



AMENDED AND RESTATED BYLAWS

ARTICLE 1 – NAME

1. The name of the corporation shall be the Mifflin Community Library.
2. The registered office of the corporation shall be 6 Philadelphia Avenue, Shillington, Berks County, Pennsylvania, 19607 or other place(s) as the Board shall designate from time to time.

ARTICLE 2 – PURPOSE

1. The purpose of the corporation is to establish, administer and maintain, in accordance with the American Library Association's guidelines *Freedom to Read, Freedom to View* and the *Library Bill of Rights*, a free, public, nonsectarian library to serve the informational, educational and recreational needs of all the residents of the Governor Mifflin area by providing free access to an organized and useful collection of printed materials, electronic media and emerging technologies and to provide the services of a staff trained to meet these needs.
2. This corporation shall be operated exclusively for those purposes allowed as an exempt organization under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.
3. This corporation is not organized for a pecuniary profit, and no part of its net earnings shall inure to the benefit of any member, director or individual.
4. The Board provides an equal opportunity environment without regard to race, color, sex, age, national origin, religion, disability, or genetic information. Further, the library adheres to all local, state, and federal laws and regulations affecting recruitment, hiring, and employment.
5. The operating location of the Mifflin Community Library shall be 6 Philadelphia Avenue, Shillington, Berks County, Pennsylvania, 19607 or such other place(s) as the Board shall designate from time to time.

ARTICLE 3 – RECORDS

1. The corporation shall keep a corporate minute book which shall contain at a minimum, the following:
 - a. the duly executed copy of the Articles of Incorporation
 - b. the proofs of advertising the formation of the corporation
 - c. the original bylaws, including all amendments, thereto, and
 - d. a record of the proceedings of each meeting of the Board of Trustees (as hereinafter defined) and the attending members.
2. The corporation shall also keep appropriate, complete and accurate books or records of account.
4. All items required to be maintained shall be open for inspection or examination by any member at all reasonable times and upon reasonable notice, for any reasonable purpose related to the interests of the corporation.

ARTICLE 4 – MEMBERSHIP

Membership in Mifflin Community Library shall be free for all the residents and taxpayers of Berks County, subject to such reasonable rules and regulations as the Board of Library Trustees may adopt, and the Board may exclude from the use of the library any person who willfully violates such rules. The Board may extend the

privileges of use to persons residing outside the limits of the county upon such terms and conditions as the Board may prescribe.

ARTICLE 5 – TRUSTEES AND OFFICERS

1. The business and affairs of this corporation shall be managed by a Board of Directors (hereinafter referred to as “Trustees”). The Board of Trustees (hereafter also called "the Board") shall be composed of at least 7 and no more than 9 voting persons who reside or work in the library service area or who have a significant historical relationship with the service area. Names for members of the Board shall be suggested by either the funding municipalities, other Board members, or the general card-holding public. Each funding municipality who contributes at least 15% of the library's annual local municipal support may name up to two Trustees to the Board (provided the total number of Trustees does not exceed nine (9)).
2. All board members shall be elected by the current members to fill the places of those whose terms expire and shall be for a term of three years. Municipalities shall be informed in writing of the library board members representing their service area. Vacancies shall be filled for unexpired terms. All Trustees shall serve until their successors are appointed unless unforeseen circumstances occur. A Trustee may serve up to four consecutive terms. The Trustee year will begin and end at the January board meeting.
3. Serving as a Trustee is not an honorary position; selection to the Board of Trustees represents a serious commitment to actively participate with the community and fellow Trustees. Any Trustee who misses three (3) consecutive meetings for other than health reasons may be removed by vote of the Board without prior notice to said member. If a trustee is unable to regularly attend meetings and complete designated duties, s/he should resign so an active member can be appointed.
4. Duties and responsibilities of the Board are included in the board member agreement.
5. Resignations from the Board shall be made in writing. Any vacancies on the Board shall be filled by the Board or its funding municipalities, and such appointments shall be for the length of the term vacated.
6. Any director may be removed with or without cause by the Board of Trustees by a two-thirds vote of the Trustees present at a meeting in which there is a quorum whenever in the judgment of the Board of Trustees the best interests of the corporation will be served thereby.
7. The Board may provide for ex-officio (non-voting) members and appoint committees as deemed advisable.

