BYLAWS OF THE
CLEVE J. FREDRICKSEN LIBRARY ASSOCIATION

AMENDED 8.14.2024

ARTICLE I

NAME

Section 1 – The name of this corporation shall be the CLEVE J. FREDRICKSEN LIBRARY ASSOCIATION.

Section 2 – The Cleve J. Fredricksen Library is located at 100 North 19th Street, Camp Hill, Pennsylvania 17011 and the East Pennsboro Branch is located at 98 South Enola Drive, Enola, Pennsylvania 17025.

Section 3 – The Service Area includes: The Boroughs of Camp Hill, Lemoyne, and Wormleysburg; and the Townships of East Pennsboro, Hampden, and Lower Allen.

Section 4 – It is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE II

PURPOSE AND MISSION

Section 1 – This Association is organized as a non-profit public corporation to establish, maintain and nurture a public library in Cumberland County, Pennsylvania.

Section 2 – The mission of the Association is to transform lives through the power of information, imagination, and ideas.

Section 3 – Cleve J. Fredricksen Library and the East Pennsboro Branch are a member of the Cumberland County Library System and support their mission of planning, developing, coordinating and providing comprehensive public library services for residents through a cooperative network of public libraries.

ARTICLE III

BOARD OF TRUSTEES

Section 1 – The management of the affairs of the Association shall be vested in a Board of Trustees.

Section 2 – The Annual Meeting of the Board of Trustees shall take place in December. The terms of office run from January 1 to December 31.

Section 3 – The Board shall consist of:

a. Elected Trustees. Thirteen trustees shall be elected by the members of the Board of Trustees at the Annual Meeting to terms of three years, staggered so that the terms of not more than five (5) trustees shall expire in one year. Elected trustees may serve a total of two terms. After a year's absence, they may be re-nominated to the Board.
b. Appointed Trustees. One trustee may be appointed to the Board of

Trustees by the governing body of each municipality that is within the library's service area and may continue service at the discretion of the municipality.

c. Friends of the Library. One non-voting member of the Board of Trustees may be appointed annually by each Friends of the Library group. These trustees shall serve a one-year term and shall serve on the Development Committee. Friends representatives may not serve as an Officer of the Board.

d. Associate Member. The Nominating Committee may nominate, and the Board may elect a total of 9 non- voting members of the Board, known as Associates. Associates may be appointed to serve as committee chairs.

Associate Trustees shall be limited to those persons who have served as active members of the Board, and have exhibited and continue to exhibit unusual interest in the affairs, progress and the development of the Fredricksen Library and the East Pennsboro Branch. The term of such membership shall be for a period of one year, and the Associates may be re-elected.

e. Emeritus Member. The Board may designate as Emeritus Trustees persons who have previously served with distinction on the Board, such persons to have the privilege of attending all Board meetings and participating in discussions without the right to vote. Nominees must be approved by the Board of Trustees.

Section 4 – Vacancies - A vacancy occurring in the Board of Trustees shall be filled by a vote of the attending members of the Board after recommendation of the Nominating Subcommittee. A person who is elected to fulfill the unexpired term of another member shall be eligible to serve two (2) full terms.

Section 5 – Meetings - There shall be a minimum of six regular board meetings annually. The date of these meetings shall be published and posted at the library. The Board shall meet the second week of the month. The day of the meeting is at the discretion of the Board. Special meetings may be called by the President at any time, and must be called when requested by six (6) trustees. Action shall be limited to the items mentioned in the call to the meeting.

Section 6 – Quorum and Voting- Ten (10) voting trustees shall constitute a quorum for the transaction of business. A trustee shall be considered in attendance if participating by electronic communications provided that all persons participating are able to hear or otherwise communicate with each other.

Section 7 – Unanimous Consent of Trustees in Lieu of Meeting - Any action which may be taken at a meeting of the Board may be taken without a meeting if a written consent or consents setting forth the action so taken shall be submitted by all of the Trustees in office and shall be filed with the Board Secretary.

