



QUARRYVILLE LIBRARY BY-LAWS

ARTICLE I. NAME

The name of this organization is the Quarryville Library Center.

ARTICLE II. PURPOSE

The purpose of this organization is to support and promote free public library service to the residents of Bart, Colerain, Drumore, East Drumore, Eden, Fulton, Little Britain, Martic and Providence Townships and Quarryville Borough, and to act as the agent of these municipalities to provide library service to their residents. In addition, the Quarryville Library will provide library service and extend free access to all residents of the Commonwealth as defined under The Library Code, Act of June 14, 1961, P.L. 324, as amended.

ARTICLE III. BOARD OF DIRECTORS

Section 1. The Board shall be taken to be members of the corporation and shall exercise all the rights and powers of members.

Section 2. Qualification for Board membership shall be confined to residents of the area served by the Library Center and to those persons showing exceptional interest in the Quarryville Library Center and who possess specific skills and expertise beneficial to the Board.

Section 3. Membership shall be a self-perpetuating Board of Directors made up of seven to nine elected members elected for a three (3) year term. Board members may serve two (2) full terms, go off the board for one (1) year and may return to the board if re-elected.

Section 4. **The Board shall be composed of residents who live in as many municipalities and townships as it is possible from which to recruit new members. Board members, however serve at large, representing all municipalities and townships located within Quarryville Library service area.**

- Section 5. Nominations for Board membership will be entertained at the November Board meeting or at any other time during the year if a board member position becomes vacant. Prospective candidates are encouraged to attend a board meeting before their names are placed in nomination. Candidates previously nominated may be elected by the current Board membership at the December Board meeting. An affirmative majority vote of the Board is required for a nominee to become a member of the Board. If the number of candidates is greater than the number of vacancies, a confidential ballot vote will be conducted to determine the persons to be seated on the Board.
- Section 6. Newly elected members of the Board shall begin their **three year** terms of office beginning with the following January meeting. **For Board members who fill a Board member vacancy before the Fall nomination and election period, their first year of service also ends in December, regardless of the number of months they have served in their first year.**
- Section 7. Regular attendance at meetings is expected, as well as involvement of the Board member in the activities of the Quarryville Library. Absence from three (3) or more regular Board meetings in a 12-month period will constitute sufficient grounds for relinquishing a board member's position on the Board.
- Section 8. By a two-thirds vote of the Board present and voting, any Board member may be removed from office if, in the opinion of the Board, he/she fails to serve the best interests of the Library or the Board.
- Section 9. Board members may not be employees of the Library.

ARTICLE IV. MEETINGS

- Section 1. Regular meetings shall be held monthly, with the time and day to be determined by the current Board. The annual meeting to elect new Board members for the upcoming year will be the regular December Board meeting. **If the Board needs to fill a vacant position before the Fall nomination and election period, a special election may be held.**

- Section 2. Meetings will be held in the Library unless the Board, by majority vote, agrees to meet elsewhere .
- Section 3. A quorum composed of a majority of voting Board members must be present to conduct business. Business shall be conducted by the vote of a simple majority of present Board members unless otherwise noted. No proxies will be used in voting. Voting by email (in case of emergencies or time-sensitive matters) shall be conducted upon request of the President, provided that every member of the Board has an opportunity to vote upon the question submitted. Voting by email shall close within 48 hours to a week depending upon the degree of emergency.
- Section 4. Special meetings may be called by the President, Vice President or three or more members of the Board provided that notice is given to all Board members at least three (3) days in advance of the proposed meeting. The same method shall be used for cancellation of any meeting, except in the case of an emergency or severe weather conditions when the meeting may be cancelled on short notice. An attempt will be made to contact each member by telephone or e-mail.

ARTICLE V. OFFICERS

- Section 1. Officers shall consist of a President, Vice President, Secretary and Treasurer.
- Section 2. The Nominations Committee shall present its slate of candidates for Officers at the January meeting. Additional nominations may be made from the floor. Voting on the Officers will take place as the first item on the agenda of the January meeting after the review of the minutes of the December meeting, and new Officers will begin their duties at once. Officers must be members of the Board.
- Section 3. Term of Officers is one (1) year. The President may serve a maximum of five (5) consecutive years if so nominated and elected. Other Officers may serve in the same capacity for a maximum of six (6) consecutive years if so nominated and elected.

