

**AMENDED BY-LAWS
OF THE
INDIAN VALLEY PUBLIC LIBRARY
TELFORD, PA
Approved February 14, 2024**

Article I - General

Section 1. Name. The name of the corporation shall be the Indian Valley Public Library (the "Library").

Section 2. Office. The principal office of the Library shall be at 100 E. Church Avenue, Telford, PA 18969, or at such other places as its Board of Trustees (the "Board") may from time to time appoint or the activities of the Library may require.

Section 3. Seal. The Library shall have a common seal which shall contain the name of the Library, the year of its organization and the words, "Corporate Seal, Pennsylvania."

Section 4. Pennsylvania State Library Code. Any provisions of these by-laws inconsistent with Pennsylvania's Public Library Code (24 Pa.C.S.A. Chapter 93) - hereafter "the Code" - shall be null and void.

Article II - Purpose

Section 1. The purpose of the Library is to maintain a public library for the benefit of the residents of the municipalities in the Souderton Area School District, as per the resolutions of the governing bodies of Franconia Township, Lower Salford Township, Salford Township, Souderton Borough, and Telford Borough, which collectively constitute a joint action by municipalities under Section 9320(b) of Pennsylvania's Public Library Code (the "Code"). Such municipalities shall collectively be referred to as the "Eligible Municipalities".

Section 2. The purpose shall also include to acquire by gift, purchase, construction, or otherwise, and to hold, own, equip, operate, maintain, and possess a public library building and the appurtenances thereto; and in connection therewith all property, real, personal, and mixed. In the interest of higher education or science, the plan of the corporation shall be to maintain for the use of students, scholars, and all members of the public, a library containing authoritative works of art, science, literature, history, philosophy, religion, and other subjects, along with technology resources, and community programming and education necessary to meet the needs and requirements of the Indian Valley community.

Article III - Affiliation & Area Served

Section 1. Area Served. Affiliation shall be limited to the residents of each Eligible Municipality that provides financial support as per Section 9351 of the Code in an amount as requested by the Board (hereafter a "Participating Municipality"). A resident of n Eligible

Participating Municipality that does not provide requested financing shall not be entitled to become affiliated and utilize the services provided by the Library. For those that qualify, participation shall be free from dues and shall be established by complying with the registration requirements as adopted and amended, from time to time, by the Board. Residents of Eligible Municipalities who fail to provide the financing requested and persons who do not reside in Eligible Municipalities may become members of the Library through Access-Pennsylvania as per the state regulations.

Article IV – Board of Trustees Composition, Selection, Terms, Removal, and Public Record

Section 1. Composition. The Board shall be composed of not less than five (5) or more than nine (9) voting members.

Section 2. Selection. The selection of the members of the Board shall be made in the following manner:

- a. Each Participating Municipality is eligible to appoint a resident of its municipality as a member of the Board and shall be invited to do so.
- b. The Board may, by majority appointment, designate as many as four (4) individuals, who are residents of the Participating Municipalities to serve as voting members-at-large of the Board.

Section 3. Term. All members of the Board shall serve a term of three (3) years without salary or other remuneration for their services. All terms shall begin in January except for those members of the Board appointed to serve the balance of an unexpired term.

Section 4. Removal. Any member of the Board having three (3) consecutive unexcused absences from Board meetings, or a total of four (4) unexcused absences from such meetings, during any calendar year, may be removed from the Board by a majority vote of the Board. Board members shall notify the Director (as such term is defined below) in advance of a meeting if they are unable to attend due to scheduling conflicts, in which event their absence from that meeting shall be considered excused.

Section 5. Vacancy. Any vacancy on the Board resulting from death, resignation, or other cause of vacancy shall be filled by the remaining members of the Board.

Section 6. Public Record. The minutes of all Board meetings will be retained by the Director and available for review by the Board and the public.

Article V – Responsibilities of the Board

Section 1. Management. The general management of the Library shall be the exclusive responsibility of the Board, but may be delegated to staff members of the Library as determined by the Board, including the Director.

Section 2. Director. The Board shall appoint a Librarian in accordance with the provisions of the Code to be the Director of the Library (the "Director"). The Director shall be subject to Article VIII.

Section 3. Policies. The Board may establish the policies governing the operation of the Library, determine its objectives, and make provisions for the financial support and maintenance of the Library. In determining policy and objectives, the Board shall consult with the Director for information and advice. Such may be amended from time to time by the Board.

Section 4. Strategic Communications. The Board shall encourage strategic communication to the public at large and the Indian Valley Public Library Foundation of Friends to lend their assistance to the support, financial and otherwise, and operation of the Library. The Board will meet annually with the Foundation of Friends.

