

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

BYLAWS

ARTICLE I

PURPOSE AND ORGANIZATION

The Southern Lehigh Public Library Association is a non-profit corporation organized and existing under the Pennsylvania Non-Profit Corporation Law, P.L. 289, May 5, 1933, as amended. The registered name of the corporation is the Southern Lehigh Public Library Association (the "Association").

The Association shall consist of all library cardholders who are residents or taxpayers of Lower Milford Township, Upper Saucon Township and Coopersburg Borough, all of which constitute the Southern Lehigh School District (the "Direct Service Area"). The purpose of the Association is to provide, maintain, and support a public library free to the use of all members of the Association ("the Library").

The Association qualifies as a "Local library" as defined at 24 PA.C.S. Section 9302 of the Pennsylvania Public Library Code. The Library is responsible for extending all its services without charge to those municipalities that constitute the Direct Service Area.

The Association shall be governed by the Southern Lehigh Library Board of Directors. The Board shall govern and oversee the operations of the Association and the Library. Membership on the Board shall be governed by Article IV of these Bylaws.

Association members shall be permitted to attend and participate in regularly scheduled meetings, however they shall have no voting rights with respect to the governance of the Association or the operation of the Library.

ARTICLE II

DEFINITIONS

Act - the Pennsylvania Sunshine Act, 65 Pa. C. S. Section 701, et. seq. as the same may be amended from time to time.

Association – The Southern Lehigh Public Library Association, a non-profit corporation organized and existing under the laws of the Commonwealth of Pennsylvania, incorporated August 26, 1968, with a registered address of 3200 Preston Lane, Center Valley, PA 18034.

Board – The Southern Lehigh Library Board of Directors duly constituted in accordance with Article IV hereof.

Cause – With respect to a Board Member, malfeasance, other serious misconduct, or a violation of the ethical requirements of these Bylaws.

Code – Library Code of 1961, Act of June 14, 1961, P.L. 324 as amended.

Direct Service Area – The geographical region constituting the Southern Lehigh School District and including Lower Milford Township, Upper Saucon Township, and Coopersburg Borough.

Lease - The Lease Agreement, dated August 16, 2004, between Upper Saucon Township and the Association, as may be extended or renewed from time to time.

Library – The Southern Lehigh Public Library building and parcel of ground located at 3200 Preston Lane, Center Valley, PA 18034, as defined by the Lease.

Member – With respect to the Board, a member thereof.

Municipalities – Collectively, Lower Milford Township, Upper Saucon Township, Coopersburg Borough, and the Southern Lehigh School District.

Municipality – Unless the context is clearly to the contrary, any one of the Municipalities.

Non-Qualifying Municipality – A Municipality whose annual monetary contribution to the Association constitutes less than fifteen percent (15%) of the total annual monetary contributions received by the Association from the Municipalities.

Qualifying Municipality - A Municipality whose annual monetary contribution to the Association constitutes fifteen percent (15%) or more of the total annual monetary contributions received by the Association from the Municipalities.

ARTICLE III

ASSOCIATION MEMBERSHIP AND MEETINGS

1. Meetings of the Association shall be publicly advertised as required by the Act.
2. In addition to notice provided pursuant to the Act, meeting notices shall be provided to the Municipalities at least twenty-four (24) hours before the meeting.
3. Association meetings may be called by the President upon the receipt of a written petition signed by at least one hundred (100) members of the Association. The petition shall include a proposed agenda describing in detail the matter(s) to be discussed.
4. The Board may establish written rules or policies for the conduct of Association meetings which rules may include time limits on the opportunity for members to speak, when members may speak, and limitation on the ability of non-members to speak.

ARTICLE IV

BOARD OF DIRECTORS, MEMBERSHIP, LIABILITY

1. Pursuant to the requirements of the Code, the Board shall be comprised of seven (7) voting members representing the Qualifying Municipalities and non-voting members representing the Non-Qualifying Municipalities.
2. Voting Members and Non-Voting Members - The Board shall be composed of two types of Members, voting and non-voting. Voting members shall be appointed to the Board by the Qualifying Municipalities in accordance with the formula described in paragraph 3, below. Each Non-Qualifying Municipality shall appoint one (1) non-voting Member to the Board. All voting and non-voting Members shall be appointed

by the governing bodies of their respective Municipalities. A non-voting member shall perform an advisory role only.

