

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 “Corporation”), 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 Corporation is the establishment and maintenance of a free, public non-sectarian library within the Service Area. The purposes of the Corporation are as set forth in its Articles of Incorporations pursuant to applicable Pennsylvania Nonprofit Revenue Code of 1986, *as amended*, or the corresponding provisions of any future United States Internal Revenue Law (hereinafter referred to as the “Code”), including, in particular, to foster charitable, scientific, literary and/or education purposes including the maintenance and support of this Library in Adams Township, Mars Borough, Middlesex Township, and/or Valencia Borough, in Butler County, Pennsylvania (the “Library”).

The Corporation shall have no members. The Corporation may create such classes of “membership” or “members” as the Board of Directors sees fit, but such persons shall not have the rights of members under the applicable law.

ARTICLE III. FINANCING

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

ARTICLE IV. 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.

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 otherwise required by statute, these Bylaws, or resolution duly adopted by the Board.

Section 2. The Board will consist of cardholding members of the Library who reside within the Service Area of the Library. The Board shall work in concert with the various municipalities to recruit prospective Directors to ensure representation on the Board from each municipality within the Service Area. The municipalities within the Library Service Area, and their respective number of representatives to the Board being: Adams Township (2 representatives); Middlesex Township (2 representatives); Mars Borough (2 representatives); 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 on behalf of whom said Board member was serving as a representative. Upon such notice, the municipality shall provide a vetted slate of no less than two (2) candidates to replace every one (1) departing Board member, to the Board for final review and 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 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.

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, without the assignment of any cause, and upon a majority vote of all other Directors, which such vote shall be conducted at a regular or special meeting of the Board, provided that written notice of the intention to consider removal of a Director has been included in the notice of the meeting. No Director shall be removed without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed. New Directors may be elected at the same meeting.

Section 3(b). *Quorum.* A majority of the members of the Board shall constitute a quorum for the transaction 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 in emergency situations only, upon request of and at the discretion of the President, provided that every Director shall have the opportunity to vote upon the question submitted. The voting shall close 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 a pass vote by all Directors then no further action can be taken with respect to such initiatives 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. Each Director shall accept the responsibility of charging a committee, which is further defined in Article X, at some point during their tenure with the Board.

Section 5. The terms of the Directors will be consistent with the fiscal years, as defined in Article IV.

Section 6. Any Director wishing to continue their active involvement with the Board after expiration of his/her term(s), maybe granted emeritus status or serve as a member or an officer of the Friends of the Library. Emeritus status will be granted by a majority vote of the Board members. Emeritus Directors will not have the right to vote on issues or questions that come before the Board.

Section 7. Employees of the Library 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 shall be, but not be limited to, President, Vice-President, Treasurer, and Secretary.

Section 2. Officers will serve a three (3) year term and may not serve more than two (2) consecutive elected terms in the same position. Each officer's term will begin January 1 following the election. The terms of the officers will run concurrent with the fiscal year as defined Article IV.

Section 3. The election of officers shall take place at the November meeting during the year that the current term will expire. If the election is not held at the November meeting, such election shall be held as soon thereafter as possible. Each officer shall hold office until a successor has been duly elected or appointed. However, each officer maintains the right to resign before a successor has been elected or appointed.

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

- Preside over all Boards of Directors meetings;
- Have general charge and supervision of all business matters and other activities of the Board of Directors;
- Execute, in the name of the Board of Directors, all contracts and agreements;
- Assign appropriate committees as required and serve as an *ex officio* member (has the right to sit on the committee because of his position as President, but attendance is at his/her discretion) of all committees;
- Appoint replacements, with approval from the Board of Directors, for Board of Directors Committee vacancies.

A vacancy of the office of President shall be filled by the Vice-President and shall not prevent their succession to the President's office for the following term.

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

Section 6. The Secretary shall keep minutes of all Board of Directors meetings, be custodian of the Library Board records, and maintain and make any suggestions regarding the retention policy. The Secretary will maintain records for the officer's terms and records of Standing and Ad Hoc committee Chairpersons and co-Chairs. The Secretary will also be required to perform other such duties as assigned by the President and/or the Board of Directors.