Section 8 – Attendance - A trustee who fails to attend two (2) successive regular meetings of the Board without notifying the President and Secretary of the Board and the designated library staff member may be asked to resign. A trustee may be removed, without cause, as determined by a two-thirds vote of the Board present at any meeting at which there is a quorum.

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ARTICLE IV

OFFICERS OF THE BOARD OF TRUSTEES

Section 1 – Elections – At the Annual Meeting, the Board of Trustees shall elect its officers.

Section 2 – Officers – The Board of Trustees shall elect from its members a President, Vice President, Secretary, Treasurer, Assistant Treasurer, and any other officers as may be deemed necessary by the Board to serve until the new year.

Section 3 – Terms – The officers shall serve for a term of one year (or longer), or until their successors have been chosen. The Assistant Treasurer and Vice President are expected to assume the positions of Treasurer and President, respectively, upon the completion of the term or terms of the presiding Treasurer and President. A vacancy occurring in any office shall be filled by majority vote of the attending members of the Board after recommendation of the Nominating Subcommittee.

Section 4 – Removal – Any officer may be removed by the Board whenever in its judgment the best interests of the library will be served.

ARTICLE V

DUTIES OF OFFICERS

Section 1 – The President shall preside at all meetings of the Board, appoint all committees, and in general, assume all the duties of the office. The President may sign or give permission to the Library Directors to sign all deeds, contracts, mortgages, bonds, unless otherwise ordered by the Board, and, in general, assume all the duties of the office. The President shall be a member, ex officio, of Standing and Ad Hoc Committees with the exception of the Nominating Committee.

Section 2 – It shall be the Duty of the Vice President to act as President of the Board if, for any reason, the President is prevented from discharging the duties of the office.

Section 3 – The Secretary shall keep, or cause to be kept, 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 Library Director within one week of the date of the meeting.

Section 4 – 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 in a designated file in the library. Items not within the budget in any amount over $5,000.00 shall require Board approval. 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. The Directors shall maintain the financial records of the Association. The Association shall secure adequate insurance to ensure protection of library assets from alleged wrongful acts on the part of employees or trustees. The Assistant Treasurer shall participate with the Treasurer in the financial activities of the Board and meetings of the Finance Committee of the Cumberland County Library System.

Section 5 – The Assistant Treasurer shall assume the duties of the Treasurer in the absence of the Treasurer.

Section 6 – The President, Treasurer, Assistant Treasurer, and Library Directors are authorized check signers on library accounts and are authorized to open and close accounts, renew CDs and transfer funds with the prior knowledge and approval of the Finance Committee. Two signatures are required on checks over $5,000.

ARTICLE VI

COMMITTEES

Section l – Standing Committees shall be appointed by the President within a month of the Annual Meeting and ad hoc committees shall be appointed by the President as needed. The Board President and Library Directors shall be ex-officio members of each committee with the exception of the Nominating Committee.

Section 2 – The President may appoint to standing and ad hoc committees volunteer advisors according to their areas of expertise. Associates and advisors may vote at the committee level.

Section 3 - The Standing Committees shall be:

a. An **Executive Committee** shall be composed of the President, Vice President, Secretary, Treasurer, Parliamentarian and Past President and the chairs of all standing committees of the Board and the chair of the Appointed Municipal Representatives. It shall be empowered to transact necessary and emergency business between scheduled board meetings. Emergency business shall be defined as that on which a decision must be made promptly in order to protect the property or interest of the library. The Executive Committee shall conduct an annual review of the Library Directors' job performances and report its evaluations to the Board. This committee shall interview the candidates for Library Director and East Pennsboro Branch Library Director and submit a recommendation to the Board. It shall also conduct grievance hearings when necessary.

b. A **Finance Committee** shall prepare the budget of the Association for consideration by the Board at the December This committee shall oversee the financial operation to ensure there is an annual audit with the recommendations therein followed, and that sound fiscal management practices are maintained. It shall oversee, review, and manage the investments, Memorial, Building, and Operating funds and make recommendations regarding any changes. It is responsible for approving the compensation. It shall consult with the Library Directors, Facilities and the Development Committees to determine funding for all areas of the budget. It shall provide information to the Board about State, County, and local funding so that appropriate advocacy campaigns can be focused on how this will impact the budget and programs.

c. A **Governance/Nominating Committee** shall provide direction and guidance for the establishment of Board policies and procedures. It shall review the bylaws and library policies and suggest amendments or changes to the Board. It shall maintain a program for recruiting, training and assimilating new trustees to ensure understanding of board policies and committee obligations. It shall provide a parliamentarian for the Board.

