

BYLAWS
OF
CUMBERLAND COUNTY LIBRARY SYSTEM FOUNDATION
A Pennsylvania Nonprofit Corporation
Amended December 9, 2019

ARTICLE I
NAME, OFFICES, SEAL & INTERPRETATION

Section 1.1. Name. The name of the corporation, as set forth in its Articles, shall be: The Cumberland County Library System Foundation. It may be referred to herein as either the “corporation” or the “Foundation.”

Section 1.2. Offices. The registered office of the corporation shall be in Cumberland County, Pennsylvania, and shall be maintained there until changed in conformity with the Pennsylvania Nonprofit Corporation Law. The corporation may also have corporate offices at such other places within Cumberland County, Pennsylvania, as the Directors may from time to time determine.

ARTICLE II
PURPOSE AND POWERS

Section 2.1. Purpose. The purpose of the Cumberland County Library System Foundation shall be to support the Cumberland County, Pennsylvania, Library System and member libraries. (The said system is referred to herein as “The Cumberland County Library System.”)

Section 2.2. Powers. The corporation shall have all powers conferred upon nonprofit corporations by the Pennsylvania Nonprofit Corporation Law of 1988, not otherwise limited by the Articles of Incorporation of the corporation, or limited by these Bylaws.

Section 2.3. Enumerated Powers. Except as limited by Section 2.4 of these Bylaws, other provisions of these Bylaws, or the Articles of Incorporation of the corporation, the corporation shall also have the following powers:

- (a) To purchase, lease, take or receive by gift, devise or bequest, or otherwise acquire, own, hold, use and otherwise deal in and with any real or personal property, or any interest therein.
- (b) To sell, convey, mortgage, pledge, lease as lessor, and otherwise dispose of all or any part of its property and assets.
- (c) To purchase, take, receive, subscribe for, and otherwise acquire, own, hold, vote, use or employ shares or other interests in or obligations of domestic or foreign corporations (whether for profit or not for profit), associations, partnerships or individuals; and to sell, mortgage, pledge, loan or otherwise dispose of such shares, interests or obligations.
- (d) To make contracts or incur liabilities which enable it to accomplish any or all of its purposes; to borrow money for its corporate purposes at such rates of interest as the Foundation may determine; to issue notes, bonds and other obligations; and to secure any of its property, franchises and income.
- (e) To invest its funds in any real or personal property; to lend for its corporate purposes; and to take and hold real and personal property as security for the payment of funds so invested and loaned.
- (f) To provide, to the fullest extent permitted by the Pennsylvania Nonprofit Corporation Law of 1988 and any amendment thereto, for the indemnification and advancement of expenses incurred by directors and officers as the result of a third party claim for any action taken by such directors and officers.
- (g) To create a fund of any nature or otherwise secure or insure in any manner any of the Foundation's Indemnification obligations, all to the fullest extent of and as permitted by the Pennsylvania Nonprofit Corporation Law of 1988 and any amendments thereto.
- (h) To make donations in furtherance of any of the Foundation's purposes.
- (i) To provide for the appointment with salary of any personnel to constitute the staff of the Foundation.
- (j) To have and exercise all powers necessary or convenient to effect any and all purposes for which the Foundation is organized.
- (k) To accept donations or gifts which are designated for a particular purpose, entity, or entities.

Section 2.4. Limitations on Powers. The Foundation shall solicit donations primarily

from sources outside of Cumberland County, Pennsylvania; or from sources within Cumberland County, Pennsylvania, for which member library(s) would otherwise be ineligible; or from sources within Cumberland County, Pennsylvania, approved by the member library(s) affected; provided, however, that the Foundation may accept donations from any individual or organization, wherever the same may be located.

ARTICLE III **BOARD OF DIRECTORS**

Section 3.1. Powers and Responsibility. The business, affairs and property of the Corporation shall be conducted and managed by its Board of Directors, which shall exercise all of the powers of the Corporation as such may be limited by the Articles of Incorporation or these Bylaws.

