

Charter and Bylaws Bosler Memorial Library Carlisle, Pennsylvania

Adopted April 10, 1980
Amended September 8, 1983
Amended June 16, 1988
Amended June 12, 1989
Amended April 19, 1990
Amended November 16, 1995
Amended March 15, 2001
Amended February 19, 2004
Amended December 20, 2007
Amended May 15, 2008 and December 18, 2008
Amended February 19, 2009
Amended August 15, 2013
Amended December 20, 2018

Charter of the J. Herman Bosler Memorial Library **Entered February 6, 1900 – in Misc. 18, page 545**

To the Honorable, the Judge of the Court of Common Pleas of Cumberland County. In compliance with the requirement of an Act of the General Assembly of the commonwealth of Pennsylvania, entitled, "An Act to provide the incorporation and regulation of certain corporations," approved the 29th day of April, A.D. 1874, and the several supplements thereto, the undersigned, all of whom are citizens of Pennsylvania, having associated themselves together for the purposes hereinafter specified, and desiring that they may be incorporated do hereby certify.

1st The name of the proposed Corporation is "The J. Herman Bosler Memorial Library."

2nd The Corporation is formed for the purpose of acquiring and maintaining a public library in the Borough of Carlisle, Cumberland County, Pennsylvania, for the use and benefit of the citizens of said Borough and sojourners therein.

3rd The business of the Corporation is to be transacted in the Borough of Carlisle, Pennsylvania.

4th The Corporation is to exist perpetually.

5th The names and residences of the subscribers hereto are as follows:

- J. Kirk Bosler
- Joseph Bosler
- Edward W. Biddle
- Gertrude Bosler Biddle
- Charles F. Himes
- John B. Landis
- Florence Park McIntire
- George Norcross
- Ellen A. Parker
- John M. Rhey
- Edward B. Watts

6th The members of the Corporation, hereinafter known as Directors, shall be no more than fifteen voting members. One shall be the duly elected President of the Friends of Bosler Memorial Library.

7th The Corporation has no capital stock.

8th The membership of the Corporation shall be as provided in the bylaws of the Corporation and any vacancy therein, caused by death, resignation or otherwise, shall be filled by the remaining members, a majority vote of such remaining members being necessary for a choice.

BYLAWS OF THE BOSLER MEMORIAL LIBRARY

ARTICLE I: NOMENCLATURE

Section 1

Name: Although the proper name of this Corporation is “The J. Herman Bosler Memorial Library,” it shall be commonly known as the Bosler Memorial Library.

ARTICLE II: BOARD OF DIRECTORS

Section 1

Membership: The members of this Corporation, hereinafter known as Directors, shall be no more than twelve (12) voting members. One shall be the duly elected President of the Friends of the Bosler Memorial Library.

Section 2

Management: The business and affairs of the Corporation shall be managed by the Board of Directors (formerly referred to as the Board of Trustees) which may exercise all such powers of the Corporation and do all such lawful acts as are permitted by the statute or by the Articles of Incorporation or by these bylaws.

Section 3

Election of Directors: Directors shall be elected for a three-year term at the regular November meeting subject to Article II, Section 6, herein. The term of office shall begin the following January. In the event of an extraordinary occurrence, the Board of Directors may adjust the timeline for the election of a Director through a vote approved by a supermajority (75% or more) of the Board.

Section 4

Number of Terms: Directors may serve no more than two consecutive terms. However, in the case of the President of the Friends of the Bosler Memorial Library, that person’s terms on the Board of Directors shall supersede the aforesaid and instead coincide with that person’s term as President of the Friends of the Bosler Memorial Library. While there is no limit to the number of times a person may serve as a Director, a duration of time equivalent to one term (3 years) must pass before a person who has served as a Director may be considered for future terms on the Board of Directors.