Section 4. If the number of nominees for any office exceeds the vacancies, a confidential ballot vote will be taken to determine the person to be seated as an Officer.

Section 5. In the event an Office should become vacant during the course of a year, a majority of the remaining Board members present and voting at a regular or special meeting shall within a reasonable period of time elect another Board member to fill the vacancy for the unexpired term.

ARTICLE VI. DUTIES OF OFFICERS

Section 1. PRESIDENT

The President shall be the presiding officer of the Board and shall preside at all meetings. The President shall have general supervision over the policies and operations of the Quarryville Library in conjunction with the Board. The President shall execute all legal documents on behalf of the Quarryville Library.

Section 2. VICE PRESIDENT

The Vice President shall perform any of the President's duties in the absence of the President, in addition to other duties as the Board or President shall direct. The Vice-President will work with the Library Director to ensure that all local municipalities are visited by a board member in Fall to secure financial support for the Library. The Vice-President will also support the implementation and progress assessment of strategic plans developed every three years.

Section 3. SECRETARY

The Secretary shall keep and distribute a full record of the proceedings of each meeting. The Secretary shall give notice of all meetings. The Secretary will also conduct the correspondence of the Board and perform other duties as assigned by the President or the Board.

Section 4. TREASURER

The Treasurer is responsible for the collection, safekeeping and expenditures of all funds and for keeping an accurate financial record as directed by law and the board of directors. The Treasurer will be Chair of the Finance Committee. The Treasurer, with the written consent of the President, may withdraw up to \$10,000 per quarter from the Library's

money market investments in American Funds when necessary for the continued operation of the Library

ARTICLE VII. COMMITTEES

Section 1. The following **STANDING COMMITTEES** (Nominating, Finance, Personnel, Building and Property, Fundraising, Community Outreach, and Art) shall be formed annually. The Chair of each committee shall be appointed by the Board President at the Board's February meeting. The President shall be an ex-officio member of each committee.

Section 2. Committee membership shall be determined by the committee chair and shall consist of at least two (2) persons in addition to the chair.

Section 3. Each Committee Chair will report at each Board meeting on the Committee's activities.

Section 4. **People who are not members of the Board may serve on Building and Property, Fundraising, Community Outreach, and Art committees as appointed by the Board President.**

Section 4. NOMINATING COMMITTEE.

- a. The Committee will send Board member application forms and Board membership guidelines to prospective Board members throughout the year.
- b) Committee chair will maintain a file of completed board application forms.
- c) Committee will review needed openings for Board in August, September, and October. Committee Chair will distribute completed board application forms to the Nominating Committee for review.
- d) Committee will meet to review prospective Board members and present candidates' applications to the Board for possible nomination at the October Board meeting.

- e) Committee presents the candidates to the Board at the October or November Board meeting so that prospective board members can observe a meeting and the Board can interview prospective candidates.
- f) Prospective board members will be voted on at the December Board meeting.
- g) Approved new members will begin their terms at the January Board meeting.
- h) The Committee shall also present a proposed slate of Officers for consideration and voting at the January meeting.

Section 5. **FINANCE COMMITTEE** shall be chaired by the Board Treasurer. The Committee shall propose an annual budget to the Board after soliciting input from Library staff and present it at the November Board meeting. The Finance Committee shall arrange for an annual audit of the books as required by the Library Code of the Commonwealth of Pennsylvania. The Committee shall provide financial information as required to fulfill annual reporting requirements for payment of State Aid.

Section 6. **PERSONNEL COMMITTEE** shall maintain in writing a compilation of employment policies and practices for the staff of the Quarryville Library Center. This committee is charged with the interviewing and hiring for the position of Library Director in the event it becomes vacant. This Committee shall also arbitrate any grievance or dispute brought before it by a Library Center staff member in accordance with Library policies. The Committee shall also make recommendations to the Board regarding the salary and benefits paid to all employees of the library.

Section 7. **BUILDING AND PROPERTY COMMITTEE** shall be responsible for arranging and overseeing any improvements or maintenance that needs to be done at the Library Center. The Committee may spend up to \$500.00 on emergency projects without prior Board approval and up to \$250.00 on non-emergency projects without prior Board approval. The Chair will report monthly on the status of active and proposed projects.

