

Library System of Lancaster County Bylaws

In these Bylaws, the words “Director” and “Trustee” are interchangeable.

Article I Name, Fiscal Year, Records

Name The name of the corporation is the Library System of Lancaster County (“System”).

Fiscal Year Fiscal year shall be the calendar year.

Records All records of the System and the Board of Directors, including those of the Treasurer, shall be maintained at the System Headquarters.

Copies of approved Board minutes, financial reports and annual budgets shall be posted on the Lancaster County Library’s website, www.lancasterlibraries.org.

Financial records and activities shall be maintained in accordance with accepted accounting principles and the legal requirements of the Commonwealth of Pennsylvania.

Article II Membership

Membership The System is a county-level federation of local libraries (“member libraries”) that have agreed to participate in the federation. Membership shall be open to all public libraries within Lancaster County, which provide library service, maintain System standards and meet membership criteria as established by the Board of Directors of the System.

Article III Purpose

General The purpose of the Corporation is to comply with all aspects of the statutes and regulations relating to public libraries and library systems in the Pennsylvania Code.

Tax Exempt Status It is the intention of the Corporation to qualify for and maintain the status of a corporation exempt from federal taxation under Section 501 (C) (3) of the Internal Revenue Code of 1986 or the corresponding Provision of any subsequent law. The Corporation shall limit its activities to those that will not jeopardize its status as a tax-exempt organization and which will further its charitable purposes. All powers granted by these Bylaws or the Articles of Incorporation shall be interpreted so as to conform to

the Code.

Nonprofit	The Corporation is organized as a nonprofit corporation under the laws of Pennsylvania. The Corporation does not contemplate pecuniary gain or profit, and all revenues of the Corporation shall be applied to its charitable purposes.
No Private Inurement	No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its officers, directors, or any private individual. The Corporation, however, shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions to furtherance of its purposes.
Limit on Activities	No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation; nor shall it in any manner or to any extent participate in or intervene (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office.

Article IV Board of Directors

General Powers And Objectives	<p>The business affairs of the Corporation shall be managed by the Board of Directors, hereinafter referred to as the Board. The Board's objectives shall include, but not be limited to, the following:</p> <ul style="list-style-type: none">A. Review proposed policies and procedures and approve as necessary for the System to fulfill its mission.B. Review and evaluation of System activities.C. Review and approve the formula for disbursement of state and county funds.D. Maintenance of the financial integrity of the System.
Appointments	The Board of County Commissioners shall appoint seven (7) Directors of the Corporation. A County Commissioner, or its designee, may be appointed ex-officio without vote.
Qualifications	Directors shall be persons of legal age.
Term	<p>The term of office is three years and shall begin immediately after the Annual Meeting.</p> <p>A Director shall serve no more than two consecutive three-year terms. All Directors shall serve until their successors take office. A Director who is no longer eligible to serve because he or she has served two consecutive terms, shall be eligible to serve again once he or she has been off the Board for at least one year.</p>

If filling an unexpired term of one year or less, the first term will not begin until the next annual meeting. However, if the unexpired term is for more than one year, that Director will be considered as serving a full first term.

Remuneration Directors shall receive no remuneration for their service as Directors. A Director shall not be an employee of the Corporation or a consultant thereto.

Resignation A Director may resign from the Board by giving written notice to the Board of County Commissioners and the President of the Board.

Removal When any Director fails to attend three consecutive meetings of the Board without prior notification, the Board shall have the power to declare his/her position vacant.

Vacancy Any vacancy on the Board occurring before the expiration of a term shall be filled by appointment of the Board of County Commissioners. Such appointments shall serve until that term expires.

Article V Board of Directors Meeting

Regular Meetings The Board of Directors shall hold at least six regular meetings in each year. Additional or special meetings may be called by the President with at least five days notice to each Director, either personally or electronically.

Annual Meeting The Board of Directors shall hold an annual meeting in April of each year at which time Officers are elected and such other business as may be appropriate is conducted. See Article VII for election of officers.

