

**Joseph T. Simpson Public Library
Bylaws
Adopted October 15, 2019**

ARTICLE I – NAME

The name shall be the JOSEPH T. SIMPSON PUBLIC LIBRARY (“Simpson Library”), a no stock, non-profit corporation to exist perpetually.

ARTICLE II –MISSION AND VISION

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

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

Section 2 – **Vision:** Simpson 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 Simpson Library and/or each annual contributor shall be considered a member of the Simpson Library.

ARTICLE IV – TRUSTEES

Section 1 – The management of the affairs of the Simpson 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 Simpson Library. The Executive Director is an ex-officio member of the Executive Committee. A minimum of three members of the Executive Committee 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 Simpson 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. 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 Simpson 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 Simpson Library. The Treasurer shall relinquish the financial records of the Simpson Library, annually, for the purpose of audit, as requested, and shall turn over any and all funds, records, and properties of the Simpson 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 – With prior notification to the President, Chair, or Executive Director, Trustees of the Board or committee members may participate in meetings of the Board or any committee thereof by telephone conference or via electronic communications by means of which all persons participating in the meeting can hear each other.

Section 9 – 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 or all members of the committee, as the case may be, and shall be filed with the Secretary of the Simpson Library.

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 Simpson 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. The Executive Director shall have a seat on the Board of Trustees as a nonvoting member, and the right to speak on all matters before the Board of Trustees; provided, however, the Executive Director may be excluded from discussions on his/her performance, conduct or salary.

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 Simpson Library.

ARTICLE XI – LIMITATION OF LIABILITY, INDEMNIFICATION AND INSURANCE

Section 1 - Limitation of Liability. To the fullest extent permitted by Pennsylvania law now in effect and as amended from time to time, a Trustee of the Simpson Library shall not be personally liable for monetary damages as such for any action taken, or any failure to take action, unless the Trustee has breached or failed to perform the duties of his or her office under Chapter 57, Subchapter B of the Pennsylvania Nonprofit Corporation Law of 1988, as amended, or any successor provisions thereto, and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. This provision shall not apply to the responsibility or liability of a Trustee pursuant to any criminal statute or for payment of taxes pursuant to local, state or federal law.

Section 2 - Scope of Indemnification. The Simpson Library shall indemnify any Trustee or Officer, and may indemnify any other employee or agent, who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including action by or in the right of the Simpson Library, by reason of the fact that the person is or was a Trustee, Officer, employee or agent of the Simpson Library, or is or was serving at the request of the Simpson Library as a Trustee, Officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by the person in connection with such threatened, pending or completed action, suit or proceeding if such person acted in good faith and in a manner he or she reasonably believed to be in the best interests of the Simpson Library. Trustees, Officers, employees or agents of the Simpson Library shall be deemed to be persons acting as Trustees, Officers, employees or agents of another corporation at the request of the Simpson Library. No indemnification shall be made in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.

Section 3 – Procedure. Unless ordered by a court, any indemnification under Section 2 or otherwise permitted by law shall be made by the Simpson Library only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because he or she has met the applicable standard of conduct set forth under that section. Such determination shall be made:

- (a) by the Board of Trustees by a majority vote of a quorum of Trustees who were not parties to the action or proceeding;
- (b) if such a quorum is not obtainable or if obtainable and a majority vote of a quorum so directs, by independent legal counsel in a written opinion.

Section 4 – Advancement of Expenses. The Simpson Library shall pay expenses incurred by a Trustee or Officer, and may pay expenses incurred by any other employee or agent, in defending a civil or criminal action, suit or proceeding, who may be indemnified under Section 2 in advance of the final disposition of any action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Simpson Library.

Section 5 - Successor Rights to Indemnification. The indemnification and advancement of expenses provided by or granted pursuant to these Bylaws shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a Trustee, Officer, employee or agent of the Simpson Library and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 6 - Insurance. The Simpson Library shall have the authority to create a fund of any nature, which may, but need not be, under the control of an independent Director, or otherwise secure or insure in any manner any indemnification obligations undertaken by the Simpson Library. The authority granted by this Section 6 shall be exercised by the Board of Trustees.

Section 7 - Effective Date. The indemnification provisions of this Article XI, Sections 1 through 5, shall apply to any actual or alleged breach of performance of duty, failure of performance of duty, action, or inaction of any person who is indemnified hereunder occurring on or after the adoption of these amended Bylaws.

Section 8 - Miscellaneous. Each Trustee and Officer of the Simpson Library shall be deemed to act in such capacity in reliance upon such rights of indemnification and advancement of expenses as are provided in this Article. The rights of indemnification and advancement of expenses provided by this Article shall not be deemed exclusive of any other rights to which a person seeking indemnification or advancement of expenses may be entitled under law.

ARTICLE XII – DISSOLUTION

The Simpson 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. No part of the income or profits of the Simpson Library shall be paid, distributed, or otherwise inure to the benefit of any Trustees or Officers or other private persons except that the Simpson Library shall be authorized to pay compensation in reasonable amounts to its Trustees or Officers for services rendered and to make payments and distributions in furtherance of its general corporate purposes, including contributions and donations for charitable purposes. Upon dissolution of the Simpson Library, the Board of Trustees shall, after paying or making provision for the payment of all the liabilities of the Simpson Library, dispose of all the assets of the Simpson Library exclusively for the purposes of the Simpson Library in such manner, or to such organization or organizations organized and operated for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law) as the Board of Trustees shall determine. Any remaining assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Simpson Library is then located, exclusively for such purposes, or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XIII – RULES OF ORDER

The Modern Rules of Order, published by the Pennsylvania Bar Institute, 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 Simpson 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.