

Bylaws of Lititz Public Library A Pennsylvania Nonprofit Corporation (Effective January 1, 2025)

ARTICLE I. OFFICES

SECTION 1. Principal Office. The principal office of the Lititz Public Library (hereafter referred to as the Library) in the Commonwealth of Pennsylvania shall be located at 651 Kissel Hill Road, Lititz, PA 17543, in Warwick Township, Lancaster County. The Library may have such other offices, either within or without the Commonwealth of Pennsylvania, as the Board of Directors (hereafter referred to as the Board) may designate or as the business of the Library may require from time to time.

SECTION 2. Registered Office. The Library shall continuously maintain in the Commonwealth of Pennsylvania a registered office that may be the same as its Principal Office, and a registered agent as required by the Pennsylvania Nonprofit Corporation Act. The address of the registered office may be changed from time to time by the Board. The registered office of the corporation shall be listed on the website of the Lititz Public Library. <https://lititzlibrary.org/>

ARTICLE II. PURPOSE

SECTION 1. Purpose. The Lititz Public Library strives to be a welcoming hub for a dynamic community. It provides an environment for the exercise of intellectual freedom and civil discourse, dedicated to providing access to materials and databases that support evidence-based analysis and discussion.

ARTICLE III. BOARD OF DIRECTORS

SECTION 1. General Powers. Except as provided by applicable law or in the Articles of Incorporation, the Library is under the authority of, and the affairs of the Library managed under the direction of, its Board.

SECTION 2. Appointments. The business and affairs of the Library shall be conducted by a self-perpetuating Board consisting of at least seven (7) members. Directors must live in the designated service area (Elizabeth Township, Warwick Township, and Lititz Borough) of the Library and demonstrate exceptional interest in Library programs and services. Exceptions to the residency requirement may be made by unanimous consent of sitting Board members.

SECTION 3. Terms. Directors shall serve for a term of three (3) years. Terms shall be staggered so that the terms of no more than 1/3 of the Directors shall expire in one year. When the term expires, a majority of the Board must approve the next term. Directors are limited to serving no more than two consecutive terms for a maximum of six years unless a Director has served a partial or incomplete term after being appointed to complete such term.

SECTION 4. Vacancies. Vacancies will be filled by the Board. Such appointees shall serve until the original appointee's term expires.

SECTION 5. Ex-Officio Member. The Library Executive Director shall be an ex-officio member of the Board, without voting power.

SECTION 6. Resignation or Removal. A Director may resign at any time by delivering written notice to the Board, its presiding officer, or to the Chair or Secretary. Any Director may be removed, with or without cause, by the vote of two-thirds of Board members at any meeting at which there is a quorum. The Board will remove and replace a Director for failure to attend three Board meetings in any calendar year (without prior notice to the board president or executive director), or upon a felony conviction of the Director, or upon entry of a court order declaring the Director to be of unsound mind.

SECTION 7. Compensation. All Directors shall serve without compensation.

SECTION 8. Nomination and Election Procedures. A Nominating Committee designated by the Chair shall nominate members to the Board to replace those whose terms expire at the end of the calendar year. The Nominating Committee shall select a minimum of one candidate for each vacancy and present a slate of candidates for election. Nominations may also be made by any Trustee at the annual meeting provided he or she has the consent of the nominees. Elections shall occur at the final meeting of the Board in the calendar year and shall take effect January 1 of the following years. Balloting will be closed and written.

ARTICLE IV. MEETINGS

SECTION 1. Regular meetings. The Board shall hold regular meetings throughout the year on dates determined by the board. All business transacted at a regular meeting shall be recorded by the Secretary. The meeting shall follow an agenda which is available to Directors at least two (2) days prior to the meeting.

SECTION 2. Annual Meeting. The annual meeting, which shall be for the purpose of the election of officers, shall be held at the time of the regular meeting in January of each year.

SECTION 3. Notification. Notice of the time and place of Board meetings shall be communicated in advance and 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 Director 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.

SECTION 5. Rules of Order. The rules contained in *Robert's Rules of Order Newly Revised* shall govern meetings of the Board 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. Place of Meeting. The Board may designate any place as the place of meeting for any annual or special meetings of the members. If no designation is made, the place of meeting shall be the Principal Office of the Library. However, if all members shall meet at any time and place, either within or without the Commonwealth of Pennsylvania, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

SECTION 7. Special Meetings. Special meetings of the Board may be called by or at the request of the Chair or a majority of the Board.

SECTION 8. Quorum. A quorum is required for the conduct of business. A quorum consists of a majority of the Board members. In the absence of a quorum no formal action shall be taken except to adjourn the meeting.

SECTION 9. Action Without a Meeting. Unless the Articles of Incorporation or these Bylaws provide otherwise, action required or permitted to be taken at a Board meeting may be taken without a meeting if the action is taken by all members of the Board. The action must be evidenced by one or more written consents describing the action taken, signed by each Director, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this section is effective when the last Director signs the consent, unless the consent specifies a different effective date. Such a consent has the effect of a meeting vote and may be described as such in any document.

