

BYLAWS OF THE UPPER MORELAND FREE PUBLIC LIBRARY

ARTICLE I NAME, PURPOSE, LOCATION, ACCOUNTING

Section 1 Name

The name of this organization is the Upper Moreland Free Public Library ("the library"). It was incorporated under the laws of Pennsylvania as a non-profit corporation on April 7, 1959.

Section 2 Purpose

The purpose of the corporation is to establish, maintain, and regulate a non-sectarian, free, public, library for the use of the residents of the Township of Upper Moreland ("the township") and other citizens of the Commonwealth of Pennsylvania meeting established guidelines.

Section 3 Location

The location of the principal office of the corporation is 109 Park Avenue, Willow Grove, Montgomery County, Pennsylvania ("the location"). The location shall be the depository of the library's documents and records.

Section 4 Accounting

The library shall comply with Generally Accepted Accounting Principles (GAAP) as prescribed by the Financial Accounting Standards Board (FASB), the Governmental Accounting Standards Board (GASB) and the American Institute of Certified Public Accounts (AICPA). The fiscal year ("the year") begins 1 January and ends 31 December.

ARTICLE II BOARD OF TRUSTEES

Section 1 Purpose

The purpose of the board of trustees as the legal governing body of the library, is to:

- a. Determine the organization's vision and mission;
- b. Select and hire the director;
- c. Support and evaluate the director;
- d. Ensure effective strategic planning;
- e. Approve, maintain and publish written policies to govern the library's operations;
- f. Protect the library's assets and provide appropriate financial budgeting and oversight;
- g. Recruit and train a competent board of trustees;
- h. Ensure legal and ethical integrity;
- i. Assess the board's performance; and
- j. Enhance the organization's public standing.

Section 2 Membership

Effective 1 July 2016, the board shall consist of seven persons of legal age who are residents of the township and who shall be duly elected by the sitting board of trustees. Two additional voting trustees may be members of the township's board of commissioners appointed by that body. The director of the library ("the director") shall serve as an ex-officio member of the board without vote.

Section 3 Application

Trustees shall be recruited by public notice, without prejudice from within the township. Applicants shall be made aware of the responsibilities and the level of commitment necessary. A written application, resume, and interview with the board of trustees shall be required.

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Section 4 Terms of Office

The term of office for a trustee shall be three years. A trustee is eligible for reelection after one term. If a trustee has served two consecutive terms, the trustee shall be ineligible for re-election to the board for a period of one year. Trustees serve without pay except for board approved expenses.

Section 5 Duties

A library director shall be selected and appointed by the board and shall serve at the board's discretion. Duties and responsibilities of trustees shall be governed by the articles of incorporation, the bylaws, board-approved policies, and board-approved job descriptions.

Section 6 Replacement

In the event of a 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 7 Removal

The executive committee may recommend to the board that a trustee be removed from office for not acting in the best interests of the library. If the board agrees to the recommendation of the executive committee, a trustee may be removed by a two-thirds vote of the board at a regular or special meeting, provided all trustees receive thirty days written notice and a report detailing the facts of the matter. The trustee in question shall be given adequate time to respond to the charges at the meeting.

ARTICLE III OFFICERS

Section 1 Titles

The officers of the board shall be president, vice-president, secretary, and treasurer. The offices of secretary and treasurer may be combined. The title of the combined office shall be secretary/treasurer. The officers and the library director shall form the executive committee.

Section 2 Terms of Office

Officers shall be elected for a term of one year and may be elected for an additional one-year term in the same office.

Section 3 Election

The board development committee shall submit a proposed slate of officers to the board at the November regular meeting. Nominations may be made from the floor by any trustee prior to the election. Election shall take place at the regular December meeting. New officers shall assume their duties on 1 January of the year following the election.

Section 4 Duties

Duties and responsibilities of officers shall be governed by the UMFPL articles of incorporation, bylaws, board-approved policies, and the description of the essential responsibilities as stated in the Appendix.

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ARTICLE IV COMMITTEES

Section 1 Standing

The standing committees are

- a. Audit
- b. Board Development
- c. Executive
- d. Facilities
- e. Finance
- f. Outreach
- g. Personnel
- h. Policy
- i. Strategic Planning

Section 2 Membership

The executive committee shall consist of the officers of the board and the director. With the exception of the executive committee, chairpersons and members of committees shall be appointed by the president. Committees may include library staff members and qualified interested citizens. The president and director shall be ex-officio members of all committees without vote.