Section 5

Vacancies:

- a. When a vacancy occurs before the end of an Officer's elected term, nominations shall be presented at the next regular meeting or at a meeting specifically called for that purpose. The Board shall, at the next meeting after the said nomination meeting, elect a successor Officer for the unexpired portion of the term he or she is filling. The Officer shall assume duties immediately upon election.
- b. When a vacancy occurs before the end of a Director's elected term, the Board shall, at the next regular meeting after the resignation, or at a meeting specifically called for that purpose, either direct the Nomination Committee to present a nomination to the Board to fill that vacancy with a time frame specified by the Board or decide that the vacant Director's position remain unfilled. If the Board has directed the Nominating Committee to present a nomination, the Board shall, at the meeting after said nomination meeting, elect a successor Director for the unexpired portion of the term he or she is filling. Additional nominations may be made from the floor. The Director shall assume duties immediately upon election.
- c. To replace any Director whose term is normally expiring, the Nominating Committee will report its nomination to fill each prospective vacancy at the regular October meeting of the Board. Additional nominations may be made from the floor. Candidates presented for nomination will be voted on by the Board at the regular November meeting. (See Article III, Section 1 – Election of Officers and Article IV, section 6 – Nominating Committee)
- d. In the event of an extraordinary occurrence, the Board of Directors may adjust the timeline for any of the above nomination and election of a Director through a vote approved by a supermajority (75% or more) of the Board.

Section 6

Resignations: Any Director may resign at any time by giving written notice of such resignation to the Board of Directors, the President or the Secretary of the Corporation. Any such resignations shall take effect at the time specified therein or, if no time be specified, upon receipt.

Section 7

Removal: The Board of Directors may declare vacant the office of a Director if the Director is declared of unsound mind by an order of the court, is convicted of a felony or misses three consecutive Board meetings without sufficient reason as determined by the Board. Furthermore, by the vote of a supermajority (75% or above) of Directors, the Board may declare vacant the office of a Director if said supermajority declare that the best interest of the Corporation would be so served by declaring said vacancy.

Section 8

Directors' Standard of Care:

- a. A Director of the Corporation shall stand in fiduciary relation to the Corporation and shall perform his/her duties as a Director, including duties as a member of any committee of the Board upon which he/she serves, in good faith, in a manner he/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 such duties, a Director 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 or presented by any of the following:
 1. One or more officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented.
 2. Counsel, public accountants or other persons as to matters which the Director reasonably believes within the professional or expert competence of such person.
 3. A committee of the Board, upon which he/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.
- b. A Director shall not be considered to be acting in good faith if he/she has knowledge concerning the matter in question that would cause his/her reliance to be unwarranted.

Section 9

Personal Liability of Directors: The personal liability of Directors shall be limited in accordance with 42 Pa. C.S. 8332.2 (or as amended) or other applicable law.

ARTICLE III: OFFICERS

Section 1

Election of Officers: At the time of the regular November meeting, after the election of Directors, the Nominating Committee shall report nominations of officers and additional nominations from the floor may then be made. At the regular December Board meeting, the Board shall elect officers.

Section 2

Officers: The officers of the Corporation shall be a President, A Vice-President, a Treasurer, and a Secretary, all of whom shall be elected from among the Directors; each to serve one calendar year or until a successor is elected, but not after he/she ceases to be a Director. These four (4) Officers are considered the Executive Committee of the Board of Directors.

Section 3

President: The President shall preside at all meetings of the Board of Directors, shall be an ex-officio member of all its committees with voting power, and when the Board is not in session, shall be its representative and agent. The President may call special meetings when deemed necessary. Special meetings must be called when three or more Directors request it in writing.

Section 4

Vice-President: The Vice-President presides by position as Chair of the Personnel Committee and as a member of the Facilities Committee. The Vice-President, during the absence of the President due to unavailability, incapacity or due to a vacancy in the position, shall assume the duties of the presidency. During a vacancy in the vice-presidency or an absence due to unavailability or incapacity, the duties of the Vice-President shall be assumed by the Treasurer.

Section 5

Treasurer: The Treasurer presides by position as Chair of the Finance Committee and as a member of the Development Committee. The Treasurer shall be responsible for all of the financial affairs of the Corporation and shall submit a monthly financial statement to the Board. During a vacancy in the vice-presidency or an absence due to unavailability or incapacity, the Treasurer will assume the duties of the Vice-President.