ARTICLE 6 – DUTIES OF THE OFFICERS

1. The elected officers of the Board shall be President, Vice-President, Secretary and Treasurer. These elected officers shall comprise the executive board of the corporation.
2. Officers of the Board shall be elected biennially at the annual meeting of the Board in January and assume office immediately. Officers shall serve for terms of two (2) years and may serve up to three (3) consecutive terms. In the event there is not a replacement available by the annual meeting, current officers may maintain their office until a replacement may be found. Any vacancy occurring in any office shall be filled by the Board of Trustees from the existing membership. The replacement officer shall complete the unexpired term.
3. The officers shall have the usual duties and authority exercised by officers of a nonprofit corporation. All officers of the Board shall be bonded.
4. The President shall preside at all meetings of the Board, authorize the call for any special meetings, appoint all committees, execute all documents authorized by the Board, represent the Board in public and official capacities, serve as an ex-officio member of all committees, and generally perform all duties associated with that office.
5. The Vice President shall exercise those duties mandated by the President in his or her absence and shall perform such other duties as are determined by the Board from time to time.

6. The Secretary shall assure that true and accurate record of all meetings of the Board are kept, shall distribute said minutes at least a week before the meeting, shall issue notices of all regular and special meetings, shall sign documents which so require the signature of that office and shall perform such other duties as are generally associated with the office.
7. The Treasurer shall be responsible for the financial operations of the library and shall provide a financial report at every regular meeting of the Board and any other financial matters as the Board deems necessary. The Treasurer shall maintain the official financial records file of the corporation and sign checks, as well as oversee the payment of bills, preparation of checks, deposit of funds, and preparation of financial reports by the bookkeeper. In the absence of the Treasurer, checks may be signed by the President, Vice-President or Secretary.
8. Resignation from an executive office shall be made in writing to the Board President or the Chair of the Governance Committee if the President is resigning.
9. Any meeting of the Officers/Executive Committee shall include all four (4) positions thereof, and any recommendation to the Board by the Officers thereof shall be made only after consultation with the full panel of Officers currently seated.

ARTICLE 7 – MEETINGS AND QUORUM

1. The regular meetings of the Board shall be at a time (normally the fourth Wednesday evening of each month) and place designated by the Board and shall be open to the public. The Board will meet a minimum of six (6) times a year. A majority of the Trustees of the Board shall constitute a quorum.
2. Each Trustee shall have one vote. The acts of a majority of the Trustees present and voting at a meeting at which a quorum is present shall be the acts of the Board, unless a greater number of votes by members of the Board is required by these bylaws, the Articles or the law. Any action required or permitted to be approved at a meeting of the Trustees may be approved without a meeting provided there is unanimous consent, and voting may take place by telephonic or other electronic means, compiled by the secretary and recorded in the minutes of the next meeting.
3. Special meetings of the Board may be called by the President or upon the request of any three Board members. Notice of the time and place of a special meeting shall be afforded to all members of the Board.
4. A meeting of the membership at large may be called at any time by the Board. Notice of such meetings shall be posted in the Library at least one week prior to the meeting. For any special votes of the membership, a majority of the members present and voting at the meeting shall constitute a quorum.

ARTICLE 8 – POLICIES

1. All rules, regulations, and policies governing the library shall be approved by the Board.

ARTICLE 9 – LIBRARY DIRECTOR

1. The Library Director shall be selected by the Board. If more than one person is nominated, the person receiving the majority approval of the Board shall be named Library Director. The Library Director, once elected by vote of the Board of Trustees to that office, shall have an indefinite term of office as an “at will” employee, and may maintain that office until resignation, involuntary removal, or by reason of incapacitation or death. An Involuntary removal shall be by the same rules and procedures as the removal of any member of the Board of Trustees. The salary of the Library Director shall be determined by the Board of Trustees as deemed appropriate.

