

Exeter Library Association By-Laws

Article I: Name

The name of this organization shall be the Exeter Library Association.

Article II: Purpose

The purpose of this organization is to continue to provide the community of Exeter Township and the Borough of St. Lawrence with a modern, full-service library hereafter referred to the Exeter Community Library.

Article III: Board of Trustees

Section 1. The affairs of this Association shall be managed by a Board of Trustees which shall act finally on all projects proposed. In addition to the duties provided herein, the Board of Trustees shall have final responsibility for execution of the policies of the Association, including the right to overrule or modify the action of any officer or committee.

Section 2. The Board of Trustees shall total between seven (7) and nine (9) persons. Nominations for members of the Board may be suggested by the funding municipalities, other Board members, or the public.

Section 3. Serving as a Trustee is not an honorary position; selection to the Board of Trustees represents a working relationship with the community and fellow Trustees. Any Trustee who fails to fulfill their obligations may be subject to replacement. Duties and responsibilities of the Board include the following:

- a) regularly attend scheduled meetings
- b) work to secure adequate funding for the library:
- c) participate on at least two committees and assist to plan, develop, and evaluate policies;
- d) engage in continuing education through attendance at county and state sponsored programs;
- e) maintain membership in the Friends of the Exeter Community Library, and;
- f) read and become familiar with the latest edition of the

Handbook of Public Library Trustees, published by the Office of Commonwealth Libraries.

Section 4. All board members must be residents of Pennsylvania. The majority of board members shall be submitted for approval by the Exeter Township Board of Supervisors.

In the event that the Board of Supervisors fails to act on submission of an ECL Board of Trustees nominee for two consecutive meetings following said submission, that nominee shall be deemed to be approved to participate as a full member of the Board of Trustees. One Board seat shall be reserved for a resident of St. Lawrence Borough and appointed by the St. Lawrence Borough Council.

Section 5. The term of office for the Exeter Township Trustees shall be three (3) years. At the end of their first term a trustee who wishes to retain their seat on the board may volunteer for a second three-year term with the approval of a majority of the remaining Board of Trustee members. A trustee serving six consecutive years will not be eligible for reappointment to the Board of Trustees for a period of one full year after their term expires. The St. Lawrence Borough board seat shall not be subject to a term limit. Said member is subject to recall at the discretion of the St. Lawrence Borough Council.

Section 6. The President shall appoint those members whose terms are expiring within 12 months to serve as a nominating committee. The committee shall nominate an appropriate number of qualified candidates to fill their vacancies on the Board. Additional nominations may be made by any Trustee from the floor

Section 7. Meetings of the Board of Trustees shall be called at the discretion of the President or at the request of a majority of the Board.

Section 8. A quorum of the board shall be defined as a majority of the members at a given point in time.

Section 9. If a vacancy occurs, the Board of Trustees shall appoint a replacement, and shall submit that replacement for approval to the Exeter Township Board of Supervisors if required by the provisions of Paragraph 4 above. Replacements shall be appointed and/or approved to complete the term of a departing board member and for an initial term of three (3) years beginning on January 1 of the following year.

Article IV: Offices – Election, Duties, and Powers

Section 1. The elective officers of the Board shall be President, Vice-President, Secretary, and Treasurer. These officers shall comprise the Executive Board of the Association.

Section 2. The President shall be the chief executive. He/She shall call and preside at all meetings of the Association, appoint committees, and see that they function and make regular reports to the Board of Trustees. In the absence of the President, the Vice- President shall have all his/her powers and duties. The Vice President shall succeed the President if the President ceases to serve for any reason.

Section 3. The Secretary shall keep the general records of the Association and minutes of all meetings and shall record all committee appointments. He/She shall also act as corresponding secretary, performing all duties customary to the office: sending notices and correspondence, and performing such other duties as may be assigned

Section 4. The Treasurer shall keep or oversee the keeping of accurate records of all financial transactions and shall present a financial report at each meeting.

Section 5. All officers serve without compensation. The Board of Trustees shall maintain Officers' and Directors' liability insurance.

Section 6. The President may appoint a Special Advisor to the Board with the approval of the Board of Trustees. The Special Advisor to the Board will bring a unique skill set to board meetings or committee(s) that the president deems necessary to conduct the business of the Exeter Library Association. The Special Advisor will not be compensated nor have a vote in matters in front of the Board of Trustees. A Special Advisor to the Board may be removed by a majority vote of the Board of Trustees.

Article V: Meetings

Regular meetings of the Board shall be held at a location to be determined by members of the Board each month at such time as agreed upon by the members of the Board. All meetings will be conducted in accordance with the Commonwealth of Pennsylvania Sunshine Act.

Article VI: Committees

Section 1. The President shall appoint committees for such specific purposes as the business of the Association may require. Committees may be comprised of members of the Board and the public.

Section 2. All committees shall make progress reports to the Board at each of its meetings.