Section 8. **FUNDRAISING COMMITTEE** shall present annual projected fundraising income to the Board as part of the annual budgeting process;

coordinate and direct all Board sponsored fundraising events and activities; and develop associated publicity materials with the approval and participation of the Board and the Director.

Section 9. **COMMUNITY OUTREACH COMMITTEE** shall support development and dissemination of new print and on-line materials that publicize the Library's message, services, and events; strengthen recruitment of new library volunteers; forge beneficial community partnerships; advocate for the library in appropriate venues; and target outreach to families who do not currently use the Library.

Section 10. **ART COMMITTEE** shall select, organize, and coordinate an annual schedule of art exhibits to be staged in the Carlson Room.

Section 11. The President may create and appoint chairs of additional Ad Hoc Committees as necessary.

ARTICLE VIII. LIBRARY DIRECTOR

The Board shall hire a Librarian subject to budgetary approval by the Treasurer. The Library Director is the executive director of the Quarryville Library for the purpose of carrying out the policies adopted by the Board. Among the duties and responsibilities are the direction and supervision of all library services and staff members.

ARTICLE IX. INDEMNIFICATION

The Library shall indemnify any person whose indemnification is required by law at the time the action giving rise to such indemnification is successfully completed. The Library may indemnify such other persons and under such other circumstances as the Library may decide, except as limited by law.

The Library shall purchase liability insurance covering representatives of the Library as provided by Section 5747 of the Pennsylvania Non-Profit Corporation Law of 1988. The Library shall purchase liability insurance covering representatives of the Library as provided by Section 5747 of the Pennsylvania Non-Profit Corporation Law of 1988.

No Board member shall be personally liable for monetary damages relating in any way to his or her role as a Board member, whether for any action taken, or any failure to take action unless:

- A. The Board member has breached or failed to perform the duties of his or her office under Subchapter 57B of the Pennsylvania Nonprofit Corporation Law of 1988 (relating to standards of care and justifiable reliance) and
- B. The breach of conduct or failure to perform constitutes self- dealing, willful misconduct, or recklessness.

ARTICLE X. CONDUCTING BUSINESS AND PARLIAMENTARY AUTHORITY

The Board may conduct business and make decisions at any regular or special Board meeting. Except as provided elsewhere in these Bylaws, the Board may conduct business and make decisions by e-mail. Business conducted and decisions made by e-mail shall be recorded in the minutes of the next Board meeting.

The rules contained in THE STANDARD CODE OF PARLIAMENTARY PROCEDURE in the latest published edition available to the Board shall govern the Board when applicable and when not inconsistent with these Bylaws.

ARTICLE XI. AMENDMENTS

- Section 1. These Bylaws may be amended at any regular or special Board meeting by a majority vote of members present and voting.
- Section 2. Any such amendments must have been referred to an ad-hoc committee on Bylaws for study and recommendation.

ARTICLE XII. COMPLIANCE WITH TAX EXEMPT REGULATIONS

- Section 1. This corporation/organization is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501c(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future Internal Revenue Service Law).
- Section 2. No part of the net earnings of the corporation/organization shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the corporation/organization shall be

authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the preceding paragraph. No substantial part of the activities of the corporation/organization shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 3. Notwithstanding any other provision of these Articles, the corporation/organization shall not carry on any other activities not permitted to be carried on

(a) by a corporation/organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or

(a) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Service Law).

ARTICLE XIII. DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for a charitable, educational, religious, or scientific purpose as shall at the time qualify as an exempt organization or organizations under 26 U.S.C. Section 501(c)(3) (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Corporation is then located, 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 XIV. CODE OF ETHICS

Each member of the Board must adhere to the following Code of Ethics:

1. Represent the interests of all people served by this library and not favor special interests.
2. Do nothing to violate the trust of those who elected or appointed me to the board or of those we serve.
3. Not use my service on this board for my own personal advantage or that of my friends.
4. Work with my fellow Board members to ensure that all rules and policies of the Library are approved by at least a majority of the members of the Board who are present at a regular Board meeting.
5. Keep confidential information confidential.
6. Not publicly criticize fellow Board members or any policies adopted by the Board.
7. Not hold Board meetings (except executive sessions concerning Library Director personnel matters) without the Library Director unless the Library Director concurs or exigent circumstances exist.
8. Observe publicity and information policies of the board and Library and refer information requests to the director.
9. Refer complaints from the public or staff on Library matters to the Library Director.
10. Attend meetings regularly, or otherwise resign so that an active member can be appointed.