ARTICLE 10 – STANDING AND ADHOC COMMITTEES

1. The standing committees of the Board shall be subject to the direction of the Board of Trustees and shall be a Governance/Personnel Committee, a Finance Committee, and a Development Committee. The President shall appoint at least one (1) Trustee to head each committee.
2. A special nominating committee to recommend new members of the Board shall be appointed by the President of the Board if the Board membership falls below nine (9) persons. This committee shall be composed of a chairperson and two other members—at least one of whom shall be a member of the Board. Nominations for members of the Board shall be made after conferring with other Board members, the general card-holding public and the funding municipalities.
3. A nominating committee for officers of the Board shall be appointed prior to an election year by the Board President and shall be composed of a chairperson and two other members—at least one of whom shall be a member of the Board. This committee shall be responsible for recommending a single slate of officers for the executive committee. Additional nominations may be made from the floor provided the consent of the nominee shall first have been obtained. If there is more than one candidate for the same office, elections shall be by ballot. A majority vote shall elect.
4. The Governance Committee shall advise and counsel the Library Director in all matters pertaining to the strategic plan and personnel matters and submit an annual written performance evaluation of the Library Director as per the personnel policy.
5. The Finance Committee in conjunction with the Library Director and Treasurer shall review the budget, make plans for the procurement of appropriations and review the recommendations of the Treasurer concerning investments for the Board.
6. The Development Committee shall make recommendations to and assist the Board in overseeing all efforts related to advancing the Mifflin Community Library with regards to building community relationships, fundraising, marketing and public relations.
7. The Board of Trustees may authorize committees to obtain technical and other expert advice.
8. No committee shall have other than advisory powers unless, by suitable action of the Board, it is granted specific power to act. Each committee shall make progress reports to the Board at its meetings.
9. The Board of Trustees may establish Ad Hoc Committees from time to time as it deems necessary

ARTICLE 11 – GENERAL PROVISIONS

1. The fiscal year of the corporation shall run from January 1 to December 31.
2. All checks or demands for money and notes of the corporation shall be signed by the Treasurer or another officer in the Treasurer's absence.
3. Except where inconsistent with law or these bylaws, corporate proceedings shall be governed by the latest edition of *the Modern Rules of Order*.
4. For all Board of Trustees meetings, a total of 15 minutes of time will be set aside for Public Comment at the end of each meeting and a 5 minute limit placed per individual speaker. If the issue merits more time for consideration by the Board, all information must be presented to the Chair in writing 5 business days prior to the meeting. Commenters must provide name/address and be a resident of the MCL Service Area.

ARTICLE 13 – INDEMNIFICATION

1. Third Party Actions. The corporation shall indemnify any Trustee or Officer, and may indemnify any other employee or agent of the corporation, who was or is a party, or is threatened to be made a party to any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he/she is or was a Trustee, Officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by him/her in connection with such action or proceeding if such a person acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interests of the corporation, and with respect to any criminal proceeding, had no reasonable cause to believe his/her conduct was unlawful. Indemnification shall not be made in any case where the action or failure to act giving rise to the claim for indemnification is determined by a court to have constituted self-dealing, willful misconduct or recklessness.

2. Derivative Actions. The corporation shall indemnify any Trustee or Officer, and may indemnify any other employee or agent of the corporation, who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he/she is or was a Trustee, Officer, employee or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by him/her in connection with the defense or settlement of such action if he/she acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interests of the corporation. Indemnification shall not be made under this Section in respect of any claim, issue or matter as to which the person has been adjudged to be liable to the corporation, unless and only to the extent that the Court of Common Pleas of Berks County or the court in which the action was brought determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that said court shall deem proper.

3. Extent. It is the policy of the corporation that indemnification of, and advancement of expenses to, Trustees and Officers of the corporation shall be made to the fullest extent permitted by law. To this end, the provisions of this Article 13 shall be deemed to have been amended for the benefit of Trustees and Officers of the corporation effective immediately upon any modification of the Nonprofit Corporation Law of 1988, as amended ("NPCL"), or any modification, or adoption of any law that expands or enlarges the power or obligation of corporations organized under the NPCL to indemnify, or advance expenses to, directors and officers of corporations.

4. Determination of Entitlement to Indemnification. Unless ordered by a court, any indemnification under Sections 1, 2 or 3 above shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the person is proper in the circumstances because he or she has met the applicable standard of conduct set forth in those Sections. Such determination shall be made:
 - (a) By the Board by a majority vote of a quorum consisting of Trustees who were not parties to such action or proceeding; or

 - (b) If such a quorum is not obtainable, or, even if obtainable, and a majority vote of a quorum of disinterested directors so directs, by independent legal counsel in written opinion.