Section 7. The Treasurer shall have charge and custody and be responsible for all monies, funds, and securities of the Board of Directors and will be responsible for its accounts. The Treasurer is also required to present a Treasurer's report at each meeting for review by the Board of Directors. All checks written using the Board of Directors monies will require two (2) signatures since this is considered standard business practice for non-profit organizations. Eligible signatories are the Library Directors and officers of the

Board of Directors. The Treasurer of the Board 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 is responsible for the overall operation of the Library and the Library employees. The Executive Director is empowered to make all necessary decisions affecting the day-to-day operations of the Library and decisions affecting staff when needed for required.

The Executive Director shall be responsible for the following duties:

- Be directly responsible to the Board of Directors, as well as, responsible for the administration of the Library under the general policies set forth by the Board of Directors;
- Report to the Board of Directors on all area concerning the Library and its policies, an needs or special requirements;
- Have charge and responsibility of all Library property;
- Supervise and delegate duties to the Library staff.

The Executive Director shall not make or decline offers, gifts or contracts with any individual, company, organization or governing body without first referring such matter to the Board of Directors. The Executive Director shall also be required to attend all regular meetings of the Board of Directors, but cannot be a member of the Board of Directors and will not have a right of vote on the Board.

ARTICLE VIII. MEETINGS OF THE BOARD OF DIRECTORS

Section 1. The regular meeting of the Board of Directors shall be held each month at a day and time determined by the Board and will be open to the public. Notice of all regular meetings will be posted in the library, on the library's website, and provided to other public outlets as per requirements of the Pennsylvania Sunshine Act.

Section 2. A meeting may be cancelled or re-scheduled by the President. No more than three (3) meetings per year may be cancelled.

Section 3. The purpose of the January meeting shall include hearing and review of the annual reports and installation of new officers.

Section 4. The purpose of the November meeting shall include the election of officers and Directors and the presentation of the annual budget.

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. Any individual is permitted to attend the regularly scheduled monthly meeting of the Board of Directors, but not any Executive Session, Conference, or Work Session as defined by Section 707 of the Pennsylvania Sunshine Act, unless specifically approved in advance of said meeting by a majority vote of the Board. Any member of the general public wishing to attend a regularly scheduled monthly Board meeting and desiring to speak will have the opportunity to be heard during the Public Comment period as identified on the agenda.

Section 7. If a Director fails to attend three (3) consecutive Board of Director meetings, the remaining Board members shall have the right to determine whether removal of the absentee Directors should be recommended. If such recommendation is set forth the decision will be made by a majority vote of the remaining Board Members.

ARTICLE IX. EXECUTIVE BOARD

[Intentionally Omitted].

ARTICLE X. 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 include, but are not limited to, the following:

- Human Resource and Personnel Committee. The responsibilities of this Committee include, but are not limited to:
 1. Creating and maintaining job descriptions for the Library Executive Director and for the staff of the Library.
 2. Developing and maintaining evaluation criteria for the Library Executive Director and Library staff members.
 3. Oversee the hiring, disciplinary actions and termination of all Library personnel. This includes advising the Board of Directors on personnel problems and recommended solutions.
 4. Develop and maintain a manual for new Board of Directors members and new Library employees.
 5. Adherence to the Library's "Board Best Practices".
 6. Develop and implement policies to satisfy reporting and applicable legal requirements.

- Planning and Programs Committee. The responsibilities of this Committee include, but are not limited to:
 1. Develop, maintain and communicate the Mission and Vision Statements of the Library.
 2. Develop and implement the Strategic Plan
 3. Evaluate and upgrade programs and services and gather community feedback on these to provide continuous improvement.
 4. Develop marketing and community partnerships.
 5. Facilitate short and long term planning.
 6. Technology overview.

- Policy and Facility Use Committee. The responsibilities of this Committee include, but are not limited to:
 1. Maintain library by-laws and amend when necessary.
 2. Evaluate and measure use of facilities to obtain maximum benefit.

3. Develop and maintain policies, including but not limited to, library internet usage, patron behavior, community room rental and Library use.
- Finance and Development Committee. The responsibilities of this Committee include, but are not limited to:
 1. Solicitation of public and private funds.
 2. Investigate grant money available public libraries.
 3. Financial management including salaries of the Library Executive Director and staff.
 4. Organization of the annual community fund drive.
 5. Presentations to local government officials.
 6. Development of special events.
 7. Finalize new annual budgets.

