

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 private, non-profit corporation [501(c)(3) charitable organization] on April 7, 1959.

Section 2 Purpose

The purpose of the corporation is to establish, maintain, and regulate a non-sectarian, free, public, library.

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, records, and the monthly board of trustee meeting place unless a 72-hour advance notice is provided to the public.

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. As an Internal Revenue Service designated component of the Upper Moreland Township, an annual third-party audit is required.

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 executive director (“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. Trustees must be non-related. Each trustee is expected to make an annual financial contribution that benefits the library. The director of the library 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 and interview with the board of trustees shall be required.

### Section 4 Trustee Terms

A trustee term shall be three years. A trustee is eligible for reelection after one term. When the term expires, the majority of the board must approve the trustee's next term. If a trustee has served two consecutive full terms, the trustee shall be ineligible for reelection to the board for a period of one year. Terms shall be staggered so that the terms of no more than 1/3 of the trustees shall expire in one year. Trustees serve without pay except for board approved expenses.

### Section 5 Duties

Duties and responsibilities of trustees shall be governed by the articles of incorporation, the bylaws, policies, and board-approved written descriptions of essential responsibilities.

### 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 to serve out the remainder of the resigning trustee's term. The replacement trustee may not serve as an officer until having served a full calendar year.

If a board officer steps down from the officer position prior to year-end, a trustee shall be elected as an interim officer in the open position as soon as reasonably possible through 31 December of that calendar year.

### Section 7 Resignation or Removal

A trustee may resign at any time by delivering written notice to the board president, secretary and director.

The executive committee may recommend to the board that a trustee be removed from the board 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 majority vote of the entire board at a regular or special meeting, provided all trustees receive thirty days of written notice and a report detailing the facts of the matter. The trustee in question shall be given adequate time to respond to the allegations 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 vice-president and secretary may be combined. The title of the combined office shall be vice-president/secretary. The officers and the 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 two additional one-year terms 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, policies, and board-approved written descriptions of officer essential responsibilities..

## Section 5 Removal

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

## ARTICLE IV COMMITTEES

### Section 1 Standing

The standing committees are

- a. Advocacy
- b. Audit/Finance
- c. Board Development
- d. Executive/Personnel
- e. Facilities
- f. Policy and Bylaws
- g. 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 or as a member of the audit committee.

### 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, policies, and board approved written descriptions of essential committee responsibilities.

## ARTICLE V MEETINGS

### Section 1 Regular Meetings

The board shall follow a monthly meeting schedule throughout the calendar year. 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 or treasurer shall chair the meeting. Each board member is required to attend no fewer than 75% of the regular board meetings over a calendar year.

### 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.

### Section 3 Remote Location Participation

Trustees may conduct or participate in a regular or special meeting through the use of any communication means which all trustees participating may simultaneously hear each other during the meeting. A trustee participating in a meeting by this means is deemed to be present in person at the meeting.

### Section 4 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 5 Minutes

Board-approved minutes of meetings shall serve as the legal record of all board actions. 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 as revised, at that next regular board meeting. A copy shall be made available for the public and another forwarded to the Upper Moreland Township's board of commissioners.

#### Section 6 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 7 Voting

A quorum is required for the conduct of business. A quorum consists of the majority of current 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.

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 8 Visitors

Visitors may attend regular board meetings and shall be given an opportunity to be heard during the business of visitors section of the agenda, provided they have given advance notice. This notice must be given prior to 12:00 P.M. on the day of the meeting. Visitors may not attend an executive session.

### ARTICLE VI EXECUTIVE DIRECTOR

#### Section 1 Appointment and Responsibility

The director shall serve as the chief financial officer and shall have day-to-day operational responsibility for the organization by executing 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 vote.

#### Section 2 Duties and Responsibilities

Duties and responsibilities of the director shall be governed by the articles of incorporation, 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.

## ARTICLE VIII LIMITATION OF LIABILITY, INSURANCE AND INDEMNIFICATION

### Section 1. Limitation of Liability.

A trustee 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 trustee 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 trustee pursuant to any criminal statute or the liability of a trustee 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 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 trustee (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 trustee or officer (or employee or agent) of the corporation or is or was serving at the request of the corporation as a trustee 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 trustee (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 2 shall continue as to a person who has ceased to be a trustee, 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 executive director, public services director, and bookkeeper.

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

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.

ARTICLE XI                    CONFLICT OF INTEREST

Section 1.            Financial Interest

Trustees may not in their private capacity negotiate, bid for, or enter into contract with the library in which they have a direct or indirect financial interest.

Section 2.            Board Discussions

A trustee shall withdraw from board discussion, deliberation, and vote on any matter in which the trustee, an immediate family member, or an organization with which the trustee is associated has a substantial financial interest.

Section 3.            Gifts

A trustee may not accept a gift of any value that could reasonably be expected to influence his or her vote or other official actions.

*I hereby certify that the foregoing Bylaws of the Upper Moreland Free Public Library Articles I through XI are a true copy of the Bylaws adopted by the Upper Moreland Free Public Library Board of Trustees and effective as of January 12, 2022*

Print Name: Melissa Osborne

Signature Melissa Osborne  
Board of Trustees President