Section 3 Authority

Committees are advisory to the board and any action taken by a committee must be approved by the entire board unless the board grants the committee specific power to act. The treasurer of the board shall not serve as the finance committee chairperson.

Section 4 Ad Hoc Committees

The president, with consent of the board, may create and discharge ad hoc committees.

Section 5 Duties and Responsibilities

Duties and responsibilities of committees shall be governed by the articles of incorporation, the bylaws, and board approved policies.

ARTICLE V MEETINGS

Section 1 Regular Meetings

The board shall hold regular meetings throughout the year on dates determined by the board. Adequate public notice of board meetings shall be given. Meeting dates are published on the UMFPL 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 four days prior to the meeting. All meetings of the board shall be chaired by the president or vice-president. In the event the president and the vice-president are absent, the secretary shall chair the meeting.

Section 2 Special Meetings

A special meeting may be called by the secretary at the request of the president or the written request of three trustees. Notice of the meeting and its agenda shall be given to all trustees and the public at least 72 hours before the meeting. Only business as stated in the notice and agenda shall be considered at the meeting. Business transacted during a special meeting shall be recorded by the secretary and made available to the public.

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Section 3 Notification

Notice of the time and place of board meetings shall be displayed in the library, on its website and as required by law.

Section 4 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 placed in the library for the public and another forwarded to the Upper Moreland Township's board of commissioners.

Section 5 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.

Section 6 Voting

A quorum is required for the conduct of business. A quorum consists of the majority of 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 board meetings may be considered and voted on via electronic means. With an electronic vote, replies must be sent to all board members. The secretary at the next meeting of the board 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 7 Visitors

Visitors may attend meetings and shall be given an opportunity to be heard but may not attend when the board is in executive session.

ARTICLE VI 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 exofficio member of all committees, without 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.

ARTICLE VII Conflict of Interest

Section 1 Duty to Report

A member of the board who has a financial, personal, or official interest in, or conflict, or appearance of a conflict with a matter pending before the board, of such nature that it prevents or may prevent that member from acting on the matter impartially, shall request to be excused, and be excused from discussion or voting on the matter.

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ARTICLE VIII LIMITATION OF LIABILITY, INSURANCE AND INDEMNIFICATION

Section 1. Limitation of Liability.

A director of this corporation shall not be personally liable for monetary damages as such for any action taken, or any failure to take action, unless the director has breached or failed to perform the duties of his office under section 512 of Title 15 of the Pennsylvania Consolidated Statutes (the Pennsylvania Directors' Liability Act (Act No. 145 of 1986)) as from time to time amended, or any successor provisions, and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. This provision shall not apply to the responsibility or liability of a director pursuant to any criminal statute or the liability of a director for payment of taxes pursuant to local, State or Federal law. This Section 1 shall be applicable to any action taken or any failure to take any action on or after January 27, 1987.

Section 2. Directors & Officers Insurance.

The corporation shall purchase and maintain insurance on behalf of any person who is a trustee or library director against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this Article VIII.

Section 3 Indemnification.

The corporation shall indemnify any officer or director (or employee or agent designated by majority vote of the board of trustees to the extent provided in such vote) who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including action by or in the right of the corporation) by reason of the fact that he is or was a director or officer (or employee or agent) of the corporation or is or was serving at the request of the corporation as a director or officer (or employee or agent) of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding. Indemnification pursuant to this section shall not be made in any case where the act or failure to act giving rise to the claim or indemnification is determined by a court to have constituted willful misconduct or recklessness. Expenses incurred by an officer or director (or employee or agent) purportedly indemnified by (or pursuant to) this Section in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the corporation. The indemnification and advancement of expenses provided by, or granted pursuant to, this Section shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 4. Bonding.

The corporation shall provide a public official bond for the board of trustees president, vice president, and treasurer, and the library director, assistant director, and bookkeeper.

ARTICLE IX DISSOLUTION

Upon dissolution of the corporation, its assets shall become the property of the municipal government of the Township of Upper Moreland.

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ARTICLE X

AMENDMENT OF THE BYLAWS

Bylaws may be amended by the board by a majority vote at a regular or special meeting, provided all members are given at least 30 days written notice of the proposed change. The notice shall include the language of the proposed change and a statement describing the rationale for the change.

APPENDIX TO THE BYLAWS OF THE BOARD OF TRUSTEES

Description of Essential Responsibilities of the Board of Trustees

Trustees

A trustee must be faithful to the library's mission, act in a way that is consistent with the library's goals, exercise reasonable care when making decisions, manage library funds in a fiscally responsible manner, and never use the position for personal gain. Duties are as follows.

