

**HAMLIN COMMUNITY LIBRARY  
LAKE ARIEL, PENNSYLVANIA**

**APPROVED December 8, 2020**

**Note: These Bylaws supersede all previous Bylaws.**

**ARTICLE I. NAME:**

The name of this organization shall be “Hamlin Community Library,” hereinafter referred to as the Library.

**ARTICLE II. PURPOSE**

Hamlin Community Library operates a free public nonsectarian library for the use and benefit of the general public and in particular for the residents of the townships of Lake and Salem, and surrounding areas of Wayne County, Pennsylvania. The Library provides materials and services to help users obtain information to meet their personal, recreational, and educational needs.

**ARTICLE III. MEMBERSHIP AND VOTING**

The Library shall be under the exclusive control of a Board of Trustees consisting of no less than seven (7), and a maximum of nine (9) members.

Section 1. Terms of Trustees: The term for a trustee will be three (3) years. A trustee is able to serve up to three (3) consecutive terms, after which time the trustee shall be ineligible for re-election to the Board for one year. When the term expires, the majority of the Board must approve the next term. In certain cases, the trustee may be asked to continue their term past expiration until a replacement is elected. The Library Director shall be an ex-officio member of the Board of Trustees, without voting power.

Section 2. Voting: A quorum is required for the conduct of business. A quorum consists of the majority of the Board members. In the absence of a quorum, no formal action shall be taken except to adjourn the meeting. Passage of any matter before the Board requires a simple majority vote except that a vote to remove a trustee shall require a two-thirds majority.

Motions requiring action between meetings may be considered and voted on via electronic means. With an electronic vote, replies must be sent to all Board members (reply all). At the next meeting of the Board, the Secretary shall report the motion and the results of the electronic vote, including the count of yeas and nays, to be included in the minutes.

Section 3: Special meetings: Special meetings may be called at the discretion of the President or upon the request of the majority of the Board.

Section 4: Attendance: Each trustee is required to give notice if unable to attend a meeting. A trustee may be considered excused if they have notified the Board President or the Library Director in advance of the need to be absent from a meeting.

If a trustee misses three (3) unexcused regular meetings in one year or 50% of the meetings in any year, it will be assumed the trustee's intention is to resign from the Board, and the remaining members shall forthwith appoint a replacement. In this event the president will contact the member to finalize their resignation.

Section 5: Replacement: In the event of the resignation of a trustee, a replacement trustee shall be elected by a majority vote as soon as reasonably possible. The replacement trustee may not serve as an officer in that year. The term of any replacement trustee ends on 31 December of that calendar year.

If a Board officer resigns, a trustee shall be elected as soon as reasonably possible to serve in that office through 31 December of that calendar year.

Section 6: Recruitment and Induction of Board Members: The Board shall periodically assess the need for replacement members and identify potential candidates. When a vacancy occurs on the Board consideration shall be given to the experience and skill areas that need to be represented, aligned with the existing Board composition and constituencies.

Section 7: Conflict of Interest: In the event that a conflict between the private interests and the official responsibilities of a trustee occurs, financial or personal, in any matter coming before the Board of Directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested trustees determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

Section 8: Board Evaluation: The Board shall annually conduct a self-evaluation in order to demonstrate accountability to the community and ensure that governance effectively supports the library's vision and goals. The evaluation may address any area of Board responsibility, including but not limited to performance in relation to vision setting, policy, fundraising, programming, and community relations. Also, objectives related to board meeting operations, board relationships, understanding of board roles, and communication skills may be addressed.

## **Article IV. Meetings**

Section 1: Regular meetings: The Board shall hold regular meetings throughout the year on dates determined by the Board. Adequate public notice shall be given. Meeting dates are published on the Wayne Library Alliance (WLA) Hamlin location website. All business transacted at a regular meeting shall be recorded by the secretary. The meeting shall follow an agenda which is available to trustees at least two (2) days prior to the meeting. The President shall chair meetings of the Board. In their absence the Vice President will chair such meetings. In the absence of both officers, a designee shall be appointed from among those in attendance.

Section 2: Notification: Notice of the time and place of regular public board meetings and committee meetings shall be displayed in the library, and on the website and as required by law. The Sunshine Act requires notification at least three days prior to the first regularly scheduled

meeting of the year, including all scheduled meetings for the remainder of the year. The notice is expected to be printed in a paid newspaper of general circulation and on the Library Website.

Special or rescheduled meetings require at least 24 hours advance notice, printed in a paid newspaper of general circulation and posted at the location of the meeting and on the Library website.

Section 3: Minutes: Board-approved minutes of meetings shall serve as the legal record of all board actions. The Secretary is responsible for the preparation and distribution of the minutes. Each trustee shall receive a copy of the preceding meeting's proposed minutes prior to the next regular board meeting. Minutes shall be revised, if necessary, and approved at the Board's subsequent regular meeting. A copy shall be posted in the library for the public.

Section 4: Rules of Order: The rules contained in *Robert's Rules of Order Newly Revised* shall govern meetings of the Board of Trustees in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the board may adopt.

## **Article V. Officers**

Section 1. Officers of the Board: During each annual meeting any member of the Board can indicate their interest in serving as an Officer. Officers will be elected from all members wishing to be considered for each position.