5. Advancing Expenses. The corporation shall pay expenses incurred by an Officer or Trustee, and may pay expenses incurred by any other employee or agent, in defending an action, or proceeding referred to in this Article 13 in advance of the final disposition of such action 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/she is not entitled to be indemnified by the corporation. Advancement of expenses shall be authorized by the Board.
6. Continuation. The indemnification and advancement of expenses provided by, or granted pursuant to, this Article 13 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 corporation and shall inure to the benefit of the heirs, executors and administrators of such person.
7. Creation of Fund. The corporation shall have the authority to create a fund to secure its indemnification obligations, whether arising under these bylaws or otherwise. This authority shall include, without limitation, the authority to: (i) deposit funds in trust or in escrow; or (ii) establish any form of self-insurance.
8. Separate Agreement. The corporation shall have the authority to enter into a separate indemnification agreement with any Officer, Trustee, employee or agent of the corporation providing for such indemnification of such person as the Board of Trustees shall determine up to the fullest extent permitted by law.
9. Procedures. As soon as practicable after receipt by any person specified in this Article 13 of notice of the commencement of any action or proceeding specified herein, the indemnitee (each, an "Indemnitee") shall, if a claim with respect thereto may be made against the corporation hereunder, notify the corporation in writing of the commencement or threat thereof, however, the omission to so notify the corporation shall not relieve the corporation from any liability under Article 13 of these bylaws (unless the corporation shall have been prejudiced thereby) or from any other liability which it may have to the Indemnitee other than under Article 13 of these bylaws. With respect to any such action as to which the Indemnitee notifies the corporation of the commencement or threat thereof, the corporation may participate therein at its own expense and, except as otherwise provided herein, to the extent that it desires, the corporation jointly with any other indemnifying party similarly notified, shall be entitled to assume the defense thereof, with counsel selected by the corporation. After notice from the corporation to the Indemnitee of its election to assume the defense thereof, the corporation shall not be liable to the Indemnitee under Article 13 of these bylaws for any legal or other expenses subsequently incurred by the Indemnitee in connection with the defense thereof other than as otherwise provided herein. The Indemnitee shall have the right to employ his/her own counsel in such action, but the fees and expenses of such counsel incurred after notice from the corporation of its assumption of the defense thereof shall be at the expense of the Indemnitee unless (i) the employment of counsel by the Indemnitee shall have been authorized by the corporation; (ii) counsel for the corporation shall have reasonably concluded that there may be a conflict of interest between the corporation and the Indemnitee in the conduct of the defense of such proceeding; or (iii) the corporation shall not in fact have employed counsel to assume the defense of such action. The corporation shall not be entitled to assume the defense of any proceeding brought by or on behalf of the corporation or as to which the Indemnitee shall have reasonably concluded that there may be a conflict of interest. The right to indemnification and advancement of expenses provided hereunder shall be enforceable by the Indemnitee in any court of competent jurisdiction. The burden of proving that indemnification is not appropriate shall be on the corporation. Expenses reasonably incurred by the Indemnitee in connection with successfully establishing the right to indemnification or advancement of expenses, in whole or in part, shall also be indemnified by the corporation.

10. Insurance. The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Trustee, Officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust or other enterprise against any liability asserted against him/her and incurred by him/her in any such capacity, or arising out of his/her status as such, whether or not the corporation would have the power to indemnify him/her against such liability under the provisions of this Article 13.

ARTICLE 14 – AMENDMENTS

The Board of Trustees shall adopt and amend the bylaws. Bylaws may be amended by the majority vote of the Trustees present at any meeting of the Board where a quorum is present. Proposed bylaw changes shall be submitted in writing to each Trustee at least two weeks prior to the meeting at which action is taken.

ARTICLE 15 – DISSOLUTION

In the event of liquidation or dissolution of this corporation, whether voluntary or involuntary, the assets of the corporation received from any source whatsoever, after payment of all debts and obligations of the corporation, shall be used or distributed subject to laws of the Commonwealth of Pennsylvania to one or more similar organizations that are exempt from Federal income tax purposes pursuant to of Section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations as they now exist or as they may hereafter be amended.

ARTICLE 16 – EFFECTIVE DATE

These bylaws shall be effective as of February 28, 2024. They shall replace all prior bylaws (including those originally adopted December 3, 2003 and revisions adopted October 27, 2010; December 7, 2011; December 3, 2014 and December 2, 2015).

MIFFLIN COMMUNITY LIBRARY, INC.

By: _____
President

Attest: _____