Section 3.2. Number and Appointment. The number of Directors shall be one for each of the member libraries of the Cumberland County Library System, plus up to five (5) at large members. There shall be a minimum of three (3) members of the Board of Directors. Under the present circumstances there may be twelve (12) members of the Board of Directors, assuming that five at-large members are appointed. The number and appointment of the Directors shall be as follows:

- (a) One each appointed by the board of directors of each of the member libraries of the Cumberland County Library System. There are presently seven (7) member libraries of the Cumberland County Library System. As the number of member libraries may change, the number of Foundation Directors appointed by the member libraries may change, and thus the total number of Foundation Directors may change.
- (b) Up to five (5) “at large” Directors appointed by the Board of Directors of this Foundation. The Board of Directors of the Foundation may choose to fill all, none, or only some of the five at large board member positions; provided, however, that the Foundation Board shall appoint a sufficient number of at large Directors such that the total number of Directors is an odd number. Members at large need not be member library board members, nor need they be residents of Cumberland County.
- (c) In the event that the number of member libraries of the Cumberland County Library System is reduced, then the number of Directors shall be accordingly reduced. The Director appointed by the library(s) which is no longer a member of the Cumberland County Library System shall be automatically removed at the end of the calendar year in which the library which appointed him or her ceased to be a member of the Cumberland County Library System, and the number of Directors shall be reduced as of that date.

- (d) In the event that the number of member libraries of the Cumberland County Library System is increased, then the number of Directors shall be accordingly increased. The number of Directors shall be increased, and the new Director(s) shall be appointed and take office, at the beginning next calendar year.
- (e) In the event that there should be less than two member libraries of the Cumberland County Library System, then the number of Directors shall be three (3) and the Foundation Board of Directors shall appoint any Directors not appointed by a member library.

Section 3.3. Regular Terms and Term Limits.

- (a) The term of service for a Director shall be for three years.
- (b) A Director shall be limited to three (3) consecutive regular terms. Initial terms of less than one (1) year shall not be counted for purposes of this term limit provision. After a one (1) year break in service a Director shall again be qualified to serve. No service shall be deemed consecutive if interrupted by a one (1) year break in service.

Section 3.5 Continuation Until Successor Appointed. Each Director appointed by a library which continues to be a member of the Cumberland County Library System may continue in office for up to 6 months or until his or her successor is appointed and qualified as the successor Director.

Section 3.6. Vacancies and Compensation. In the event of a vacancy on the Board of Directors for any cause including, but not limited to, the death, disability, removal, disqualification or resignation of any Director, then the member library or the Directors of this Foundation, as the case may be, for which that Director's seat is allocated, shall appoint a Director to fill the vacancy so created, for the remainder of the term of the vacant seat. In the event that any member library should fail to fill its Director's seat within one (1) year of the seat becoming vacant for any reason, the Foundation Board of Directors may fill that seat by appointment of any County resident, and that individual shall continue to serve until the expiration of his or her term, regardless of any subsequent attempt by the member library to appoint an individual to that position on the Board. No Director shall, expressly or impliedly, be appointed to an indefinite term of office. Directors shall serve without compensation.

Section 3.7. Voting Rights of Directors. Each Director shall be entitled to only one (1) vote.

Section 3.8. Resignation. A Director of the corporation may resign at any time by giving written notice of his resignation to the corporation. Any resignation shall take effect at the time specified in it or, should the time when it is to become effective not be specified, immediately upon its receipt. Acceptance of a resignation shall not be necessary to make it

effective unless the resignation states otherwise.

Section 3.9. Removal. Any Director may be removed without cause at any time by a two thirds (2/3) majority vote of all of the Directors at any duly constituted annual or special meeting of the Directors.

Section 3.10. Annual and Regular Meetings. The first regular meeting of the calendar year will serve as the Annual Meeting, at such location, date, and time as may be set by resolution of the Board of Directors. The Board of Directors will provide by resolution, from time to time, for the holding of regular meetings.

Section 3.11. Special Meetings. Special meetings of the Board of Directors may be called by the President, Executive Director or Named Designee, or at the request of any three (3) Directors then in office.

Section 3.12. Place of Meetings. The Directors may hold their meetings and may have one or more offices in such place or places within the County of Cumberland as the Board of Directors from time to time may determine. Unless otherwise notified, all meetings of the Board of Directors shall be at the offices of the Cumberland County Library System.