Section 6

Secretary: The Secretary presides by position as Chair of the Public Services Committee and as a member of the Nominating Committee. The Secretary shall keep a formal record of all business transacted at the Board meetings and shall conduct the Board's correspondence.

Section 7

Resignation: Any Officer may resign at any time by giving written notice of such resignation to the Board of Directors, the President or the Secretary of the Corporation. Any such resignation shall take effect at the time specified therein or, if no time be specified, upon receipt.

Section 8

Personal Liability of Officers: The personal liability of Officers shall be limited in accordance with 42 Pa. C.S. 8332.2 (or as amended) or other applicable law.

ARTICLE IV: STANDING COMMITTEES

Section 1

Standing Committees: The Standing Committees shall be:

- a. Development Committee
- b. Executive Committee
- c. Facilities Committee
- d. Finance Committee
- e. Nominating Committee
- f. Personnel Committee
- g. Public Services Committee
- h. Strategic Planning Committee

They shall be appointed annually at the January meeting or at any subsequent meeting which established a new Standing Committee, from among the Directors, but Committees may consult with additional persons who are not Directors. The Standing Committees shall have the powers and authority as listed below except that no Committee shall have the power and authority as to the following:

- a. The submission to Members of any action requiring approval of Members by law;
- b. The filling of vacancies on the Board of Directors;
- c. The adoption, amendment or repeal of the bylaws;
- d. The amendment or repeal of any resolution of the Board;
- e. Action on matters committed by Bylaws or resolution of the Board of Directors to another Standing Committee of the Board.

Section 2

Development Committee: The Development Committee shall:

- a. Be comprised of the Development Committee Chair, President of the Board (ex-officio), Board Treasurer, President of the Friends of the Bosler Memorial Library and one other Director.
 1. In addition, up to three (3) ad-hoc members from the community may sit on this committee.
- b. Work with the Committee Chair, Executive Director and the Development Officer to create the fundraising plan and involve and motivate other Board members and volunteers in the cultivation, and solicitation of gifts from the Board and the community.

- c. Develop strategies to cultivate donors by:
 - 1. Making their own leadership gifts.
 - 2. Ensuring the case for support is strong, current, and based on the library's mission and goals.
 - 3. Developing policies for board and staff action related to gift solicitation and recognition.
 - 4. Evaluating potential prospects for contributions.
 - 5. Soliciting gifts at levels required for annual, special, and planned giving programs.
 - 6. Participating actively in special events and providing leadership for capital campaigns.

Section 3

Executive Committee: The Executive Committee shall:

- a. Be comprised of the Officers of the Board of Directors.
- b. Have, and may exercise, all of the powers and authority of the Board of Directors except as otherwise provided in Section I.
- c. On an annual basis conduct a performance review of the Executive Director.

Section 4

Facilities Committee: The Facilities Committee shall:

- a. Be comprised of the Facilities Committee Chair, President of the Board (ex-officio), Board Vice-President, and two other Directors.
 - 1. In addition, up to three (3) ad-hoc members from the community may sit on this committee.
- b. Work with the Committee Chair, Executive Director and Administrators to:
 - 1. Maintain an inventory and fixed asset list of library property.
 - 2. Maintain in good repair the building, sidewalks, parking lot, landscaping, furniture, and equipment.
 - 3. Maintain lists of necessary or desirable repairs or alterations and of furniture and equipment needs, and submit such lists, annotated by priority and estimated cost to the Board of Directors.

Section 5

Finance Committee: The Finance Committee shall:

- a. Be comprised of the Finance Committee Chair (Board Treasurer), President of the Board (ex-officio), and three other Directors.
 1. In addition, up to three (3) ad-hoc members from the community may sit on this committee.
- b. Prepare, in conjunction with the Executive Director and Administrators, a budget for each ensuing fiscal year, which shall be identical with the calendar year and present it to for approval no later than the Board's regular November meeting.
- c. Review and provide oversight of the library's operating budget throughout the year and, in conjunction with the Executive Director and Administration, inform the Board of any major or unexpected financial situations that occur.
- d. Manage the Corporation's trust account and present a report each quarter to the Board of Directors.
- e. Arrange for an audit each year of all of the Corporation's financial accounts and present the report as soon as available to the Board.
- f. Establish and maintain a cyclical process for the review of the following, including RFP processes to ensure sound fiscal prudence in regard to competitive services and pricing:
 1. Audit Services
 2. Insurance Services
 3. Investment Services
 4. Retirement Services

