



3612 Kutztown Rd  
Reading PA 19605

## BYLAWS

### PREAMBLE

The following revision of the Muhlenberg Community Library Bylaws replaces all former versions of the bylaws. This revision shall have no retroactive effect on any Board action or election of officers that have taken place prior to the effective date of the following document.

### ARTICLE ONE: NAME

- 1.1 The name and title of the corporation is the Muhlenberg Community Library.
- 1.2 The principal office of the Corporation shall be at 3612 Kutztown Road, Laureldale, PA 19605

### ARTICLE TWO: CORPORATION

- 2.1 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; and
  - b. The by-laws, including all amendments thereto; and
  - c. A record of the proceedings of each meeting of the Board of Directors and members.
- 2.2 The Corporation shall also keep appropriate, complete and accurate books or records of account.
- 2.3 All items required by article 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 THREE: PURPOSE

- 3.1 The purpose of the Corporation is to administer and maintain a free, public, nonsectarian library to serve the informational, educational and recreational needs of all residents of the community.
- 3.2 This Corporation shall be operated exclusively for those purposes allowed by 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.
- 3.3 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.
- 3.4 In the event of liquidation or dissolution of this Corporation, whether voluntary or involuntary, the Corporation shall adhere to the laws of the Commonwealth regarding dissolution of a nonprofit organization.

### ARTICLE FOUR: MEMBERSHIP – deleted 11/14/11

### ARTICLE FIVE: BOARD OF DIRECTORS AND OFFICERS

- 5.1 The property and business of the corporation shall be managed and controlled by a Board of Directors, which shall consist of no less than seven and no more than fifteen persons. One director shall be appointed from each municipality in our service area that contributes at least 15% of our annual budget. Names for remaining directors shall be suggested by other members of the Board, the general card-holding public, and the funding municipalities.
- 5.2 Directors shall be appointed in accordance with Section 411 of the Pennsylvania Library Code to a three year term. No director may serve for more than two consecutive terms. Term limits for those Board members appointed by municipalities or school districts shall be at the discretion of the appointing body.
- 5.3 The elective officers of the Board shall be President, Vice President, Treasurer, Recording Secretary and Corresponding Secretary.
- 5.4 Officers of the Board shall be elected at the annual meeting of the Board in January and assume office immediately. Officers shall serve for terms of one year. No officer shall be eligible for election to the same office for more than three consecutive years. Any vacancy occurring in any office shall be filled by the Board of Directors to complete the unexpired term.



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- 5.5 A Nominating Committee appointed annually by the Board President shall submit a single slate of officers and recommend directors to the Board to fill expired terms of any members. Additional nominations may be made from the floor provided consent of the nominee shall first have been obtained. If there is more than one candidate for the same office, election shall be by ballot, and a majority vote shall elect.
- 5.6 Resignations from the Board shall be made in writing. Any vacancies shall be filled in accordance with Section 411 of the Pennsylvania Library Code and such appointment shall be for the length of term vacated.
- 5.7 No director shall be personally liable for monetary damages for any action taken, or any failure to take any action unless:
  1. The Director has breached or failed to perform the duties of his or her office under this section; and
  2. The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.
  3. The provisions above shall not apply to the responsibility or liability of a Director pursuant to any criminal statute, or the liability of a Director for the payment of taxes pursuant to local, state or federal law.

#### **ARTICLE SIX: DUTIES OF THE OFFICERS**

- 6.1 The officers shall have the usual duties and authority exercised by officers of a nonprofit corporation.
- 6.2 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, serve as an ex-officio member of all committees with the exception of the Nominating Committee, and generally performs all duties associated with that office.
- 6.3 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.
- 6.4 The Recording Secretary shall keep a true and accurate record of all regular meetings of the Board, issue notices of all regular, committee, and special meetings, and performs such other duties as are generally associated with that office.
- 6.5 The Treasurer shall be the disbursing officer of the Board and shall perform such duties as are generally existent with that office. The Treasurer will be bonded.
- 6.6 The Corresponding Secretary shall be responsible for correspondence as assigned, including thank you letters for monetary and other donations to the library.

#### **ARTICLE SEVEN: MEETINGS**

- 7.1 The regular meeting of the Board shall be at a time and place designated by the Board and shall be open to the public. Majority serves as a quorum.
- 7.2 Special meetings of the Board may be called by the President or upon request of any three members of the Board. Action can also be initiated between meetings by individual contact to be confirmed at the next regularly scheduled Board meeting.
- 7.3 Attendance at Board meetings shall be mandatory. Legitimate absences from a meeting shall require notification in advance of the meeting. If any Board member has two consecutive unexcused absences, that member shall be notified in writing. If a third consecutive unexcused absence occurs, the member will be encouraged to resign from the Board.
- 7.4 A meeting of the membership at large may be called at any time by the Board, however an annual membership meeting shall be called every January. At this meeting Board officers will be elected. Notice of such meetings shall be posted in the library and advertised in the local newspaper at least one week prior to the meeting. A majority of the members present and voting at the meeting constitutes a quorum.

#### **ARTICLE EIGHT: POLICY**



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8.1 All rules, regulations, and policies governing the library shall be set by the Board.

8.2 The Library Director shall be selected by the Board.

#### **ARTICLE NINE: GENERAL PROVISIONS**

All checks or demands for money and notes of the Corporations shall be signed by the Treasurer or the President.

#### **ARTICLE TEN: AMENDMENTS**

The Board of Directors shall adopt and amend the by-laws. By-laws may be amended by the majority vote of the Directors present at any meeting of the Board, a quorum being present. Proposed changes shall have been submitted in writing to each director at least two weeks prior to the meeting at which action is taken.

#### **ARTICLE ELEVEN: PARLIAMENTARY PROCEDURE**

Robert's Rules of Order, newly revised when not in conflict with these by-laws, shall govern the proceedings of the Board.

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Reviewed and amended by Board of Trustees 10/11/2004

Reviewed by Board of Trustees 5/8/2006

Reviewed by Board of Trustees 5/14/2007

Reviewed by Board of Trustees 5/12/2008

Reviewed by Board of Trustees 11/9/2009

Reviewed and amended by Board of Trustees 10/11/2010

Reviewed and amended by Board of Trustees 11/14/2011