treasurer, and Secretary (each, an "Officer").

Section 2. Each Officer shall serve a three (3) year term. Officers may not serve more than two (2) consecutive elected terms in the same position. Each Officer's term shall commence on January 1 of the year following their election to such position and shall run concurrent with the Fiscal Year. Notwithstanding the foregoing, each Officer shall have the right to resign their position prior to the appointment and/or election of a successor.

Section 3. Election of Officers shall occur during the November meeting immediately preceding expiration of such Officer position(s). If the election is not held at the November meeting, such election shall be held as soon thereafter as possible.

Section 4. The President shall be responsible for the following duties:

- Preside over all meetings of the Board;
- Oversight and supervision of all business matters and other activities of the Board;
- Execute all contracts and agreements requiring a Board signatory;

- Assign appropriate committees as required and serve as an *ex officio* member of all committees;
- Appoint replacements, with approval from the Board, for committee vacancies.

A vacancy of the office of President shall be filled by the Vice-President and shall not prevent the Vice-President's capacity to serve two (2) full terms as President, should the Vice-President seek to run for that position at the conclusion of their service as interim President.

Section 5. The Vice-President shall assist the President as required. In the absence of the President, the Vice-President shall perform all duties of the President with all of the powers of the President. The Vice-President shall perform other such duties as may be assigned by the President or by the Board.

Section 6. The Secretary shall keep the minutes of all Board meetings and serve as custodian of Board records. The Secretary shall maintain the records for all standing and *ad hoc* committees (defined herein). The Secretary shall also perform such duties as may be periodically assigned by the President and/or the Board.

Section 7. The Treasurer shall be responsible for and have charge and custody over all monies, funds, and securities of the Library, and shall be responsible for oversight and maintenance of all banking and/or financial accounts of the Library ("Library Accounts"). The Treasurer shall be required to present a Treasurer's report at each Board meeting for review by the Board. All checks drawn on Library Accounts checks shall require dual signatories. All Directors shall be eligible signatories, barring any such Directors inability to serve in a fiduciary capacity. The Treasurer shall obtain a bond in an amount to be determined by the Board to provide satisfactory surety to the municipality.

ARTICLE VII. LIBRARY EXECUTIVE DIRECTOR

The Executive Director of the Library shall be responsible for the overall, day-to-day operations of the Library and oversight over Library employees, and is appropriately empowered to effectuate the responsibilities, duties and obligations of the Executive Director, including but not limited to making human resource determinations for the hiring/firing of Library staff (the "Executive Director"). The Executive Director shall attend all regularly scheduled meetings of the Board, but as an employee of the Library, shall not be permitted to participate in any vote.

The Executive Director shall:

- Be directly responsible to the Board for the general administration of the Library in accordance with these Bylaws and any such policy as the Board may enact in furtherance of the Library's stated objectives;
- Report to the Board on all areas concerning the Library and its policies, needs and/or special requirements;
- Have oversight and responsibility for all Library property, including both real and personal property; and

- Supervise and delegate duties to the Library staff in accordance with ordinary business practices.

The Executive Director shall not make or decline any offer, gift or contract that exceeds the scope of the Executive Director's mandate, as determined by the Board, without first referring such matter to the Board for additional consideration.

ARTICLE VIII. MEETINGS OF THE BOARD OF DIRECTORS

Section 1. The Board shall meet regularly, not less than once per month, during each Fiscal Year at such date and time as determined by the Board; nevertheless, the President may, at its discretion, cancel or reschedule up to a maximum of three (3) meetings in any single Fiscal Year. All regular meetings of the Board shall open to the public, with notice of all such meetings being publicly posted in the Library, online at the Library's website, in conformity with statutory requirement.

Regular meetings of the Board shall be open to the public and any member of the public shall be afforded the opportunity to address the Board during the period for public comments as identified on the meeting agenda.

No special meeting, work session, executive session or conference shall be open to the public, unless the same shall be specifically required by Pennsylvania or Federal statute. Notwithstanding the foregoing, non-Directors may be permitted to attend special meetings, work sessions, executive sessions and/or conferences of the Board upon unanimous written approval by the Board.

Section 2. The January meeting of each Fiscal Year shall require installation and/or appointment of any incoming Officers and a review of the preceding year's annual report.