Section 3. No committee shall have other than advisory powers unless, by suitable action of the Board, it is granted specific power to act.

Article VII: Parliamentary Procedures

All business will be conducted according to the most recently available edition of *Robert's Rules of Order* where they are not in conflict with the policies that are adopted by this Board.

Article VIII: Order of Business

Meetings are recommended to be conducted in the following order:

- a) Approval of Minutes
- b) Library Director's Report
- c) County System Update
- d) Friends of the Library's Report
- e) Treasurer's Report
- f) Committee Reports
- g) Unfinished Business
- h) New Business
- i) Confirmation of Next Meeting/Adjournment

Article IX: Amendments

Amendments to these by-laws may be made at any duly called Board meeting by a 2/3 affirmative vote of a quorum of the Board, announcement of the text of the proposed amendment(s) having been made ten days prior to the meeting.

Article X: Dissolution

In the event of liquidation or dissolution of the library, whether voluntary or involuntary, the Library shall adhere to the laws of the Commonwealth regarding the dissolution of the non-profit organization, and its assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code.

Approved 13 June 2022

ARTICLE XI: Limitation of Liability and Indemnification

Section 1. Limitation of Personal Liability of Trustees. A trustee of the Association shall not be personally liable for monetary damages as such for any action taken, or failure to take any action, unless:

- a) the trustee has breached or failed to perform the duties of his or her office as defined in Section 2 below, and
- b) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

The provisions of this Section shall not apply to: the responsibility or liability of a trustee pursuant to any criminal statute, or the liability of a trustee for the payment of taxes pursuant to local, state or federal law.

Section 2. Standard of Care and Justifiable Reliance.

- a) A trustee of the Association shall stand in a fiduciary relationship to the Association, and shall perform his or her duties as a trustee, including his or her duties as a member of any committee of the board of trustees 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 Association, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his or her duties, a trustee 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:
- One or more officers or employees of the Association whom the trustee reasonably believes to be reliable and competent in the matters presented;
 - Counsel, public accountants or other persons as to matters which the trustee reasonably believes to be within the professional or expert competence of such person;
 - A committee of the board of trustees upon which he or she does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the trustee reasonably believes to merit confidence.

A trustee 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 or her reliance to be unwarranted

- b) In discharging the duties of their respective positions, the board of trustees, committees of the board and individual trustees may, in considering the best interests of the Association, consider the effects of any action upon employees, upon persons with whom the Association has business and other relations and upon communities in which the offices or other establishments of or related to the Association are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of subSection (a) of the Section 2.
- c) Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a trustee or any failure to take any action shall be presumed to be in the best interests of the Association.

Section 3. Indemnification in Third Party Proceedings. The Association shall indemnify any person 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 (other than an action by or in the right of the Association) by reason of the fact that he or she is or was a representative of the Association, or is or was serving at the request of the Association as a representative of another Association,

partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding if he/she acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the Association, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the Association, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 4. Indemnification in Derivative Actions. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Association to procure a judgment in its favor by reason of the fact that he or she is or was a representative of the Association, or is or was serving at the request of the Association as a representative of the Association, partnership, joint venture, trust or other enterprise against expenses (including attorney's fees) actually and reasonably incurred in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Association and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Association unless and only to the extent that the Court of Common Pleas of Philadelphia County or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Common Pleas or such other court shall deem proper.

Section 5. Mandatory Indemnification. Notwithstanding any contrary provision of the articles or these by-laws, to the extent that a representative of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in either Section 3 or Section 4 above, he or she shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him or her in connection therewith.

Section 6. Determination of Entitlement to Indemnification. Unless ordered by a court, any indemnification under Section 3 or 4 above shall be made by the Association only as authorized in the specific case upon determination that indemnification of the representative is proper in the circumstances because he or she has met applicable standard of conduct set forth in such paragraph. Such determination shall be made;

- a) by the board of trustees by a majority vote of a quorum consisting of trustees who were not parties to such action, suit or proceeding, or
- b) if such a quorum is not obtainable, or, even if obtainable, a majority vote of a quorum of disinterested trustees so directs, by independent legal counsel in a written opinion.

Section 7. Advancing Expenses. Expenses incurred in defending civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding as authorized by the board of trustees in a specific case upon receipt of an undertaking by or on behalf of the representative to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Association as authorized above.

Section 8. Indemnification of Former Representatives. Each such indemnity may continue as to a person who has ceased to be a representative of the Association and may inure to the benefit of the heirs, executors and administrators of such person.

Section 9. Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was trustee, officer, employee or agent of the Association or is or was serving at the request of the Association as a trustee, officer, employee or agent of another Association, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any capacity or arising out of such person's status as such, whether or not the Association would otherwise have the power to indemnify such person against such liability.

Section 10. Reliance on Provisions. Each person who shall act as an authorized representative of the Association shall be deemed to be doing so in reliance upon the rights of indemnification provided by this Article.

Approved 4/8/2024