Section 5. Budget. The Board shall prepare and adopt a budget for each calendar year with the help and advice of the Director and Treasurer.

Section 6. Non-budgeted Expenditures. The Board shall be required to approve all non-budgeted expenditures of Library funds exceeding two thousand dollars (\$2,000.00).

Article VI - Meetings of the Board

Section 1. Monthly Meeting. The Board will meet monthly at a time and place designated by the Board by a majority vote. The Board may meet virtually if necessary. The Board may cancel a scheduled meeting if it is ensured that such cancellation will not adversely affect the business of the Library.

Section 2. Special Meetings. A special meeting may be called by the President at such time as he or she deems necessary, or upon written request signed by a majority of the Board members.

Section 3. Agenda. The Board shall adopt a formal agenda to be used at all monthly meetings and shall adopt rules and regulations governing the conduct of the meetings.

Section 4. Public. All regular monthly meetings shall be open to the public. The dates and times of all regularly scheduled Board meetings shall be posted on the Library's website. The Board may adjourn for executive meetings.

Section 5. Committees. The Board may form whatever committees it deems necessary to the general operations of the Board and the Library. The President shall appoint chairpersons and members of all committees, subject to the approval of the Board.

Section 6. Quorum. A quorum at a meeting shall consist of a majority of the voting members of the Board. A majority vote after a quorum is obtained is necessary for the adoption and passage of resolutions, orders, motions, or any other official business.

Section 7. Actions without a Meeting. The Board may act without a meeting upon the unanimous written consent of the Board. Such consent action shall be deemed to be a decision of the Board.

Article VII - Officers and Solicitor

Section 1. Officers. The officers of the Board shall consist of a president, vice-president, secretary, and treasurer.

Section 2. Election of officers. At the annual January meeting the then-voting members of the Board shall elect from among the voting members a president, vice-president, treasurer, and secretary. All elections shall be by a majority vote of the voting members of the Board. An election to fill the unexpired term of any officer shall be held at the next regular monthly meeting after the vacancy occurs.

Section 3. Term. All officers of the Board shall serve a term of one (1) year and may be elected for an unlimited number of consecutive terms.

Section 4. President. The President shall preside at all meetings. The President may serve as an ex-officio member of any committee. The President shall have the authority to act on behalf of the Library as authorized by the Board and may sign all documentation and take all actions necessary to do so.

Section 5. Vice-President. The vice-president shall assume all the duties and responsibilities of the President in his or her absence. The Vice-President shall perform all other duties and responsibilities assigned to him or her by the President of the Board.

Section 6. Secretary. The Secretary shall keep complete and accurate minutes of all meetings and actions of the Board and perform all other duties and responsibilities delegated to him or her by the Board.

Section 7. Treasurer. The Treasurer will have the following duties and responsibilities, in addition to any other duties and responsibilities assigned to him or her by the Board:

- a. The Treasurer shall be the custodian of all funds belonging to the Library and shall see that a report on the status of those funds is given at each regular meeting.
- b. The Treasurer shall invest Library funds, when appropriate, in ensured interest-bearing accounts at such intermediaries as the Board may, from time to time, direct.

- c. The Treasurer may, at his or her discretion, transfer funds between accounts to ensure that sufficient funds are on hand to pay bills and to ensure that excess funds are invested in interest-bearing accounts.
- d. The Treasurer may, without specific approval of the Board, sign all checks for all budgeted and non-budgeted expenses of the Library under one thousand dollars (\$1,000).
- e. The Treasurer, along with the Director, will assist in the preparation of the annual budget. The Treasurer will be an ex-officio member of any committee pertaining to the finances of the Library.
- f. All checks more than one thousand dollars (\$1,000) must have two signatures. Persons authorized to sign shall be the President, Treasurer, Director, and a library employee selected by the Board.
- g. At the conclusion of each fiscal year, the Treasurer will coordinate an audit by a public accountant or certified public accountant, selected and approved by the Board, of the books, financial records, and accounts of the Library. The Treasurer will present the accountant's annual report to the Board at the first regular meeting after the report is completed.
- h. The Treasurer shall, with the advice of the Library's accountant, devise and enforce procedures for the internal control of purchases and expenditures.

Section 8. Bond. The Treasurer shall be bonded in an amount to be determined by the Board.

Section 9. Absence. In the absence of the President and Vice-President, the voting members of the Board present shall, by a majority vote, designate a voting member to chair the meeting and to carry out the other duties and responsibilities of the president.

Section 10. Limitation on Authority. No individual officer, member of the Board, employee, or volunteer, shall have any authority other than that authority normally inherent in his or her position or as otherwise conferred by the Board or these by-laws.