Section 3. The November meeting of each Fiscal Year, as necessary, shall include conducting any Officer elections necessitated by the impending conclusion of any current Officer's term, election of new Directors to fill any Director vacancies becoming effective on December 31, and presentation of the Annual Budget to the Board.

Section 4. The President may call a special meeting of the Board upon no less than seventy-two (72) hours prior notice. The purpose of any such special meeting shall be clearly stated in the notice and that purpose may be the only business to be addressed during any such special meeting.

Section 5. The President, with a minimum of seventy-two (72) hours' notice, may call special meetings of the Board of Directors. The purpose of the special meeting shall be clearly stated and only the business specified shall be transacted at the special meeting.

Section 6. In the event that any Director shall fail to attend three (3) regular meetings of the Board, the Board shall have the discretion to whether removal of said Director is warranted upon a simple majority vote of all non-offending Directors.

ARTICLE IX. COMMITTEES

Section 1. The President, with the approval of the Board of Directors, may institute Standing Committees. The committees will meet between January 1st and the February Board meeting to discuss goals for the coming year. The goals will be documents and provided to the Board before the February Board meeting. Committees will meet at the Chairperson's discretion.

Section 2. Each Board member will be expected to serve on at least one (1) committee at any given time.

Section 3. Each member of the Board of Directors, who holds no office, will accept the responsibility of a Chairperson for a Standing Committee at some point during his or her term. The Chairperson's term will be one (1) year, and each Chairperson will be limited to three (3) successive one (1) year terms as Chairperson on any given Committee.

Section 4. Each Committee will have a Chairperson and Co-Chairperson.

Section 5. The Chairperson is required to provide a brief written report to the Board prior to the regular meeting and should be prepared to take questions concerning that report at the meeting.

Section 6. The standing committees may include but shall not be limited to: Human Resources and Personnel; Planning and Programs; Policy and Facility Use; and Finance and Development. The intended functions and responsibilities for each such standing committee, may be separately set forth in general policy guidelines addressing such committee's role and scope of responsibilities.

Section 7. The President, in their discretion, may create an *ad hoc* committee at any time and for any particular purpose to be undertaken on behalf of the Library and/or the Board. Unless specifically extended by majority vote of the Board, each *ad hoc* committee established during any Fiscal Year shall expire at the end of that Fiscal Year.

ARTICLE X. QUORUM

Quorum is defined herein as the participation by a simple majority of the Board and shall be required to conduct a vote on any matter affecting the operation and/or maintenance of the Library for which Board approval is required.

ARTICLE XI. AMENDMENT AND REVISION OF BYLAWS

Section 1. These Bylaws may be amended at any time upon a passing vote by the Board.

Section 2. Any proposed revisions and/or amendments of these Bylaws shall be preliminarily disseminated to the Directors not less than thirty (30) days prior to any regularly scheduled Board meeting during which the Board intends on considering and/or voting any such proposed changes. Notwithstanding the foregoing, the thirty (30) day requirement shall apply only to the preliminary

dissemination of proposed Bylaw revisions, and shall not reset upon each subsequent submission or proposed revision provided by any Director in response to such initial proposed revision.

Section 3. Following Board approval of any revision and/or amendment to these Bylaws, courtesy copies of the revised Bylaws shall be provided to each constituent municipality within the Service Area.

ARTICLE XII. DISSOLUTION

Upon unanimous vote of the Board, the Board may elect to dissolve the Library. In such event, the Board shall: (1) pay all outstanding expenditures, liabilities and debts incurred on behalf of the Library; (2) provide priority consideration to the Mars Area School District for donation of the Library collections, including books and technology; and (3) coordinate distribution of all remaining Library assets in accordance with applicable law.

ARTICLE XIII. LIABILITY AND INDEMNIFICATION

Section 1. Liability of Directors. No Director, during their term or following their participation on the Board, including their heirs, assigns, administrators and/or successors-in-interest shall be subjected to personal liability for any damages resulting from any lawful action or inaction by the Board; provided, however, that the indemnification provisions set forth in this Article XIII, et seq, shall not apply if any such Director has willfully or negligently failed to discharge their duties in accordance with the law.

Section 2. Indemnification of the Directors. The Library shall indemnify and hold harmless, except as prohibited by law (including but not limited to the indemnification protections as set forth in 15 Pa.C.S.A. §513), each Director with respect to each Director's was or is made a party to or a witness in or is threatened be made a party to or a witness in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, by reasons the fact that the person is or was an authorized representative of the Library, against all expenses (including attorneys' fees and disbursements), judgments, fines (including excise taxes and penalties), and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit proceeding.