1. Attend board and relevant committee meetings.
2. Comply with the bylaws of the UMFPL board of trustees.
3. Be knowledgeable of the board's legal, financial, oversight, and outreach responsibilities.
4. Provide candid and constructive criticism, advice, and comments to the director.
5. Represent the library to the community.
6. Be respectful of the role of the director.

Full board of trustees' duties are as follows.

1. Assume responsibility for the library's policies, finances, and operations.
2. Develop, review, and adopt bylaws and policies that:
 - a. Support the vision, mission, goals, and objectives of the library.
 - b. Establish a course of action for conflicts of interest.
 - c. Establish compensation and benefit policies and practices for personnel.
 - d. Determine appropriate use of the facility.
3. Hire a director.
4. Develop, review, and adopt a mission and vision statement, and strategic plans.
5. Review and adopt the library's budget and approve non-operational expenditures.
6. Ensure that the published reports properly reflect the financial condition of the library.

Board Officers

President: The president shall convene regularly scheduled board meetings, preside or arrange for other members of the executive committee to preside at each meeting. Additional duties are as follows.

1. Serve as the chairperson of the executive committee and as ex-officio member of all other committees.
2. Prepare the agenda for each board meeting in conjunction with the director.
3. Call special meetings as necessary.
4. Appoint committee chairpersons and committee members.
5. Work in partnership with the library director to ensure board policies are carried out.
6. Coordinate the director's annual performance evaluation.
7. Coordinate the search to replace a departing director.
8. Act as spokesperson for the library.
9. Other duties as required.

Vice President: The vice president shall be familiar with the president's responsibilities. Additional duties are as follows.

1. Serve on the executive committee.

2. When the president is temporarily unavailable, the vice president shall carry out the duties of the president.
3. In the case of a president's resignation, the vice president shall carry out the duties of the president until the full board elects a new president to hold the office through the balance of the vacated term.
4. Other duties as required.

Secretary: The secretary shall be responsible for keeping records of board actions, taking of minutes at board meetings, and distributing copies of minutes to each board member. Additional duties are as follows.

1. Serve on the executive committee.
2. Ensure board records, forms, and minutes are accurate and maintained safely in accordance with the Document Retention Policy.
3. Assume responsibilities of the president in the absence of the board president and vice president.
4. Provide notice of meetings of the board and/or of a committee when such notice is required.
5. Other duties as required.

Treasurer: The treasurer shall seek approval for the payment of bills and provide a year-to-date financial statement at each board meeting. Additional duties are as follows.

1. Serve on the executive committee.
2. Sign checks as required and/or authorize electronic payments as indicated on the board-approved budget.
3. Work with the director and the library staff to ensure that appropriate financial reports are made available to the board on a timely basis.
4. Serve as a member of the finance committee.
5. Assume responsibilities of the president in the absence of the board president and vice president and secretary.
6. Other duties as required.

Committees

Audit: The audit committee shall be appointed by the board president and be comprised of trustees and qualified community members. Officers of the board of trustees are not eligible to serve on this committee without board approval. Committee members shall not have any relationship to the library that may interfere with the exercise of their independent judgment; shall not receive any consulting, advisory or other compensation from the library; and be knowledgeable in financial matters. The audit committee is charged with the following.

1. Meet with external auditors and review the annual financial statements and footnotes.
2. Meet with external auditors, review the management letter, and inquire of the auditors regarding compliance with internal financial controls of the library.
3. Inquire of the auditors if there are any matters that they wish to directly relay to the audit committee absent the presence of management.
4. Review the annual IRS Form 990 and disclosures, and present it to the full board of trustees for ratification.

5. Present the audited financial statements and the external auditor's management letter to the full board of trustees.
6. Coordinate with the Upper Moreland township manager when retaining the external auditing firm, its fees, proposed scope of audit, and evaluate the performance of the auditing firm recommending retention or discharge to the board of trustees.
7. Review and approve the engagement of the external auditors to perform both audit and non-audit services.
8. Review the conflict-of-interest, code-of-ethics, and other financial related policies of the library.
9. The chairperson of the committee will schedule meetings and provide a written summary to all committee members.

Board Development: The board development committee shall identify, solicit and screen potential candidates and present the slate to the board at its November meeting or when required to fill vacancies. This committee is charged with the following.