A **Nominating Committee** shall be a subcommittee of the Governance Committee. It shall propose qualified members of the Association to serve as trustees, and identify and cultivate leadership of officers. Candidates must have agreed to serve before they are nominated. It shall present a slate of officers at the last Board meeting of the year before the Annual Meeting to be voted on at the Annual Meeting in December.

e. A **Facilities Committee** shall provide direction and guidance for the maintenance and upkeep of the building and surrounding properties. It shall make recommendations to the Finance Committee for inclusion in the Operating Budget and propose projects from the long range plan using Building Fund monies.

f. A **Development Committee** shall formulate and oversee the annual appeals and any special fund raising projects. It shall explore and secure new sources of revenue. It shall coordinate with the Finance Committee to establish funding goals. It shall develop strategies to attract new donors and determine ways to provide information and understanding of library services and needs to government officials, the general public, and other funding sources**.**

ARTICLE VII

THE LIBRARY DIRECTORS

Section 1 – The Board of Trustees shall employ professionally qualified persons, as required by Commonwealth Libraries, to serve as Library Directors.

Section 2 – As agent of the Board of Trustees, the Library Directors shall supervise the other members of the staff, coordinate the work of volunteers, and foster relations with the Friends of the Library and the public. The Library directors shall have custody of the building, grounds, furniture, equipment and other library materials, 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. The directors will be responsible for all duties listed in their job descriptions.

Section 3 – The Library Directors shall prepare a written report for each Board meeting on the operations of the library, shall advise the Trustees on professional matters, and in general, except when excused, shall attend the Board's meetings.

Section 4 – The Library Directors shall be generally accountable to the Treasurer each month for the petty cash fund and for fines, fees, cash contributions and other cash received at the library.

ARTICLE VIII

PERSONAL LIABILITY OF TRUSTEES

No trustee shall be personally liable for monetary damages which result from any action taken or from failure to take any action in his or her role as trustee of the Library unless: the said trustee has breached his or her fiduciary duty, failed to act in good faith or failed to act in the best interest of the Cleve J. Fredricksen Library or the East Pennsboro Branch; and the above breach or failure to perform constitutes self-dealing, willful misconduct or recklessness, except as exempted by law. The exemption from personal liability shall not apply to any trustee who is deemed liable pursuant to criminal statute or who may be liable for payment of any local, state, or federal taxes.

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ARTICLE IX

RULES OF ORDER

ROBERT'S RULES OF ORDER, NEWLY REVISED shall be followed in all cases to which they are applicable and in which they are not inconsistent with these By-laws and any special rules or order the Association may adopt.

ARTICLE X

DISPOSITION OF PROPERTY

Upon the dissolution of the Association, the Board shall, after payment of all liabilities, dispose of all the assets of the Association exclusively for the purposes, and in such manner, or to such organizations founded and operated exclusively for charitable or educational purposes as shall at that time qualify for exemption under Section 501 (c) (3) of the Internal Revenue Code.

ARTICLE XI

AMENDMENTS

The Bylaws may be amended by a two-thirds vote of the trustees present at any meeting of the Board provided that the proposed amendment has been presented to the Board in writing at the meeting prior to that at which action is to be taken, or has been submitted in writing to each member of the Board at least ten days prior to the vote.

Amended: 12/09/2004
Amended: 12/10/2009
Amended: 12/19/2012
Amended: 11/13/2013
Amended: 1/20/2015
Amended: 8/12/2016
Amended: 10/11/2017
Amended: 10/09/2019
Amended: 7/15/2020
Amended: 8/11/2021
Amended: 10/13/2021
Amended: 8/09/2023
Amended: 12/13/2023
Amended: 8/14/2024