ARTICLE XV. CONFLICT OF INTEREST POLICY

The purpose of this policy is to protect the Quarryville Library (hereafter known as the Library) interests when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a board member, officer, or member of a committee with governing board delegated powers, or employee who is considering a proposed transaction or arrangement for the Library; or might result in a possible excess benefit

transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to governmental, nonprofit or charitable organizations.

Definitions

1. **Contract** — An arrangement for the acquisition or use by the Library of services, supplies, materials, equipment, land or any other personal or real property.
2. **Interested Person** — Any board member, officer, or member of a committee with governing board delegated powers, or Library employee who is considering a proposed transaction or arrangement who has a direct or indirect financial interest, as defined below, is an interested person.
3. **Financial Interest** — A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - a. An ownership or investment interest in any entity with which the Library has a transaction or arrangement,
 - b. A compensation arrangement with the Library or with any entity or individual with which the Library has a transaction or arrangement, or
 - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Library is negotiating a transaction or arrangement.
4. **Compensation** — Direct and indirect remuneration as well as gifts, gratuities, or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under the instructions below “Determining Whether a Conflict of Interest Exists”, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Ethical Guidelines

Each board member, officer, or member of a committee with governing board delegated powers, or Library employee is expected to perform his or her duties in accordance with the law and the highest ethical standards. As a board member, officer, or member of a committee with governing board delegated powers, or Library employee, you, or any member of your family, are prohibited from having a financial interest in any contract with the Library in which you are employed or influencing, or attempting to influence, the making of any contract in which you have a financial interest.

Acceptance of Gifts, Gratuities or Favors

No board member, officer, or member of a committee with governing board delegated powers, or Library employee, any member of his or her immediate family, or any business in which he or she has a principle interest, shall accept any gift, gratuity or favor from any source doing or seeking to do business with the Library or attempting to influence the judgment of such employee or official.

Violations of the Conflicts of Interest Policy:

- a. If the governing board or committee has reasonable cause to believe an individual has failed to disclose actual or possible conflicts of interest, it shall inform the individual of the basis for such belief and afford the individual an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the individual's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the individual has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.
- c. Violations of this policy may result in disciplinary action up to and including discharge, and possible prosecution. Disciplinary actions shall be consistent with board policies, procedures, [applicable collective bargaining agreements] and state and federal laws.
- d. In the event an investigation determines that a violation of this policy has occurred involving a federal award, the violation shall be reported in writing to the federal awarding agency in accordance with that agency's policies.

Addendum to Conflict of Interest Policy

Except as otherwise prohibited by law, the foregoing shall not prohibit the Library from accepting any gift, gratuity or favor of a fair market value (regardless of the donor's cost) of one hundred (\$100.00) dollars or less, provided the gift, gratuity or favor shall be physically retained by the Library and made available for the use or enjoyment of all employees of the Library, and provided further, only one such gift from the same donor may be accepted annually.

Any offer to the Library of a gift, gratuity or favor of a fair market value in excess of one hundred (\$100.00) dollars shall be referred to the Library board which shall determine at a public meeting whether to accept or reject such gift, gratuity or favor on behalf of the Library.

This policy is not intended to prohibit a board member, officer, or member of a committee with governing board delegated powers, or Library employee, or members of their families, while in attendance at a conference or gathering of a statewide or regional association of such people, from accepting meals and/or hospitality from sponsoring entities, provided all persons in attendance at such conference or gathering are invited to attend or participate in the sponsored activity.

Procedures

1. **Duty to Disclose:** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the governing board, or members of committees with governing board delegated powers who are considering the proposed transaction or arrangement. In the case of a Library employee, the matter shall be referred to the governing board for decision following the procedures listed below.
2. **Determining Whether a Conflict of Interest Exists:** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
3. **Procedures for Addressing the Conflict of Interest:** An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - a. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the

proposed transaction or arrangement. In the case of Library employees, the matter shall be referred to the governing board for decision.

- b. After exercising due diligence, the governing board or committee shall determine whether the Library can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- c. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested board members whether the transaction or arrangement is in the Library's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.