

QUARRYVILLE LIBRARY CENTER

Board of Trustees

BYLAWS

Amended March 2023

ARTICLE I. NAME

The name of this organization is the Quarryville Library Center (hereafter referred to as Library).

ARTICLE II. MISSION STATEMENT

The intent of this organization is to support and promote free public library services to the residents of Bart, Colerain, Drumore, East Drumore, Eden, Fulton, Little Britain, Martic and Providence Townships, and Quarryville Borough as defined under The Pennsylvania Public Library Laws.

ARTICLE III. BOARD OF TRUSTEES

Section 1. The Board shall 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, business owners, and employees in the area served by the Library or to those persons showing interest in the Library.

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

Section 4. Nominations for Board membership will be entertained at the November Board meeting. Prospective candidates are encouraged to attend a board meeting before their names are placed in nomination. Candidates are encouraged to provide a brief personal biography to assist the board in the election process. Candidates previously nominated may be elected by the current Board membership at the December 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 person or persons to be seated on the Board.

Section 5. New members of the Board elected in December shall begin their three year term of office beginning with the following January meeting. Board members who are nominated and elected to fill a vacancy less than six months prior to the regular nomination and election period will have the option to either add the remaining months of the year to their first full term which begins in January, or to accept those remaining months as the first year of their three year term. Board members who are elected to fill a vacancy six months or more prior to the regular nomination and election period will be considered to have served the first of the three year term. Subsequent years begin in January.

- Section 6. Regular attendance at meetings is expected, as well as being involved and supportive of the Library activities and fundraising. Unwarranted absence from three or more regular Board meetings in a 12-month period could constitute sufficient grounds for dismissal from the Board.
- Section 7. 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, the Board member fails to serve the best interests of the Library or the Board.
- Section 8. Board members may not be employees of the Library.

ARTICLE IV. MEETINGS

- Section 1. Six regular meetings shall be held annually, with the time and date to be determined by the Board. Additional meetings may be scheduled at the discretion of the Board.
- Section 2. Meetings will be held in the Library unless the Board, by majority vote, agrees to meet elsewhere or by videoconference.
- 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. Board members who do not vote will be considered having abstained from the vote.
- 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 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 canceled on short notice.

ARTICLE V. OFFICERS

- Section 1. Officers shall consist of a President, Vice President, Secretary and Treasurer.
- Section 2. At the first meeting in the year, nominations may be made from the floor for officers. Voting on the officers will take place after the review of the minutes of the previous meeting, and new officers will begin their duties at the following regular Board meeting.
- Section 3. Officers must be members of the Board. The term of office is one year. Officers may continue to serve in the same capacity if so nominated and elected annually.
- 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 officer's position 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. The President shall have general supervision over the policies of the Library as directed by the Board. The President or the Library Director shall execute legal documents on behalf of the Library. The President may also create committees as needed.

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 secure municipality financial support for the Library. The Vice President will also support the implementation and progress assessment of strategic plan development.

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 expenditure of all funds, and for keeping an accurate financial record as directed by law and the Board of Trustees, and for working closely with the bookkeeper to keep accurate records. The Treasurer, with consent of the President, may transfer funds as needed or when necessary for the continued operation of the Library. The Treasurer shall provide financial information as required to fulfill annual reporting requirements for payment of state aid.

ARTICLE VII. QUARRYVILLE LIBRARY CENTER DIRECTOR

The Board shall hire an Executive Director subject to budgetary approval by the Treasurer for the purpose of general management of the Library and carrying out the policies adopted by the Board. Among the duties and responsibilities are the direction, operation and supervision of all Library services and staff members.

ARTICLE VIII. INDEMNIFICATION

Section 1. 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.

Section 2. The Library shall purchase liability insurance covering representatives of the Library as determined by current Pennsylvania Non-Profit Corporation Law.

- Section 3. 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 and
 - B. The breach of conduct or failure to perform constitutes self-dealing, willful misconduct, or recklessness.

ARTICLE IX. CONDUCTING BUSINESS AND PARLIAMENTARY AUTHORITY

The Board may conduct business and make decisions at any regular or special Board meeting. Business conducted and decisions made by email or videoconference shall be recorded in the minutes of the next Board meeting.

ARTICLE X. 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 XI. 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 501(c)(3) of the Internal Revenue Code.
- Section 2. No part of the net earnings of the corporation/organization shall inure to the benefit of, or be distributed 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 shall not carry on any other activities not permitted to be carried on
- A. By a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code or
 - B. By a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

ARTICLE XII. DISSOLUTION

Upon the dissolution of the Corporation, the Board of Trustees 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), as the Board of Trustees 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 XIII. DUTIES OF BOARD MEMBERS

Board members are expected to represent the interests of all people served by this Library and not favor special interests, keep confidential information confidential, observe publicity and information policies of the Board and the Library and refer information requests to the Director, and refer complaints from the public or staff of Library matters to the Director.

ARTICLE XIV. CONFLICT OF INTEREST POLICY

The purpose of this policy is to protect 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, or employee who is considering a proposed transaction or arrangement for the Quarryville Library Center; 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.

Section 1. Definitions

Contract — An arrangement for the acquisition or use by the Library of services, supplies, materials, equipment, land or any other personal or real property.

Interested Person — Any board member, officer, or member of a committee, 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.

Financial Interest* — A person has a financial interest if the person has, directly or indirectly, through business, investment, or family an ownership, compensation arrangement or investment interest in any entity with which the Library has a transaction or arrangement or is negotiating a transaction or arrangement.

Compensation — Direct or indirect remuneration such as gifts, gratuities, or favors in excess of \$10.00 value.

*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.

Section 2. **Ethical Guidelines:** Each board member, officer, or member of a committee or Library employee is expected to perform his or her duties in accordance with the law and the highest ethical standards. Any board member, officer, or member of a committee, or Library employee, or any member of their family, is prohibited from having a financial interest in any contract with the Library.

Section 3. Procedures

- A. **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 who are considering the proposed transaction or arrangement. In the case of a Library, the matter shall be referred to the governing board for decision following the procedures listed below.
- B. **Determining Whether a Conflict of Interest Exists:** After disclosure of the financial interest and all material facts, presentations and after any discussion with the interested person, he/she shall leave the 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.
- C. The presiding chairperson or president 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.
- D. 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.
- E. 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.

Section 4. Acceptance of Gifts, Gratuities or Favors

No board member, officer, or member of a committee, 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. This does not prohibit the Library from accepting gifts for the benefit of the Library and/or all the Library employees.

Section 5. 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, 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.

Adopted 3/13/2023