1. Present a slate of officers to the board at its November meeting and when necessary to fill vacancies.
2. With director's assistance, conduct orientation sessions for new board members and organize training for the entire board.
3. Regularly evaluate the entire board of trustees to ensure that it is fulfilling its obligations as a caretaker and steward of the libraries assets, reputation, financial and human resources, and mission.
4. The chairperson of the committee will schedule meetings and provide a written summary to all committee members.

Executive Committee: The executive committee shall consist of the officers of the board and the director. The president is responsible for scheduling executive committee meetings as necessary. Executive meetings are generally held for the following reasons.

1. Preparing and conducting performance reviews of the director.
2. Considering issues related to patron behavior outside typical day to day operations that potentially lead to legal action.
3. Considering patron disputes with the director regarding requests for reconsideration of policies and materials.
4. Review the library's annual report to the Commonwealth of Pennsylvania and any state and municipal funding cost reports.
5. The chairperson of the committee will schedule meetings and provide a written summary to all committee members.

Facility Committee: The facility committee is charged with the following.

1. Assist the director on matters pertaining to safety, security, space utilization, and use of facilities.
2. Assist the director in matters relating to liaison with the management of the UM township.
3. Provide reports to the board of trustees regarding maintenance and repair issues.
4. Conduct risk assessment to mitigate problems proactively.

5. Assist the director in contract negotiations and grant applications pertinent to library facilities.
6. The chairperson of the committee will schedule meetings and provide a written summary to all committee members.

Finance Committee: The finance committee is charged with the following.

1. Provide direction to the board of trustees for fiscal responsibility.
2. Review the library's revenues and expenditures, balance sheet, investments, and other matters, including line item approval of \$500 adverse expenditure budget variances.
3. Consult with the director regarding financial matters as necessary.
4. Review the annual budget and staffing plan and submit it to the full board for approval.
5. Oversee the safeguarding of library assets, including prudent management of investments.
6. Assist the director when reviewing current and prospective contracts.
7. Review insurance requirements and policies.
8. Ensure that bookkeeping activities are in accordance with generally accepted accounting principles.
9. The chairperson of the committee will schedule meetings and provide a written summary to all committee members.

Outreach Committee: The outreach committee is a committee of the whole whose purpose is to advocate the library's vision and strategic plan and is charged with the following.

1. Develop positive relationships with local community leaders, policy makers, educators, community organizations, businesses, and other groups.
2. Advocate within the community for financial support.
3. Obtain funds for capital purchases.
4. The chairperson of the committee will schedule meetings and provide a written summary to all committee members.

Personnel Committee: The personnel committee is charged with the following.

1. Periodically review personnel handbook and recommend policy changes to the board of trustees.
2. Study and recommend to the board strategies and solutions on human resource issues as they emerge in the library.
3. Provide advice and counsel to the director on personnel and benefits issues.
4. The chairperson of the committee will schedule meetings and provide a written summary to all committee members.

Policy Committee: The policy committee is charged with the following.

1. Develop and periodically review the policies that guide the actions of the staff and the board of trustees in accordance with the mission, vision, and objectives of the board of trustees.
2. Present new and revised policies to the full board for approval.
3. The chairperson of the committee will schedule meetings and provide a written summary to all committee members.

Strategic Planning Committee: The strategic planning committee assists the board with its responsibilities for the library's mission, vision, and strategic direction and is charged with the following.

1. Periodically develop a strategic plan for the UMFPL and present the plan to the Board for formal adoption.
2. Develop an action plan to implement the approved plan:
 - a. Prioritize the elements of the approved strategic plan into action steps.
 - b. Establish time lines for implementation of plan elements.
 - c. Establish budgetary priorities.
 - d. Coordinate with board committees, providing necessary information for action steps.
3. Annually review progress on the implementation of the strategic plan and propose updates and/or modifications of the strategic plan.
4. The chairperson of the committee will schedule meetings and provide a written summary to all committee members.

ESSENTIAL RESPONSIBILITIES OF THE COMMITTEE CHAIRPERSON

The chairperson of any Board of Trustee Committee is responsible for the following:

1. Schedule meetings
 - a. Make arrangements for the meeting room
 - b. Notify all committee members* of the meeting date and time
 - c. Conduct meetings within 90 minutes
2. Prepare an agenda
 - a. Email the agenda to all committee members several days in advance of the meeting as a reminder
3. Email a summary of the meeting to all committee members including the following:
 - a. The meeting date
 - b. Persons in attendance
 - c. Action taken/Topics discussed
 - d. Motions recommended for action by the full Board
 - e. Topics needing full Board discussion
 - f. Next meeting date

*The committee members include the board president and library director, who are ex-officio members of all committees.