Section 3. Expenses. The Library shall pay expenses (including attorneys' fees and disbursements) incurred by a Director or officer of the Library referred to in Section 14.2 hereof in defending or appearing as a witness in any civil or criminal action, suit or proceeding described in such Section. The expenses incurred by disposition of such action, suit or proceeding only upon receipt of an undertaking by or on behalf of such Director or officer to repay all amounts advanced if it shall ultimately be determined that the person is not entitled to be indemnified by the Library as provided in Section 14.5 hereof.

Section 4. Indemnification of Employees or Agents. The Library may from time to time, as determined by the Board of Directors, indemnify, except as prohibited by law, any employee or agent of the Library who was, or is, a party to, or a witness in, or is threatened to be made a party to or witness in, or is otherwise involved in, any threatened pending or completed action, suit or

proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that the person is, or was, an authorized representative of the Library, both as to action in that official capacity and as to action in any other capacity while holding such office or position, against all expenses (including attorneys' fees and disbursements), judgments, fines (including excise taxes and penalties), and amounts paid in settlement actually and reasonably incurred by the person or in connection with such action, suit or proceeding. The Library may from time to time, as determined by the Board of Directors, pay expenses incurred by any such person by reason of the person's participation in an action, Suit or proceeding referred to in this Section 14.4 in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that the person is not entitled to be indemnified by the Library as provided in Section 14.5 hereof.

Section 5. *Prohibited Acts.* Indemnification under this Article shall not be made by the Library in any case where a court determines that the alleged act or failure to act giving rise to the claim for indemnification is expressly prohibited by 15 Pa.C.S.A. 511 through 513, or any successor statute as in effect at the time of such alleged action or failure to take action.

Section 6. *Policy Awareness.* Each Director and officer of the Library shall be deemed to act in such capacity in reliance upon such rights of indemnification and advancement of expenses as are provide in this Article. The rights of indemnification and advancement of expenses provided by this Article shall not be deemed exclusive of any other rights to which any person seeking indemnification or advancement of expenses may be entitled under any agreement, vote of disinterested Directors, stature or otherwise (including any right of indemnification arising pursuant to Section 5741, *et seq* of the Nonprofit Corporation Law), both as to action in such persons' official capacity and as to action in another capacity while holding such office or position and shall continue as to a person who has ceased to be an authorized representative of the Library and shall insure to the benefit go the heirs, executors and administrators of such person. Indemnification and advancement of expenses under this Article shall be provided whether or not the indemnified liability arises or arose from any threatened, pending or completed action by or in the right of the Library. Any repeal or modification of the Article by the Board of Directors of the Library shall not adversely affect any right or protection existing at the time of such repeal or modification to which any person may be entitled under this Article.

Section 7. *Insurance.* The Library may purchase and maintain insurance on behalf of any person referred to in Section 14.2 and 14.4 hereof against any liability asserted against or incurred by such person in any capacity, whether or not the Library would have the power to indemnify such person against such liability under the provisions this Article. The Library may, in lieu of or in addition to the purchase and maintenance of insurance, establish and maintain a fund of any nature or otherwise secure or insure in any manner its indemnification obligations, whether arising under or pursuant to this Article or otherwise. The Board of Directors shall have the power to borrow money on behalf of the Library, including the power to pledge the assets of the Library, from time to time to discharge the obligations with respect to indemnification, the advancement and reimbursement of expenses, and the purchase and maintenance of insurance referred to in this Article.

Section 8. *Authorized Representative.* For purposes of this Article, the term "authorized rep-

representative” shall mean a Director, officer, employee or agent of the Library, or a trustee, custodian, administrator, committeeman or fiduciary of any employee benefit plan established and maintained by the Library, a person serving another corporation, partnership, joint venture, trust or other enterprise in any of the foregoing capacities at the request of the Library.

Section 9. *Continuing Right to Indemnification.* The indemnification and advancement of expenses provided pursuant to this Article shall continue as to any person who has ceased to be an officer, Director, employee or representative of the Library and shall inure to the benefit of the heirs, executors and administrators of such person. This Article shall not be exclusive of any other right which the Library may have to indemnify any person as a matter of law.