Section 11. Solicitor. The Board may appoint a Solicitor to serve as an at-will consultant.

Article VIII - Library Director

Section 1. Duties. The Library Director shall be the executive agent of the Board and shall have sole charge of the administration of the Library. The Library Director shall be held responsible for the employment and direction of all staff personnel.

Section 2. Additional Responsibilities. In addition to staffing responsibilities, the Director shall be responsible for at least the following:

- a. To plan for and recommend to the Board policies for the operations and improvement of the Library;
- b. To assist the Board in preparing the annual budget;
- c. To assume responsibility for book selection, acquisition, maintenance, and disposal, subject to Board approval
- d. To supervise the day-to-day operation of the Library, including maintenance of the physical plant, purchasing supplies, and other operational necessities;
- e. To maintain effective communications with all related public agencies and institutions, other libraries, and related professional organizations;
- f. To attend professional meetings and encourage and approve such attendance by members of the Library staff, within the constraints of the budget;
- g. To assist the president in preparing the agenda for the meetings;
- h. To attend all Board meetings unless specifically excused;
- i. To recommend to the Board, in connection with the budget preparation process, appropriate levels of compensation for all professional and nonprofessional staff.
- j. To ensure Board compliance with the provisions of the Public Library Code.

Article IX -- Indemnification of Board of Trustees and Officers and Limitation of Board Trustees' Personal Liability

Section 1. Standard of Care of Board Trustees and Justifiable Reliance by Trustees.

A Board Trustee shall stand in a fiduciary relation to the Library and shall perform his or her duties as a Trustee, including duties as a member of any committee of the Board upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of the corporation, and with such care, including reasonable inquiry, skill, and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his or her duties, a Trustee shall be entitled to rely in good faith on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared by any of the following:

- a. One or more officers or employees of the corporation whom the Trustee reasonably believes to be reliable and competent in the matters present;

- b. Counsel, public accountant, or other persons as to matters to which the director reasonably believes to be within the professional or expert competence of such person;
- c. A committee of the Board upon which he or she does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the director reasonably believes to merit confidence.

A Trustee shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted. In discharging the duties of their respective positions, the Board, committees of the Board, and individual Trustees may, in considering the best interest of the Library, consider the effects of any action upon employees, upon suppliers and customers of the Library, and upon the communities in which officers or other establishments of the Library are located, and all other pertinent factors. The consideration of these factors shall not constitute a violation of the foregoing duties of the Trustees as set forth herein.

Section 2. Limitation of Liability. Absent breach of fiduciary duty, lack of good faith, or self-dealing, actions taken as a Trustee, or any failure to take action, shall be presumed to be in the best interest of the corporation. A Trustee shall not be personally liable for monetary damages as such for any action taken, or any failure to take action, unless the breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness. The provisions of this section shall not apply to his or her responsibility or liability to any criminal statute; or to his or her liability for the payment of taxes pursuant to local, state, or federal law.

Section 3. Indemnification. The Library shall indemnify each of its Board members, whether or not they are in service as such (and his or her executor, administrator, and heirs), against all reasonable expenses actually and necessarily incurred by him or her in connection with the defense of any litigation to which the individual may have been a party because he or she is or was a Trustee of the Library. The individual shall have no rights to reimbursement; however, in relation to matters as to which he or she has been adjudged liable to the Library for negligence or misconduct in the performance of his or her duty as a Trustee by reason of willful misconduct, bad faith, gross negligence, or reckless disregard of the duties of his or her title or employment. The right to indemnify for expenses shall also apply to the expenses of suits which are compromised or settled if the court having jurisdiction of the matter shall approve such settlement.

Section 4. Cumulative Rights. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights, including but not limited to statutory rights, which such directors may be entitled.

Section 5. Insurance. The Board shall purchase directors' and officers' liability insurance as part of the Library's comprehensive insurance package to insure the Trustees and officers from liability suits, and the cost of said insurance shall be paid from the operating budget of the Library.

Article X -- Dissolution, Termination

Section 1. Termination or Dissolution. Upon the termination or dissolution of the Library, the assets of the Library shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or to a state or local government, for a public purpose. Any such assets not disposed of shall be distributed to the federal government, or to a state or local government or municipal corporation, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the applicable county upon application filed, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such public purposes. Upon termination or dissolution, no part or portion of the assets of the corporation shall inure to the benefit of, or be distributed to its members, trustees, officers, or other private persons.

Article XI -- Amendments

Section 1. Amendment. These by-laws may be amended by a two-thirds (2/3) vote of the Trustees at a regularly scheduled meeting, provided that advance notice of the proposed amendment was given to each director informing him or her of the purpose of the meeting and the proposed amendment.