Section 6

Nominating Committee: The Nominating Committee shall:

- a. Be comprised of the Nominating Committee Chair, President of the Board (ex-officio), Board Secretary, and two other Directors.
 1. In addition, up to three (3) ad-hoc members from the community may sit on this committee.
- b. Nominate, at the regular October meeting, one candidate to fill each vacancy among the Directors that is expected by reason of expiration of term of service, for election at the regular November meeting.
- c. Nominate, at the regular November meeting after the election of directors, candidates for President, Vice-President, Treasurer and Secretary to be elected at the regular December meeting.
- d. Nominate, as required, persons to fill vacancies which have occurred among Officers and Directors before the expiration of the terms for which they were severally elected. For Officers, nominees will be selected from sitting Board Directors.

Section 7

Personnel Committee: The Personnel Committee shall:

- a. Be comprised of the Personnel Committee Chair (Vice-President), President of the Board (ex-officio), and three other Directors.
 1. In addition, up to three (3) ad-hoc members from the community may sit on this committee.
- b. In conjunction with the Executive Director and Administration, recommend policies related to Human Resources including oversight of the library's Employee Manual.
- c. In conjunction with the Executive Director, recommend employment, promotion, salary or wage schedules, salary increases, and changes or dismissal of members of the library staff.

Section 8

Public Services Committee: The Public Services Committee shall:

- a. Be comprised of the Public Services Committee Chair (Board Secretary), President of the Board (ex-officio), and three other Directors.
 1. In addition, up to three (3) ad-hoc members from the community may sit on this committee.
- b. Formulate, in conjunction with Executive Director and Administration, ongoing planning, implementation, and assessment of library collections, programs and services, giving attention to changes in demographics, community needs, evolutions in library practices and advancements in technology and communication.
- c. Ensure that library collections, programs and services align with, and advance, the library's strategic plan, mission and vision.
- d. Evaluate and recommend changes, in conjunction with the Executive Director and Administration, to library hours of operation and other aspects of access by the community, including but not limited to both onsite and offsite access.

Section 9

Strategic Planning Committee: The Strategic Planning Committee shall:

- a. Be comprised of a supermajority of the Board (75%) including the:
 1. Chair of the Strategic Planning Committee (a Director who does not Chair another Standing Committee)
 2. President
 3. Vice-President, Chair of Personnel

4. Treasurer, Chair of Finance
 5. Secretary, Chair of Public Services
 6. Chair of Development Committee
 7. Chair of Facilities Committee
 8. Chair of Nominating Committee
 9. President, Friends of the Bosler Memorial Library
 10. In addition, the following Library staff are members of the Strategic Planning Committee (non-voting)
 - a. Executive Director
 - b. Assistant Directors
 - c. Department Heads
- b. Meet twice per year.
 - c. Assess the current five-year strategic plan.
 - d. Develop the subsequent five-year plan.
 - e. Review and submit amendments to the Bylaws in conjunction with each new five-year plan.

ARTICLE V: MEETINGS

Section 1

Meetings: The Board shall hold regularly scheduled monthly meetings except when there is no pending business requiring action by the Board. The President may call special meetings but is obligated to call such meetings when three (3) or more Directors request it in writing. Written notices of every regular meeting of the Board of Directors shall be given to each Director at least five (5) days before the date named for the meeting. Written notice is not required for special meetings of the Board of Directors.

Section 2

Order of Business: The Order of Business at regular meetings shall be:

- a. Welcome and Introductions
- b. Submission and adoption of minutes
- c. Treasurer's and Finance Committee reports
- d. Executive Director's report
- e. Committee Reports
- f. Representatives of Bosler Memorial Library to Cumberland County Library System Boards and Committees reports
- g. Old Business
- h. New Business
- i. Adjournment

Section 3

Quorum: A majority of the Board of Directors (greater than 50%) shall constitute a quorum for the transaction of business, and acts of the majority of the Directors present at the meeting at which a quorum is present shall be the acts of the Board of Directors.