3.
 - a. Prior to December 31 of each year, the Board Secretary shall determine the number of voting Members allocated to each Qualifying Municipality and report that information to the governing body of each Municipality. To determine this allocation, the Board Secretary shall first classify each Municipality as either: (i) a Qualifying Municipality; or (ii) a Non-Qualifying Municipality, based upon each Municipality's monetary contribution provided to the Association during the prior calendar year. For each Qualifying Municipality, the Board Secretary shall then divide the amount of money contributed to the Association by such Qualifying Municipality during the prior calendar year by the total amount of money contributed to the Association by all Qualifying Municipalities during the prior calendar year and convert this calculation to a percentage. The percentage calculated in accordance with the preceding sentence shall constitute the percentage of voting Member seats allocated to such Qualifying Municipality out of a total of seven (7) voting Member seats. If the application of this formula results in a fractional number, that number shall be rounded up or down as appropriate. For example, the number 5.82 shall be rounded up to 6 and the number 1.37 shall be rounded down to 1.
 - b. When the Secretary's determination results in a Qualifying Municipality losing one or more voting Members and another Qualifying Municipality gaining one or more voting Members, the following procedure shall apply:
 - 1) Least senior Members in terms of total consecutive days served shall lose their seats before more senior Members. If two or more Board Members have equal seniority, then the matter will be decided by drawing lots.
 - 2) The term of office for each Board seat shall remain the same even though a different Municipality is making the appointment.
 - 3) Any voting Member losing their seat due to this process shall automatically transition to a non-voting Member if such a position is available.
4. Terms of Members - A Member shall serve for a term of three (3) years or until a successor is appointed by the Municipality.
5. Residency Requirement – Members shall be residents and remain residents of the Municipality they represent. Failure by a Member to meet this requirement shall result in that Member's immediate disqualification and removal and create a vacancy.
6. Term Limits - No Member may serve more than three (3) consecutive three-year terms. Members serving at least one half of an unexpired term shall be deemed to have served a full term.
7. Vacancies
 - a. The unexpired term of an appointed Member shall be filled by the governing body of the Municipality which appointed the Member.
 - b. A Member appointed during the calendar year shall serve the remaining term of the Member being replaced.
 - c. Absent a compelling reason, all Members shall be physically present at every Board meeting. The Board position of any Member violating this subsection for three consecutive meetings may be declared vacant by a vote of the majority of the Board.

8. No Member shall be a paid employee of the Library. Subject to Article IV Section 2.c, no voting Member shall receive any salary for services as such or be required to post bond or surety for the faithful performance of the Member's duties.
9. A Member shall not be personally liable for monetary damages for action taken or any failure to take action, unless the Member has breached or failed to perform the duties of his or her office under Section 8363 of the Directors Liability Act (relating to standard of care and justifiable reliance); and the breach or failure to perform constitutes self dealing, willful misconduct, or recklessness. The provisions of this subsection 9 shall not apply to the responsibility or liability of a Member pursuant to a criminal statute, or the liability of a Member for payment of taxes pursuant to local, state, or federal law.
10. A Member may resign from office at any time by written notice to the Secretary and the Municipality from which the Member was appointed.
11. A Member may be removed by the affirmative vote of at least five (5) voting Members taken at a regular or special meeting; provided that prior written notice is given to the Member in question.
12. All of the foregoing notwithstanding, a Municipality, acting in its sole discretion, shall have the power to remove and replace a Member appointed by that Municipality. A replacement Member shall fill the unexpired term of the Member who is replaced.

ARTICLE V

OFFICERS OF THE BOARD OF DIRECTORS

1. The reorganization meeting of the Board shall be held in January of each year at which time the Board will elect Officers from its voting Members.
2. The Officers to be elected shall include President, Vice-President, Treasurer, and Secretary.
 - a. President. The President shall preside at all meetings of the Board, make such other appointments as deemed necessary subject to the consent of the Board, sign all legal documents on behalf of the Association, serve as an ex-officio member of all committees, and perform all duties associated with the office.
 - b. Vice-President. The Vice President shall serve in place of the President when the President is absent.
 - c. Treasurer. The Treasurer shall oversee the administration of the funds of the Library, give such bond as the Board shall determine, prepare financial reports as required by the Board, and chair the Finance Committee.
 - d. Secretary. The Secretary shall prepare an accurate record of all Board meetings, issue notice of all regular and special meetings, and perform such other duties generally associated with that office.
 - e. The Board may from time to time elect such additional officers as it may deem appropriate for designated periods of time not to exceed one year, subject to extension, and who shall carry out such duties and responsibilities as the Board may designate.
 - f. A Member's term as a Board officer shall be one (1) year or until a successor has been elected and assumes office, whichever is longer.

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- g. No Member shall serve more than two (2) consecutive terms in any one Board office, however if no Member is willing to assume an office and the current officer is willing to continue serving in that office, the Board may elect that Member to serve an additional one (1) year.
- h. Officers of the Board may be removed or replaced by majority vote of the voting Members of the Board.

ARTICLE VI

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

The Board shall have the following powers and duties:

- a. To employ a competent and qualified Librarian / Director.
- b. To adopt written policies and procedures to govern the operation of the Library.
- c. To prepare and approve the final budget for the Library.
- d. To serve on committees as assigned by the President.
- e. To attend and actively participate in Board meetings.
- f. To ensure that accurate records are kept on file at the Library and available for review by the Municipalities.
- g. To approve contracts and authorize expenditures / authorize the Library Director to approve contracts and authorize expenditures.
- h. To review and approve arrangements and / or agreements for services with other libraries, library systems, and agencies.
- i. To provide reports at least annually to the Municipalities in accordance with the Code and applicable laws and regulations. Individual Directors will be responsible for updating their Municipality on a regular basis.
- j. To set reasonable rules and regulations for usage by members of the Association and non-members in accordance with the Code.
- k. To retain the services of an attorney, accountant, or other professionals to provide professional advice or services.
- l. To ensure compliance with the Lease through Governance and Oversight. As the governing body of the Southern Lehigh Public Library, the Board of Directors ensures compliance with the library's lease agreement while providing strategic oversight. This includes adhering to lease terms, managing financial responsibilities, maintaining the facility, and mitigating risks.
- m. To exercise such other duties reasonable and necessary for the management, maintenance, and funding of the library, and as outlined in the Code and any other applicable laws and regulations.