Section 3.13. Notice of Special Meetings. The Secretary of the Corporation or named designee shall give written notice of each special meeting of the Board of Directors by mailing the same, at least five (5) days before the meeting, or by email, faxing or similar means of communication, or by causing to be delivered personally the same at least three (3) days before the meeting, to each Director at his or her residence or regular place of business. Unless otherwise indicated in the notice, any and all business may be transacted at a special meeting. No notice shall be required for regular meetings; provided, however, that notice of any change in the time or place of such meetings shall be sent promptly to each Director not present at the meeting at which such change was made. Such notice shall be in the manner provided for notice of special meetings.

Section 3.14. Quorum; Action of Board; Telephonic Participation.

- (a) Except as otherwise provided herein, the presence in person of a majority of all of the Directors shall be necessary and sufficient to constitute a quorum for the transaction of business. The affirmative votes of a majority of the Directors present at a meeting, duly called and at which a quorum is present, shall be sufficient to take or authorize action upon any matter that properly comes before the meeting.
- (b) One or more Directors may participate in any meeting of the Board of Directors by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in

person at the meeting.

- (c) Voting by proxy shall not be permitted.

Section 3.15. Chair. The President, or in his or her absence, the Vice President, shall call meetings of the Board to order and shall act as chair of such meetings. In the absence of the President or Vice President, a chair of the meeting shall be chosen by the Directors present. The chair of the meeting, unless a Director, shall have no right to vote on matters that come before the Directors at a meeting.

Section 3.16. Secretary. The secretary of the Corporation or his/her named designee shall act as secretary of all meetings of the Board of Directors, but, in the absence of the Secretary of the Corporation, the chair may appoint any person to act as secretary of the meeting.

Section 3.17. Order of Business. Such business may be included in the agenda of any meeting of the Board of Directors, as the President deems necessary; provided, however, that the election of officers for the Corporation shall always be on the agenda for the first meeting of the calendar year. Any additional matter may be placed upon the agenda of any duly constituted meeting upon the affirmative vote of the Directors present, provided that a quorum shall have been met.

Section 3.18. Informal Action by Directors; Email.

- (a) Any action required or permitted to be taken at any meeting of the Board of Directors, or of any committee thereof, may be taken without a meeting, if a written consent to such action is signed by all members of the Board or of such committee, as the case may be, and such written consent is filed with the minutes of the proceedings of the Board or committee and, provided further, that no violation of the Pennsylvania Sunshine Law shall occur, if applicable.
- (b) For purposes of this section, “written consent” shall include consent sent by a Director by email to the Cumberland County Library System staff person designated as the Library System contact person for the Foundation, if sent from an email address designated by that Director for the communication of Foundation business.

Section 3.19. Conflict of Interest. If any Director may be personally affected by an issue of corporate concern, after discussion and deliberation, he or she shall refrain from making any recommendations or voting thereon, but shall be counted in determining whether a quorum exists. It is the duty of each Director to make known when and if any such conflict shall exist. The Board shall, as soon as possible after its organization, adopt, maintain, implement, amend from time to time, and enforce a policy concerning the conflict of interest of any Director, officer, or employee of the Corporation, which policy may provide reasonable sanctions, including dismissal, for any violation of this policy.

Section 3.20 Liability of Directors. A Director of the Corporation shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless:

- (a) The Director has breached or failed to perform the duties of his or her office as required by applicable law or as prescribed in Section 3.21 below; and
- (b) The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

The provisions of this Section 3.20 shall not apply to:

- (a) The responsibility or liability of a Director pursuant to any criminal statute; or
- (b) The liability of a Director for the payment of taxes pursuant to local, state or federal law, if applicable.

Section 3.21. Fiduciary Relationship; Diligence.

- (a) A Director of the Corporation shall stand in a fiduciary relationship to the Corporation, and shall perform his duties as a Director, including his duties as a member of any committee of the Board of Directors 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 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:
 - i. One or more officers or employees of the corporation whom the Director reasonably believes to be reliable and competent in the matters presented;
 - ii. Legal counsel, public accountants or other persons as to matters which the Director reasonably believes to be within the professional or expert competence of such person; or

- iii. A committee of the Board of Directors 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 Director 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 reliance to be unwarranted.