SECTION 10. Participation by Virtual or Other Means. Unless the Articles of Incorporation or these Bylaws provide otherwise, the Board may permit any or all Directors to participate in a regular or special meeting by, or conduct the meeting using any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

ARTICLE V. OFFICERS

SECTION 1. Number. The officers of the Board shall be a Chair, Vice-Chair, a Secretary and a Treasurer, each of whom shall be elected by the Board. Such other officers, assistant officers and agents as may be deemed necessary may be elected or appointed by the Board.

SECTION 2. Election and Term of Officers. The Officers of the Library shall be elected annually by the Board at the first regular meeting of the Board in a calendar year. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be.

SECTION 3. Chair. The Chair is a voting member of the Board and shall preside at all meetings of the Board, appoint all committees, and in general, assume all the duties of the office. The Chair may sign or give permission to the Executive Director to sign all deeds, contracts, mortgages, bonds, unless otherwise ordered by the Board. The Chair shall be a member, ex officio, of standing and special committees.

SECTION 4. Vice-Chair. In the absence of the Chair or in the event of the Chair's inability or refusal to act, the Vice-Chair shall perform the duties of the Chair, and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Chair. The Vice-Chair shall perform such additional duties as may from time to time be assigned by the Chair or by the Board of Directors.

SECTION 5. Treasurer. The Treasurer shall be responsible for all financial affairs of the Library and shall present a written financial report at each regular meeting. A copy of the written financial report shall be filed by the Treasurer with the Board and Library Executive Director. The Treasurer shall relinquish the financial records of the Library, annually, for the purpose of audit, as requested, and shall turn over any and all funds, records, and properties of the Library to his or her successor when authorized to do so.

SECTION 6. Secretary. The Secretary keeps a correct record of the proceedings of all the meetings of the Board, including Board attendance. A copy of the minutes shall be filed by the Secretary with the Board and Library Executive Director.

SECTION 7. Resignation or Removal from Office. An officer may resign at any time by delivering notice to the Library. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. The Board may remove any officer from office at any time with or without cause.

ARTICLE VI. COMMITTEES

SECTION 1. Committee Appointment. The Chair shall appoint such standing, special, or ad hoc committees that are deemed necessary for the work of the Board. The President and Library Executive Director are ex officio members of each committee. Each committee shall be chaired by a member of the Board, but members of the library community may also be asked to serve on committees.

SECTION 2. Board Member Committee Responsibilities. Board members appointed to committees are expected to attend all committee meetings and perform all assigned committee work in a timely manner.

SECTION 3. Executive Committee. The Executive Committee shall be composed of the Chair, Vice-Chair, Treasurer, Secretary, and Immediate Past Chair, if still serving on the Board of Directors.

ARTICLE VII. LIBRARY EXECUTIVE DIRECTOR

SECTION 1. Appointment and Responsibility. The Library Executive Director shall have day-to-day operational responsibility for the organization and shall execute the policies of the Board. The Library Executive 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 Library Executive Director shall be governed by the Articles of Incorporation, by the Bylaws, Board-approved

policies, and job description.

ARTICLE VIII. LIABILITY AND INDEMNIFICATION

SECTION 1. Indemnification. The Library shall indemnify any person whose indemnification is required by law at the time the action giving rise to such indemnification is successfully completed. The Library may indemnify such other persons and under such other circumstances as the Library may decide, except as limited by law.

SECTION 2. Liability Insurance. The Library shall purchase liability insurance covering representatives of the Library as provided by Section 5747 of the Pennsylvania Non-Profit Corporation Law of 1988.

SECTION 3. Personal Liability. No Director shall be personally liable for monetary damages relating in any way to his or her role as a Director, whether for any action taken, or any failure to take action unless:

- A. The Director has breached or failed to perform the duties of his or her office under Subchapter 57B of the Pennsylvania Nonprofit Corporation Law of 1988 (relating to standards of care and Justifiable reliance) and
- B. The breach of conduct or failure to perform constitutes self- dealing, willful misconduct, or recklessness.

ARTICLE IX. AMENDMENTS

These Bylaws may be amended or repealed by a majority vote of the members of the Board. The proposed change shall be presented in writing at a meeting of the Board, with copies distributed 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. The notice shall include the language of the proposed amendment or a summary of the changes to be effected thereby.

ARTICLE X. 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 non-profit library recipient, the Board 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 the Library's service area.

ARTICLE XI. CONFLICT OF INTEREST

SECTION 1. Directors may not in their private capacity negotiate, bid for, or enter into a contract with the Lititz Public Library in which they have a direct or indirect financial interest.

SECTION 2. A Director shall withdraw from Board discussion, deliberation, and vote on any matter in which the Director, an immediate family member, or an organization with which the Director is associated has a substantial financial interest.

SECTION 3. A Director may not receive anything of value that could reasonably be expected to influence his or her vote or other official action.

ARTICLE XII. MISCELLANEOUS

SECTION 1. Fiscal Year. The fiscal year of the Library shall begin on the first day of January and end on the thirty-first day of December in each year.

SECTION 2. Bond. The officers and the Library Executive Director shall be bonded in the amounts and by sureties that are satisfactory to the Board.

I hereby certify that the foregoing **Bylaws of Lititz Public Library, Articles I through XII**, are a true copy of the Bylaws adopted by the Directors of Lititz Public Library and effective as of January 1, 2025.

Lynette Meck
Library Board Chair

Date