Section 4

Parliamentary Procedure: On points of procedure not specifically mentioned in the Charter or Bylaws, Robert's Rules of Order shall be the authority.

Section 5

Meeting by Telecommunication: Directors and ad-hoc members of the Board of Directors or any committee thereof may participate in meetings of the Board of Directors or of such committee by means of any technology by which all persons participating in the meeting can see and/or hear each other, and such participation will constitute presence in person at the meeting.

Section 6

Action Without Meeting: Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereto may be taken without a meeting if all members of the Board of Directors or of such committee, as the case may be, consent thereto in writing and the writing or writings are filed with the Secretary for inclusion in the minutes of proceedings of the Board of Directors or of such committee. For the purposes of this section, "writing or writings" includes verified electronic transmissions. In addition, any action taken without meeting will be ratified at the next regular Board meeting and that ratification will be entered into the minutes of the meeting.

Section 7

Voting In Absentia: Directors who are unable to attend a regular meeting of the Board of Directors or any committee thereof may not vote on any action taken at the meeting by proxy, ballot or electronic transmission.

ARTICLE VI: AMENDMENTS

Section 1

Amendments: These Bylaws may be amended at any regular meeting of the Board by the affirmative votes of a majority of all of the Directors. If required by law (15 Pa. C.S.A. 5504 or as amended), provided that the proposed amendment(s) shall have been submitted in writing at some preceding regular meeting and shall not have been voted upon in the interim. Any Director may submit proposed amendments to the Bylaws at any regular meeting of the Board.

In addition, in order to ensure that the Board of Directors continually reviews and adapts the Bylaws to fit the changing needs of the library and changes in best practices, the Strategic Planning Committee will review the Bylaws and propose amendment(s) in conjunction with the development and implementation of each strategic five-year plan.

ARTICLE VII: THE EXECUTIVE DIRECTOR

Section 1

Executive Director: The Board shall employ a professionally qualified person to serve as the Library's Executive Director.

Section 2

Duties of the Executive Director: As agent of the Board, the Executive Director will:

- a. Supervise the members of the staff.
- b. Coordinate the work of volunteers.
- c. Work in collaboration with the Friends of the Bosler Memorial Library.
- d. Work in coordination with the Cumberland County Library System and member libraries.
- e. Work in conjunction with the Capital Area Library District.
- f. Engage in developing and maintaining relationships with:
 1. individual and corporate donors and sponsors.
 2. local businesses, organizations, and agencies.
 3. local, County, State and, Federal legislators.
 4. the public.

The Executive Director shall have sole custody of the building, grounds, furniture, equipment, collections and other library materials and assets, and shall be responsible for their proper operation, use and care, as well as for the maintenance of appropriate institutional records in the best tradition of the library profession.

Section 3

Executive Director Attendance and Reporting: The Executive Director is expected, unless excused, to attend all meetings of the Board and committees. As part of these meetings the Executive Director shall provide written and/or oral reports. These reports will include activities of the Executive Director, library activities, managerial and administrative actions and other professional matters.

In addition, the Executive Director serves as an ex-officio (non-voting) member of the Board of the Friends of Bosler Memorial Library. As such, the Executive Director is expected, unless excused, to attend the Friends of Bosler Memorial Library regular meetings.

Section 4

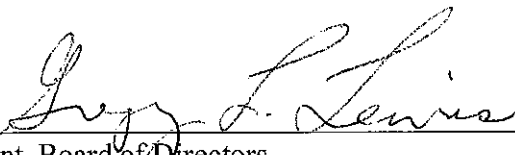
Financial Responsibility: The Executive Director, in conjunction with the Finance Committee and Library Administration, is responsible for the management of the library's financial operations and activities.

ARTICLE VIII: DISSOLUTION

Section 1

Dissolution of Institution: The J. Herman Bosler Memorial Library prohibits the use of any surplus funds for private inurement to any person in the event of a sale or dissolution of the institution.

Adopted by the Directors of the Bosler Memorial Library at a regularly scheduled meeting held December 20, 2018.



President, Board of Directors

Attest: 

Secretary, Board of Directors