

**Southern Lehigh Public Library Association
3200 Preston Lane
Center Valley, PA 18034
610-282-8825**

BYLAWS

ARTICLE I

PURPOSE

The purpose of the Southern Lehigh Public Library Association shall be to provide, maintain, and support a public library free for the use of all residents and taxpayers of those Townships of Lower Milford and Upper Saucon and the Borough of Coopersburg which constitute the Southern Lehigh School District and which provide appropriate annual operational support to the library, and are herein referred to as the Association.

ARTICLE II

DEFINITIONS

The **NAME** of the organization shall be the Southern Lehigh Public Library Association (the "Library").

The **AREA** consists of all residents and taxpayers of the Townships of Lower Milford and Upper Saucon and the Borough of Coopersburg which constitute the Southern Lehigh School District.

The **BOARD OF DIRECTORS** shall have two types of membership, voting and ex-officio. Allocation of Board membership shall be as follows: Upper Saucon Township may appoint up to four (4) voting members and Southern Lehigh School District, Coopersburg Borough, and Lower Milford may each appoint one (1) voting member. The Library Director serves as an ex-officio member of the Board.

The **ELECTED OFFICERS** shall consist of the President, Vice-President, Secretary, and Treasurer.

ARTICLE III

BOARD OF DIRECTORS, MEMBERSHIP, LIABILITY

1. Pursuant to the requirements of the Library Code of 1961 (To be cited as The Library Code, Act of June 14, 1961, P.L. 324 as amended through July 1, 2000) of the Commonwealth of PA, the Board of Directors (hereinafter referred to as the Board) shall be composed of at least five (5) members and no more than nine (9) members. When necessary to add members to achieve minimum Board size, they shall come from the majority supporting municipality.

2. Term. Individual directors shall serve no more than three (3) consecutive three (3) year terms.

3. Vacancies.

a. Appointed Board Members' unexpired terms shall be filled by the governmental body which originally appointed the member.

b. The term of any Board member appointed during the fiscal year should be the remaining term of the Board member being replaced.

- c. All Board Members are expected to be present at every Board meeting.
 - d. The Board position of any member absent without cause for three consecutive meetings shall be declared vacant.
4. No voting member of the Board may be a regularly paid employee of the Library. No voting member of the Board shall receive any salary for services as such nor shall be required to post any bond or surety for the faithful performance of duties.
5. A Director or Officer may resign from office at any time by written notice to the Secretary. A Director or Officer may be removed by the affirmative vote of at least two-thirds (2/3) of the Directors then in office at any regular or special meeting called for that purpose.

ARTICLE IV

OFFICERS OF THE BOARD OF DIRECTORS

1. The Reorganization Meeting of the Board shall be held in January of each year at its regularly scheduled monthly meeting.
2. The Officers of the Association to be elected by the Board from among its members shall be: President, Vice-President, Treasurer, and Secretary.
 - a. **PRESIDENT:** presides at all meetings of the Association and of the Board; chairs Executive Committee and makes such other appointments as deemed necessary, subject to the consent of the Board; signs all legal documents, as required, on behalf of the Association; is an ex-officio member of all committees and performs all duties which are normally associated with that office.
 - b. **VICE-PRESIDENT:** serves in place of the President when the President is not present.
 - c. **TREASURER:** oversees the proper administration of the funds of the library; gives such bond as the Board may determine; signs all legal documents, as required; chairs the Finance Committee.
 - d. **SECRETARY:** responsible for a true and accurate record of all meetings of the Board; issues notice of all regular and special meetings, and performs such other duties as are generally associated with that office.
 - e. The Board may from time to time elect such additional officers as they may deem appropriate who shall carry out such duties and responsibilities as the Board of Directors may determine. The normal term of office shall be one (1) year or until the successor(s) have been elected or appointed and assume office.
 - f. No person shall serve more than two (2) consecutive terms in one office.
 - g. In the event that there is no person(s) willing to assume an office(s) and the current officer(s) is willing to continue serving in said office(s), the Board may elect him/her/them to serve for a maximum of one additional year.

ARTICLE V

COMMITTEES OF THE BOARD

1. There shall be the following standing committees, where members are appointed by the President, subject to the approval of the Board for one (1) year coinciding with the terms of office of the officers, and each committee shall consist of a chairperson and at least one (1) other member.
 - a. EXECUTIVE: Initiates, reviews, updates and recommends library policy, procedures, and organizational changes.
 - b. FINANCE: Prepares the annual audit of the account of the Treasurer; submits the annual budget and annual financial reports. The Library's bookkeeper shall report to the Board through the Finance Committee and to the Library Director.
 - c. STRATEGIC PLANNING: Engages in long and short term planning for library needs and its mission, vision and strategic direction.
 - d. FUND DEVELOPMENT: Responsible for leading the Board's participation in resource development and fund raising.
 - e. FACILITIES: Oversee matters pertaining to the facilities and real property occupied by the Library.
 - f. Any and all committees shall be advisory, report to the Board, as requested, with the Board making all final decisions.
 - g. The Board may appoint special committees as needs may require. Membership on such committees may include non-Board members, but must include at least one (1) Board member or Library Director.