- (b) Absent breach of fiduciary duty, lack of good faith or self-dealing, any act of the Board of Directors, a committee thereof or an individual Director shall be presumed to be in the best interests of the corporation.
- (c) Notation of Dissent. A Director who is present at a meeting of the Board of Directors, or of a committee of the Board, at which action on any corporate matter is taken on which the Director is generally competent to act, shall be presumed to have assented to the action taken unless his or her abstention or dissent is entered in the minutes of the meeting or unless the Director files a written dissent to the action with the secretary of the meeting before the adjournment thereof or transmits the dissent in writing to the Secretary of the Corporation immediately after the adjournment of the meeting. The right to dissent shall not apply to a Director who voted in favor of the action. Nothing in this Section or in these Bylaws shall bar a Director from asserting that minutes of the meeting incorrectly omitted his dissent if, promptly upon receipt of a copy of such minutes, the Director notifies the Secretary in writing, of the asserted omission or inaccuracy.

ARTICLE IV

OFFICERS

Section 4.1. Officers. The officers of the Corporation shall be the President, a Vice President, a Secretary, and a Treasurer.

Section 4.2. Election; Term of Office. The officers of the Corporation shall be chosen by the Board of Directors at its first meeting and thereafter annually at its annual meeting. Each officer shall hold office at the pleasure of the majority of all of the Directors.

Section 4.3. Number of Offices Held by One Person. No individual may hold more

than one office.

Section 4.4. Subordinate Officers. The Board of Directors from time to time may elect or appoint such other officers or agents as it may deem advisable, each of whom shall have such title, hold office for such period, have such authority and perform such duties as may be prescribed by the Board of Directors. The Board of Directors may delegate the power to appoint and remove, with or without cause, any such subordinate officers or agents and to prescribe their respective authority and duties.

Section 4.5. Chair. The President, and the Vice President in his absence, shall preside at all meetings of the Board of Directors. The President shall act as liaison and spokesperson for the Board of Directors. The President shall perform all duties incident to the office and such other duties as shall be prescribed by the Board of Directors from time to time. The President shall be the Chair of the Board, and the Vice President shall be the Vice Chair of the Board.

Section 4.6. President. The President shall be the senior officer of the Corporation and shall be a member of all committees. The President shall also exercise such other powers and perform such other duties as from time to time may be assigned to him or her by the Board of Directors.

Section 4.7. Vice President. The Vice President shall perform such duties as from time to time may be assigned to him or her by the President, the Board of Directors. In the absence of the President, or in the event of his death, inability, or refusal to act, the Vice President shall assume the duties of the President and shall perform all of such duties, and when so acting, shall have all the authority of the President and be subject to all of the restrictions upon that office.

Section 4.8. Secretary. The Secretary or named designee shall keep the minutes of all meetings of the Board of Directors in books to be kept for that purpose. The Secretary or named designee shall attend to the giving and serving of all notices of the Corporation and shall have charge of the records of the Corporation and such other books and papers as the Board of Directors may direct or as may be required by law and shall execute such documents as may require his signature. The Secretary or designee shall perform such other duties as appertain to his office or as may be required by the Board of Directors.

Section 4.9. Treasurer. The Treasurer or named designee shall be the principal financial and accounting officer of the Corporation and shall have general charge of the finances and books of account of the Corporation. Except as otherwise provided by the Board of Directors, the Treasurer or named designee shall have general supervision of the funds and property of the Corporation. The Treasurer or named designee shall render to the Board of Directors, whenever directed by the Board, an account of the financial condition of the Corporation and of all his transactions as Treasurer, and as soon as possible after the close of each financial year he or she shall make and submit to the Board of Directors a like report for such financial year. The Treasurer or named designee shall perform all the acts incident to the office of Treasurer, including the general supervision and control of the accounts of the

corporation, subject to the control of the Board of Directors. The Treasurer or named designee shall have custody of all funds and securities of the Corporation. When necessary or proper, the Treasurer or named designee shall endorse on behalf of the Corporation for collection, checks, notes and other obligations and shall deposit the same to the credit of the corporation, in such bank or banks or depository as the Board of Directors may designate. All checks and drafts for the payment of money by the Corporation may be signed in the name of the Corporation by the Treasurer or named designee.

