

# EMMAUS PUBLIC LIBRARY BY-LAWS

## ARTICLE I - Name

The name of the Library shall be "Emmaus Public Library".

## ARTICLE II - Purpose

The purpose of the Emmaus Public Library is to provide library service to the residents and taxpayers of the Borough of Emmaus and to the residents of other municipalities as the Emmaus Public Library may contract to serve.

## ARTICLE III - Duties of the Board of Trustees

**Section 1** - Legal responsibility for the operation of the Emmaus Public Library is vested in the Board of Trustees. Subject to state and federal law, the Board has the power and duty to determine rules and regulations governing library operations and services.

**Section 2** - The Board shall select, hire and supervise a properly certified and competent library director.

**Section 3** - The Board shall approve the budget and make sure that adequate funds are provided to finance the approved budget.

**Section 4** - The Board shall review all library financial reports and assure an annual audit of the financial records be completed.

## ARTICLE IV - Trustees and Officers

**Section 1** - The Emmaus Public Library shall be under the exclusive control of a Board of Library Trustees to be composed of nine (9) members. The Emmaus Borough Council shall appoint six (6) members. The township supervisors of Upper Milford shall appoint two (2) members, and the council of Macungie Borough shall appoint one (1) member. The sponsoring municipality shall fill any vacancies occurring among its respective appointees. Trustees are appointed for a three-year term. They may serve for a consecutive term, after which they would be expected to leave the board for a minimum of one year after which they could be re-appointed.

### Section 2 - Officers

a. At the December meeting, the Trustees shall nominate from its membership a President, Vice-President, Secretary, and Treasurer. The President and Vice-President may serve a maximum of five (5) consecutive full one (1) year terms.

b. The officers shall be elected and take office at the beginning of the January meeting. However, in the event that both the president's and vice president's terms on

the board expire at the beginning of the following year, the election of officers will take place during the December board meeting prior to adjournment.

c. The President shall preside at all meetings of the Board, appoint all committees unless otherwise ordered by the Board, sign all legal documents, and in general, assume all the duties incumbent to the office. The President shall serve ex-officio as a member of all committees.

d. 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.

e. The Treasurer shall serve as a member of the Budget Committee. The Treasurer shall be the lead trustee for oversight of the financial condition and affairs of the Library. The Treasurer shall oversee and keep the board informed of the financial condition of the Library and of audit or financial review results. The Treasurer shall be bonded with sufficient security for the faithful performance of the duties of the office and in such an amount as the Board of Trustees may require.

f. The Secretary shall keep a correct record of the proceedings of all meetings of the Board of Trustees, including financial reports and Board attendance.

## **ARTICLE V - Fiscal Policies**

**Section 1** - The reporting year of the Emmaus Public Library shall begin January 1st and close December 31st.

**Section 2** - Funds received shall be deposited in the General Fund unless otherwise specified by the Board of Trustees.

**Section 3** – Upon dissolution of the corporation, the Board of Trustees shall, after paying or making provisions for the payment of all liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501c(3) of the Internal Revenue Code of the 1986 (or corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized or operated exclusive for such purposes.

## **ARTICLE VI - Staff**

The Library Director shall hire and supervise all staff.

## **ARTICLE VII - Meetings**

**Section 1** - The Board shall meet regularly in the Library building at a time and date mutually agreed upon by the majority of members of the Board, and the meeting schedule shall be published in accordance with state and federal regulations.

**Section 2** – Notice - Delivery of notice of meetings shall be accomplished by one of the following methods:

- (1) Using the United States Postal System, the document shall be addressed to the recipient at the address last shown on the books of the library
- (2) E-mail, facsimile, or other electronic means..
- (3) If sent by mail, facsimile transmission, or electronic mail, the notice shall be deemed to be delivered upon its deposit in the mail or transmission system.
- (4) Notice of meetings shall specify the place, day and hour of the meeting.

**Section 3** - Notice of the regular meetings of the Board shall be given to each Trustee at least four (4) days in advance of any such meeting.

**Section 4** - A majority of the Trustees on the Board shall constitute a quorum for the transaction of business at the meeting.

**Section 5** - Telephonic Meetings. One or more Trustees may participate in a meeting of the Board of Trustees by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at the meeting.

**Section 6** - Special meetings may be called at the direction of the President or Vice President, or any two Trustees. Except in cases of emergency, at least 48 hours' notice shall be given. Each such meeting shall be held at such time and place as shall be designated in the notice of the meeting.

**Section 7** - Absence of a continuing nature from board meetings can be considered dereliction of duty by majority vote of the Board. The Trustee can be asked to resign or can be removed by the Board.

## **ARTICLE VIII - Amendments**

**Section 1** - These By-Laws may be amended by the Board at any meeting of the Board of Trustees by a two-thirds (2/3) vote of the Board, providing that notice has been given to all members of the Board in advance.

## **ARTICLE IX - Parliamentary Authority**

**Section 1** - ROBERT'S RULES OF ORDER (revised) shall be the parliamentary authority for all matters of procedure not specifically covered by the By-Laws of the Emmaus Public Library.

## **ARTICLE X - Indemnification of Trustees, Officers and Employees**

**Section 1** - Trustees, Officers and Employees of the Emmaus Public Library shall not be personally liable for monetary damages as a result of any action taken, or any failure to take action, in his or her capacity as a library Trustee, Officer or Employee, unless:

- a) The Trustee, Officer or Employee has materially breached or failed to perform duties in compliance with the standard of fiduciary care prescribed by any federal or state law; 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 said Trustee, Officer or Employee pursuant to any criminal statute, nor liability for the payment of taxes, pursuant to local, state or federal law.

Such Indemnification shall continue after such person has ceased to be a representative of the Emmaus Public Library, and shall inure to the benefit of the heirs, executors and administrators of a deceased former representative.

**Section 2** - An Indemnitee shall be entitled to have his or her expenses in an action as described in Article IX, Section 1 paid in advance by Emmaus Public Library prior to the final disposition of such action, subject to reimbursement by said Indemnitee to repay said advancement in the event that it is ultimately determined by a court of competent jurisdiction that he or she is not entitled to be indemnified as is authorized under Section 1 above.

This right to advancement of expenses does not apply to an action brought by an Indemnitee against the Emmaus Public Library.

**Section 3** - The Emmaus Public Library shall maintain insurance to protect itself and any person eligible to be indemnified hereunder against any expenses, liability or loss asserted and incurred by such person in connection to any action subject to Section 1 above.

Adopted December 17, 1982 by the Board of Trustees

Amended April 18, 1989

Revised December 17, 1996

Revised December 15, 1998

Revised February 19, 2002

Revised March 16, 2004

Revised December 16, 2014

Revised March 20, 2017

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