

**Joseph T. Simpson Public Library
Bylaws
Adopted October 16, 2018**

ARTICLE I – NAME

The name shall be the JOSEPH T. SIMPSON PUBLIC LIBRARY, a no stock, non-profit corporation to exist perpetually.

ARTICLE II –MISSION AND VISION

The Joseph T. Simpson Public Library, as a member of the Cumberland County Library System, supports the Cumberland County Library System in their mission of planning, developing, coordinating and providing comprehensive public library services for residents through a cooperative network of public libraries.

Section 1 - **Mission:** Joseph T. Simpson Public Library is a community center for learning and leisure.

Section 2 – **Vision:** Simpson Public Library is a dynamic community asset that inspires lifelong learning, advances literacy, and connects people with resources for knowledge, discovery, and enrichment.

ARTICLE III – MEMBERSHIP

Each holder of a current card issued by the Joseph T. Simpson Public Library and/or each annual contributor shall be considered a member of the Library.

ARTICLE IV – TRUSTEES

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

Section 2 – An Executive Committee shall be composed of the President, Vice-President, Treasurer, Secretary, and Immediate Past President, if still serving on the Board of Trustees. It shall be empowered to transact necessary business and emergency business. 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 director is an ex-officio member of the Executive Committee. A minimum of three members of the Executive Committee, or their assistants, must be present for a quorum, not counting the executive director.

Section 3 – The elected Board of Trustees shall consist of no less than nine (9) nor more than fifteen (15) members.

Section 4 – Vacancies on the Board may be filled by Board appointment.

Section 5 – Additional Trustees may be appointed to the Board by Local Governing Bodies upon mutual agreement between the Library Board of Trustees and the Officials of the Governing Body.

Section 6 – Trustees 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 Trustees shall expire in one year. Trustees are limited to serving three consecutive terms for a maximum of nine years unless a trustee has served a partial or incomplete term after being appointed to complete such term.

Section 7 – A trustee appointed to fill a term left empty by the resignation or removal from office of a trustee may complete that term and then serve up to three consecutive terms thereafter.

Section 8 – 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. The Board of Trustees will remove and replace a Trustee 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 trustee, or upon entry of a court order declaring the trustee to be of unsound mind.

ARTICLE V – ORGANIZATION

Section 1 – Immediately following the Annual Meeting of the membership, the elected Board of Trustees shall meet for the purpose of organization and to act upon any business that might come before the Board.

Section 2 – The Board of Trustees shall elect from its members a President, Vice-President, Secretary, Assistant Secretary, Treasurer, Assistant Treasurer, and such other officers as may be deemed necessary by the Board to serve until the next Annual Meeting of the members.

ARTICLE VI – OFFICERS

Section 1 – The President 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 President may sign or give permission to the executive director to sign all deeds, contracts, mortgages, bonds, unless otherwise ordered by the Board. The President shall be a member, ex officio, of standing and special committees.

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 a correct record of the proceedings of all the meetings of the Board, including Board attendance, ~~monthly~~. A copy of the minutes shall be filed by the Secretary with the Board and executive director.

Section 4 – The Assistant Secretary shall assume the duties of the Secretary in the absence of the Secretary.

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

Section 7 – The President, Treasurer, Assistant Treasurer, and Executive Director are authorized check signers on library accounts and are authorized to open and close accounts, renew Certificates of Deposits and transfer funds with the prior knowledge and approval of the Finance Committee. Two signatures are required on checks issued over \$5000.

ARTICLE VII – COMMITTEES

Section 1 - Committee Appointment

The President shall appoint such standing, special, or ad hoc committees that are deemed necessary for the work of the Board. The President and 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 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 President, Vice-President, Treasurer, Secretary, and Immediate Past President, if still serving on the Board of Trustees.

ARTICLE VIII – MEETINGS

Section 1 – There shall be an Annual Meeting each year of the members to be held in January as set by the Board of Trustees.

Section 2 – Notice of the Annual Meeting shall be given by public notice, stating place and time of the meeting in a newspaper of local circulation.

Section 3 – The paramount order of business at the Annual Meeting of the membership shall be the election of Trustees, the presentation of the Annual Report, the Annual Treasurer’s Report, and any other business lawfully brought before the members.

Section 4 – The Board of Trustees shall hold no less than six (6) regular meetings each calendar year. The place and time of the meetings will be set by the Board.

Section 5 – At all Board meetings, a majority of the total number of trustees, shall constitute a quorum. A majority is defined as more than half.

Section 6 – A trustee who fails to attend three (3) regular meetings of the Board in any calendar year without notifying the executive director or the president of the Board of Trustees will be removed from the Board.

Section 7 – Special and extra meetings of the membership and/or Board of Trustees may be called by the President when deemed necessary, or upon written request from no less than three (3) Trustees, or upon written request from no less than fifty (50) members, therein stating their reason for the request.

Section 8 – Members of the Board may participate in meetings of the Board via electronic means with prior notification to the President or Executive Director.

ARTICLE IX - THE EXECUTIVE DIRECTOR

Section 1 - The Board of Trustees shall employ a professionally qualified person, as required by Commonwealth Libraries, to serve as Executive Director.

Section 2 - As agent of the Board of Trustees, the Executive Director shall supervise the other members of the staff, coordinate the work of volunteers, and foster relations with the Friends of the Joseph T. Simpson Public Library and the public. The Executive Director 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.

Section 3 - The executive director shall submit to the Board of Trustees each calendar month a written report 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 executive director shall be 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 X – FISCAL POLICIES

The Board of Trustees is responsible for and shall receive, deposit, invest, disburse, and otherwise manage the funds of the Library.

ARTICLE XI – PERSONAL LIABILITY OF DIRECTORS

No Trustee shall be personally liable for monetary damages which result from any action taken or from failure to take any action in his role as Trustee of the Library unless: 1) The said Trustee has breached his fiduciary duty, failed to act in good faith or failed to act in the best interest of the Joseph T. Simpson Public Library; and 2) the above breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. This 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.

ARTICLE XII – DISSOLUTION

The Joseph T. Simpson Public 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.

ARTICLE XIII – 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 Bylaws and any special rules of order the Library may adopt.

ARTICLE XIV – AMENDMENTS

The Bylaws may be amended by a two-thirds vote of the Trustees of the Board, provided that the proposed amendment has been presented to the Board 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 (10) days prior to the vote.