Section 4.10. Surety Bond. The Treasurer or named designee shall ensure bond with a surety company in an amount established by the Board of Directors for the faithful performance of the duties of the office. The bond shall be filed with the Secretary of the Corporation.

Section 4.14. Standard of Care. Except as otherwise provided in these Bylaws, an officer shall perform his or her duties as an officer in good faith, in a manner the officer 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. A person who so performs his or her duties shall not be liable by reason of having been an officer of the Corporation.

ARTICLE V **COMMITTEES**

Section 5.1. Committees. The Board of Directors may establish one or more committees as the Board may determine, which shall consist of not less than one (1) Director. Each committee shall act in an advisory capacity to the Board, unless the Board specifically delegates powers and authority to the committee. The President shall be a member of each committee, including the standing committees. Directors shall be entitled to attend all committee meetings and shall not be excluded from any portion of a committee meeting, including the standing committees.

Section 5.2. Standing Committees. The Foundation shall have the following standing committees:

- (a) **Executive Committee.** The Executive Committee shall be composed of the four (4) officers of the Foundation, plus one other Director appointed by the President. The Executive Committee shall have such powers as the Board may delegate to it from time to time. The Board may give the Executive Committee the power to act for the Board in situations when time is of the essence and it is impractical to obtain Board approval.

The standing committees shall also perform such other functions as may be charged to them by the Board.

Section 5.3. Procedure and Review. Each committee may adopt such rules of procedure as it deems proper and desirable. All action by any committee shall be reported to the Board of Directors at the first meeting of the Board of Directors following such action and shall be subject to rejection, revision, alteration or approval by the Board of Directors.

ARTICLE VI **INDEMNIFICATION**

Section 6.1. Scope of Indemnification.

- (a) General rule. Members of the Foundation Board of Directors are covered under the same Indemnification policies as the Library System Board of Directors, per their specific relationship to the Cumberland County Library System/County of Cumberland, PA.

ARTICLE VII **MISCELLANEOUS**

Section 7.1. Insurance of Officers, Directors, Employees and Agents. The Corporation shall purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation, or while a Director, officer, employee or agent of the Corporation against any liability asserted against and incurred by such person in any such capacity or arising out of such person's position.

Section 7.2. Waiver of Notice. Whenever any written notice is required to be given under the provisions of the Act or under the provisions of the Corporation's Articles or by these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice and filed with the records of such meetings, whether before or after the time stated therein, shall be deemed equivalent to the giving of the notice.

Section 7.3. Records and Report. There shall be kept at the registered office or principal place of business of the Corporation an original or duplicate record of the proceedings of the Directors, and the original or a copy of its bylaws, including all amendments or alterations thereto to date. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of each committee having any authority of the Board of Directors. All Directors shall have reasonable access to all records of the corporation.

Section 7.4. Registered Office. The Corporation shall have and continuously maintain a registered office in the County of Cumberland, Commonwealth of Pennsylvania. The location of the registered office in the Commonwealth of Pennsylvania shall be such as stated in the Articles of Incorporation and as may be changed and determined from time to time.

Section 7.5. Expenses. Each Director, officer, agent and/or employee may be reimbursed for actual expenses, if they are reasonable and incurred in connection with the business of the Corporation.

ARTICLE VIII **AMENDMENTS**

The Board of Directors, at any regular meeting or at a special meeting called for the purpose, may make, amend or repeal the Articles or Bylaws of the Corporation upon the affirmative votes of a two thirds (2/3) majority of all of the Directors, except that the limitation on powers set forth in Section 2.4 of these Bylaws may not be amended (or superseded by Amendment of the Articles) except by a unanimous vote of all Directors. The written notice calling any such meeting shall provide the substantial text of the proposed amendment.

END OF BYLAWS