The officers of the Board shall be a President, Vice- President, Secretary, and Treasurer, to be elected at the annual meeting by the Board from among their own number. They shall hold office from the time of their election until the next annual meeting.

The term for an officer will be one (1) years. An officer is able to serve up to three (3) consecutive terms, after which time the trustee shall be ineligible for re-election to that officer position for one year.

Section 2: Duties: The officers of the Board shall perform the duties usually attached to their positions and such other duties as may be assigned by the Board or by the President. Such duties include the following:

- a) **President:** The President is the Chief Executive Officer and shall preside at all meetings of the Board. They shall appoint the members of all standing and Ad Hoc Committees, and designate the chairperson. They shall be an ex-officio member of all committees of which they are not otherwise required to be a member, except that they may not be a member of a nominating committee. They shall make any reports and recommendations to the Board that they may deem desirable. They shall appoint a person to record the minutes in the absence of the Secretary.
- b) **Vice President:** The Vice-President shall assume the responsibilities of the President in the absence of the President.
- c) **Secretary:** The Secretary shall record the minutes and carry on such secretarial duties to the Board as it or the President may require. In the case of the incapacity of the

Secretary, the President shall appoint a member of the Board to take over his/her duties.

- d) Treasurer: The Treasurer shall have custody of all Library funds. They shall make regular reports of income and expenditures, and shall prepare a draft of the annual financial report which the Board is required to forward to the Commonwealth of Pennsylvania. In the case of the incapacity of the Treasurer, the President shall appoint a member of the Board to take over his/her duties.

## **Article VI. Committees**

Section 1: The President shall appoint such standing and Ad Hoc committees as the Board shall deem requisite for the orderly conduct of the business of the library.

Section 2: Standing Committees: There shall be a Finance Committee and a Governance Committee formed annually. The committee members may continue in their role during their service to the Board unless the Board determines that the member's services are better in another capacity.

Section 3: Ad Hoc committees: The President may appoint Ad Hoc committees. They shall be automatically terminated at the time of the next annual meeting unless another terminal date is in place.

## **Article VII. Library Director**

Section 1: Appointment and Responsibility: The Library Director shall have day-to-day operational responsibility for the organization, and shall execute the policies of the Board of Trustees. The Director shall attend board meetings, report on the progress of the organization, and be an ex officio member of all committees, without a vote.

Section 2: Duties and Responsibilities: Duties and responsibilities of the Director shall be governed by the articles of incorporation, by the bylaws, board-approved policies, and job description.

Section 3: Director Evaluation: The Board, through an ad hoc committee, shall annually conduct an evaluation of the Director in order to assess the effective operation of the library. The evaluation should be a comprehensive overview of the responsibility, including but not limited to performance in relation to vision setting, policy, fundraising, programming, and community relations. Also, objectives related to operations, staff, board and volunteer relationships, goals related to the growth of the library

## **Article VIII. Bonding**

The officers and the Library Director shall be bonded in the amounts and by sureties that are satisfactory to the Board.

## **Article IX. Amendments**

These bylaws may be amended or repealed by a majority vote of the members of the Board as follows: The proposed change shall be presented in writing at a meeting of the Board, with copies mailed to those members not present, so that they will receive this information at least one (1) week before the meeting at which the proposed changes will be voted upon. Action shall be taken at the Board meeting following the one at which they were presented. The notice shall include the language of the proposed change and a statement describing the rationale for the change.

## **Article XII. Director Liability Limitation and Indemnification**

### General:

The Library hereby acknowledges its intention to afford to its Director and officers, the protection and indemnity granted under the laws of the Commonwealth of Pennsylvania, to the greatest extent possible. The library shall secure Directors and Officers Insurance for all members in an appropriate amount to be determined annually.

### Standard of Care, Justifiable Reliance and Personal Liability

#### a) General Rules:

No Director or Officer of the Library shall be personally liable for any monetary or civil damages as a result of any acts or omissions relating solely to the performance of his/her duties, as provided in 15 PA. C.S.A. Section 513 and 42 PA C.S.A. Section 8332.2 (related to personal liability), unless:

- 1) He/she has breached or failed to perform the duties of his/her office; and
- 2) The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

#### b) Exception:

The foregoing shall not apply to:

- 1) The responsibility or liability of a Director or Officer pursuant to any criminal statutes; or
- 2) The liability of a Director or Officer for the payment of taxes pursuant to Federal, State, or local law.

## **Article XIII. Dissolution**

Dissolution of the Library shall be accomplished in accordance with the provisions of the Pennsylvania Associations Code, 15 PA C.S.A., and Chapter 59, Subchapter F, Section 5971 (Voluntary dissolution and winding up). Any surplus of assets remaining shall be distributed only to such organizations which are exempt under Section 501 (c) (3) of the Internal Revenue

Code. In designating such recipient non-profit library, the Board of Trustees shall seek an organization as closely in keeping with the Library's purposes as possible, and one which shall benefit to the greatest degree possible, the residents of Southern Wayne County.

*Amended December 8, 2020*

*Amended October 10, 2019*

*Amended August 7, 2014*

*Amended June 5, 2003*

*Amended April 2001*