Section 7. The President shall appoint a Nominating Committee for new Board members at least ninety (90) days prior to the November meeting. The Nominating Committee shall consist of three (3) Board members. The Nominating Committee shall submit to the Board of Directors a ballot containing the slate of candidates for office thirty (30) days prior to the November meeting. The election of Board members and officers will take place at the November meeting as stated in Article VIII, Section 4. In the event that the Board is operating at full capacity, a Nominating Committee will not be necessary for that year.

Section 8. The President may create *ad hoc* committees at any time. An *ad hoc* committee shall be assigned a particular task and a deadline for completion of said task.

ARTICLE XI. QUORUM

For the Bylaws of the Library, a quorum shall be defined as a majority of the active members of the Board of Directors for the transaction of any Library business related issues.

ARTICLE XII. AMENDMENT OF BYLAWS

Section 1. Proposed Bylaws changes shall be distributed to the member of the Board of Directors at least thirty (30) days prior to the regular scheduled monthly or special meeting at which a vote on the changes is to be on the agenda.

Section 2. The Bylaws may be amended at any time upon a quorum vote of the Board of Directors.

ARTICLE XIII. DISSOLUTION

In the event of necessity of dissolution of the Library, the Board of Directors shall: (1) pay all outstanding expenditures, liabilities and debts; (2) offer print and non-print materials to the Mars Area School District; and (3) all remaining assets of the Library shall only be distributed to one or more 501 (c) (3) nonprofit corporation(s) or otherwise in accordance with the Articles.

ARTICLE XIV. LIABILITY AND INDEMNIFICATION

Section 1. **Liability of Director.** A Director of the Corporation shall not be personally liable for monetary damages as a result of any action taken or any failure to take any action; provided, however that this Section 14.1 shall not apply (1) if the Director has breaches or failed to perform the duties of office relating to standard of care and justifiable reliance, as set for in 15 Pa.C.S.A.511, its amendments or any successor statues in effect at the time of the alleged breach or failure to perform, and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness, or (2) to the responsibility or liability of a Director pursuant to local, state or federal law. The rights conferred by this Section 14.1 shall continue as to any person who has ceased to be a Director and shall inure to the benefit of the heirs, executors and administrators of such person. Any repeal or amendment of this Section 14.1 shall be by vote of the Board of Directors but shallot adversely affect any right existing at the time of such repeal or amendment to which any Director or former Director may be entitled.

Section 2. **Indemnification. In General.** The Corporation shall indemnify, except as prohibited by law (including but not limited to the indemnification provided by 15 Pa.C.S.A. 513), each Director or officer (including each former Director or officer) of the Corporation who 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 Corporation, 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 Corporation shall pay expenses (including attorneys' fees and disbursements) incurred by a Director or officer of the Corporation 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 Corporation as provided in Section 14.5 hereof.

Section 4. **Indemnification of Employees or Agents.** The Corporation may, as determined by the Board of Directors from time to time, indemnify, except as prohibited by law, any employee or agent of the Corporation 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 Corporation, 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 Corporation may, as determined by the Board of Directors from time to time, 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 Corporation as provided in Section 14.5 hereof.

Section 5. **Prohibited Acts.** Indemnification under this Article shall not be made by the Corporation 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 Corporation shall be deemed to act in such capacity in reliance upon such rights of indemnification and advancement of expenses as are provided 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, statute 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 Corporation and shall inure 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 Corporation. Any repeal or modification of the Article by the Board of Directors of the Corporation 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 Corporation 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 Corporation would have the power to indemnify such person against such liability under the provisions this Article. The Corporation 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 Corporation, including the power to pledge the assets of the Corporation, 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 representative” shall mean a Director, officer, employee or agent of the Corporation or of any subsidiary of the Corporation, or a trustee, custodian, administrator, committeeman or fiduciary of any employee benefit plan established and maintained by the Corporation or by any subsidiary of the Corporation, or a person serving another corporation, partnership, joint venture, trust or other enterprise in any of the foregoing capacities at the request of the Corporation.

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 or Director or employee or representative of the Corporation 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 Corporation may have to indemnify any person as a matter of law.