ARTICLE VI

MEETINGS OF THE BOARD OF DIRECTORS

1. Public notice of all meetings shall be given by the Secretary in accordance with applicable law.
2. The Board shall meet monthly according to a pre-determined regular schedule with no less than 10 meetings each year should the need to cancel meetings arise. The stated meetings shall be open to the public. The date and places for regular meetings during the upcoming calendar year shall be established prior to the end of the previous calendar year and posted on the Library's premises as well as by reasonable electronic means. No additional notice shall be required to be given unless the time and place of the meeting is changed, in which case the notice shall be given as required by law.
3. Special meetings of the Board of Directors shall be held whenever called by the President of the Board or by a majority of the Board Members, with notice as required by law. Members shall be notified of any special meeting at least five (5) days before the day on which the meeting is held by overnight mail or electronic mail, or, in the case of an emergency, by telephone or electronic mail at least twenty-four (24) hours before the day on which the meeting is held. The purpose of such special meetings shall be set forth in the Notice.
3. A quorum at any meeting shall consist of at least four (4) voting members for the transaction of business, and all actions of the Board shall be passed by a minimum of four (4) voting members of the Board.

4. Any Director may attend a meeting of the Board and vote by means of a conference telephone or other electronic means by which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at the meeting for all purposes, including quorum and voting.
5. The Order of Business at all regular meetings of the Board shall include the following:
 - a. Consent Agenda
 1. Minutes
 2. Treasurer's Report
 3. Library Director Report
 - b. Community Resident Comments
 - c. Old Business
 - d. New Business
 - e. Other
 - f. Adjournment
6. The Board shall adopt rules, regulations, procedures, and policies as it may deem necessary from time to time, which shall be kept by the Library Director in a separate record for ready reference.
7. The Board shall adopt a written conflict of interest policy to protect the Library's interests and its status as a nonprofit corporation and charitable organization. This policy shall be intended to supplement, but not replace, any applicable state or federal laws governing conflict of interest applicable to nonprofit and charitable organizations.
8. Robert's Rules of Order Revised and the Library Code of the Commonwealth of Pennsylvania (Act of June 14, 1961, P.L. 324) shall be the authorities for all matters of procedure not specifically covered by these Bylaws.

ARTICLE VII

LIBRARY OPERATIONS

1. The Board shall select, hire, and supervise a properly certified and competent library director (the "Library Director"), who shall serve as the chief executive officer of the Library. Except as otherwise provided herein, the Library Director shall be responsible for the overall management of the Library, including the hiring, supervision, and termination of Library staff, the care and maintenance of Library property, adequate and proper selection of items for the Library's collection in keeping with the stated policy of the Board, for the efficiency of library service to the public, and for its financial operation within the limitations of the budgeted appropriation. The Library Director, in consultation with the Board, may also select and hire an associate library director ("Assistant Library Director").

ARTICLE VIII

**LIMITATION OF PERSONAL LIABILITY OF DIRECTORS:
INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES
AND OTHER PERSONS**

1. Limitation of Director Liability. A Director shall not be personally liable for monetary damages as such for any action taken or any failure to take any action, unless the Director has breached or failed to perform the duties of his or her office under the provision of the Pennsylvania Non-Profit Corporation Laws with respect to fiduciary duties; and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The provisions of this section shall not apply to the responsibility or liability of a Director pursuant to the criminal statutes, or the liability of a Director for payment of taxes pursuant to local, state, or federal law.
2. Obligation to Indemnify. The Library shall indemnify any person who is, or was, a party, or is threatened to be made a party to any proceeding by reason of the fact that such person is or was a director, officer, or employee of the Library, against expenses (including attorney fees), liability, judgments, fines, and amounts paid in settlement of such a proceeding, provided that the indemnitee has not breached or failed to perform the duties of his or her office under the provision of the Pennsylvania Nonprofit Corporation Laws with respect to fiduciary duties; and such breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness.
3. Such indemnification shall continue after such person has ceased to be a representative of the Library and shall inure to the benefit of the heirs, executors, and administrators of a deceased former representative.
4. Expenses of Action. An indemnitee shall be entitled to have his or her expenses in an action as described in Article IX Section 2 paid in advance by the Library prior to the final disposition of such action, subject to reimbursement by said indemnitee to repay said advancement in the event that it is ultimately determined by a court of competent jurisdiction that he or she is not entitled to be indemnified as is authorized under Section 2, above. This right to advancement of expenses does not apply to any action brought by an indemnitee against the Library
5. Indemnification Insurance. The Library shall maintain insurance in a commercially reasonable amount to protect itself and any person eligible to be indemnified hereunder against expenses, liability or loss asserted and incurred by such person in connection with any action subject to Section 2 above.
6. Excluded Activity. The provisions of this Article shall not apply to the responsibility or liability of an indemnitee pursuant to any criminal statute; or the liability of an indemnitee for the payment of personal or other taxes levied against such indemnitee pursuant to local, state, or federal law.

ARTICLE IX

NON-DISCRIMINATION

The Library shall operate without regard to race, color, religion, national origin, disability or handicap, sex, sexual orientation, gender identity or expression, age, marital status, citizenship, genetic information, or any other characteristic protected by law.

ARTICLE X

DISSOLUTION OF THE LIBRARY

If the Association is dissolved at any time, the assets of the Library shall revert to the municipal authorities providing annual operating support in proportion to their support at the time of dissolution, and/or to another Section 501 (c) (3) organization.

ARTICLE XI

AMENDMENTS

These Bylaws may be amended at any meeting of the Board by two-thirds (2/3) majority of the entire Board membership, and after a copy of all proposed changes has been posted in the library and provided to the governing body of the three (3) member municipalities.

Policy Origination:	Unknown
1 st Revision:	October 2003
2 nd Revision:	July 2010
3 rd Revision:	Adopted by the Board of Directors at its regular monthly meeting on October 20,2020
4 th Revision:	____, 2022