ARTICLE VII

COMMITTEES OF THE BOARD

1. Standing committees of the Board shall include:
 - a. Finance. The Finance Committee shall oversee the annual audit of the account of the Treasurer and submit the annual budget and annual financial reports to the Board.
 - b. Planning. The Planning Committee shall undertake the long and short term planning for Library needs and prepare an annual report to the Board.
2. The Board may appoint special committees as necessary. Membership may include non-Board Members but shall include at least one (1) Member or the Librarian/Director.
3. Committee members shall be appointed by the President for one (1) year terms. A committee member may be removed from membership by a majority vote of the Board.
4. Each committee shall consist of a chairperson and at least one (1) other member.
5. Committees shall be advisory and report to the Board at each meeting.

ARTICLE VIII

MEETINGS OF THE BOARD OF DIRECTORS

1. Public notice of all meetings shall be given by the Secretary in accordance with the Act and these Bylaws.
2. The Board shall meet on a regular basis according to a pre-determined schedule with no less than 6 meetings per calendar year. All meetings shall be open to the public; except that the Board may conduct executive sessions as defined, and provided for, in the Act.
3. Special meetings of the Board may be called by the President as deemed necessary. Special meetings shall be called by the President upon the written request of three (3) or more voting Members.
4. A quorum shall consist of at least four (4) voting Members. All actions of the Board shall be passed by a minimum of four (4) voting Members.
5. The Board shall adopt rules, regulations, procedures, and policies as it may deem necessary from time to time. Such rules, regulations, procedures, and policies shall be maintained by the Librarian/Director.
6. Members have a fiduciary duty to vote, however; where a Member abstains from a vote, that Member shall state on the record the reason for the abstention.
7. The most current version of Robert's Rules of Order and the Code shall serve as authority for all matters of procedure not specifically covered by these Bylaws.

ARTICLE IX

DUTIES OF LIBRARIAN / DIRECTOR

1. The Board shall appoint the Librarian / Director and determine that person's compensation.

2. The Librarian/Director shall be the executive and administrative agent of the Library and shall act on behalf of the Board, under its review, and within the framework of its policies.
3. Subject to budgetary limitations, the Librarian/Director shall have the authority to hire Library personnel and shall be responsible for the proper direction and supervision of the staff, the care and maintenance of Library property, the adequate and proper selection of books and materials conforming to the stated policy of the Board, the efficient service to the public, and the financial operation within the limitations of the budget.
4. The librarian is responsible for ensuring operational compliance. Additionally, the board has the authority to delegate these compliance duties to the librarian as needed.

ARTICLE X

DISSOLUTION OF THE LIBRARY

If the Association is dissolved or otherwise ceases to provide library services, the assets of the Association shall revert first to the Municipalities providing annual operating support in proportion to their support at the time of dissolution. At the discretion of the Municipalities, as reflected by a unanimous vote, all or some of the assets may be distributed to another library or a Section 501 (c) (3) organization. The foregoing notwithstanding, the distribution of the Association assets shall be subject to the requirements of the Lease, and in this regard, the Lease and any assets specifically described in the Lease, including without limitation the Premises, the Library building, and all improvements contained thereon, shall revert directly to Upper Saucon Township and shall not be included in the proportionate share calculation described in the first sentence of this Article IX.

ARTICLE XI

AMENDMENTS

These Bylaws may be amended at any meeting of the Board by a two-thirds (2/3) majority of the voting Members of the Board, and after a copy of all proposed changes has been posted in the Library and the Municipal offices, at least fourteen (14) days prior to such meeting. In accordance with the Lease, no changes to the Bylaws shall take effect unless and until approved by resolution of Board of Supervisors of Upper Saucon Township. This requirement for approval by Upper Saucon Township shall remain in effect so long as the Lease shall remain in effect.

ARTICLE XII

CONFLICT OF INTEREST

A conflict of interest shall exist when a Member enters into a transaction or arrangement that benefits the private interests of such Member. This requirement shall supplement, but not replace, any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable institutions. No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its Members, or officers; except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Association. Where a conflict of interest may be thought to exist for a Member, the Member shall fully disclose to the Board the nature of the interest and shall refrain from discussing, lobbying, and voting on the matter. Any transaction or vote involving

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a conflict of interest of a Member shall be approved only when a majority of disinterested Members determine that it is in the best interest of the Library to do so. The minutes of any meeting at which such a vote is taken shall record such disclosure, abstention and rationale for approval.