At the annual meeting, the Directors shall establish a schedule for the following year's regular meetings.

Notice All Directors shall be notified of Board meetings at least ten days in advance of that meeting. Notice of all Board meetings shall follow the requirements of Pennsylvania's Sunshine Act, 65 Pa. C.S.A. § 701 et seq. This bylaw provision shall not be construed as an admission or agreement that the System constitutes an "agency" as that term is defined under the Sunshine Act or otherwise falls within the purview of the Act. A failure to satisfy the notice requirement of the Sunshine Act for a particular meeting shall not render invalid any action taken at that meeting.

Conduct of Meeting Unless otherwise provided, meetings shall be conducted in accordance with "The Standard Code of Parliamentary Procedure," in all cases not

covered by the Bylaws of the Corporation.

Meeting Participation	Under circumstances where a Board member is unable to attend, he or she may participate through a conference call, which shall constitute attendance for purposes of establishing a quorum.
No Written Consent	The Board shall not take action by written consent but only at a meeting of the Board.
Quorum	The attendance of four (4) of the seven (7) Directors shall constitute a quorum.
Voting	Each Director shall be entitled to one vote at any meeting of the Board. Voting by proxy is not allowed.

Article VI Committees of the Board

Mandatory Committee	The Board shall create an Executive Committee.
Executive Committee	The Executive Committee shall be composed of the President, Vice President, Secretary and Treasurer. The Executive Committee shall carry on the work of the Board between meetings. Any action taken by the Executive Committee shall be ratified by the Board at the next regularly scheduled meeting.
Other Committees	The Board shall establish other committees as deemed necessary.

Article VII Officers

Election of Officers	The officers of the Corporation shall be a President, Vice President, Secretary and Treasurer, and shall be elected by the Directors at the Annual meeting.
Term	The officers of the Corporation may hold an office for a term of two years or until their successors are chosen, and shall be limited to two consecutive terms in that office. The term of office shall begin immediately following the meeting at which the election takes place.
Duties of Officers: President	<p>The President shall preside at all meetings of the Directors and shall have general and active management of the business of the corporation, subject to the control of the Board.</p> <p>The President may investigate any opportunity, which may be beneficial to the Corporation but may not enter into any agreement or contract on</p>

behalf of the Corporation without the consent of the Board of Directors. He or she shall see that all orders and resolutions of the Board are carried into effect, subject, however, to the right of the Board to delegate any specific powers to any other officers or agents of the Corporation. He or she shall be an ex-officio member of all committees, and shall execute on behalf of the Corporation all instruments authorized by the Board to be so executed, including but not limited to notes, bonds, mortgages, deeds, powers of attorney and other instruments under seal, subject to limitations on such authority in these Bylaws and to the power of the Board to authorize signature by other officers of the Corporation and other duties.

Vice President The Vice President shall assist the President in the execution of his or her duties and perform such duties in the President's absence, illness, and other incapacity, and perform other such duties as the Board designates.

Secretary The Secretary shall ensure that accurate records are established and maintained and shall ensure that the record of the votes of the Directors shall be accurately recorded in the minutes.

Treasurer The Treasurer shall be bonded and have custody of the corporate funds, keep full and accurate account of receipts and disbursements in books belonging to the Corporation and safeguard monies of the Corporation in bank account(s) in the name of the corporation. He or she shall disburse the funds of the Corporation as the Board authorizes, keeping proper receipts and invoices for such disbursements, and shall render to the President, Directors and County Commissioners, at all regular meetings of the Board or whenever they may require it, an account of all transactions of the Treasurer and of the financial condition of the Corporation.

Nominations Nominations for officers will be accepted at the annual meeting and the board thereafter will vote on those nominations to elect officers.

Elections Elections for Officers shall be held at the Annual Meeting.

Article IX Transaction of Business

Board All transactions of the Corporation require authorization of the Board.
Authorization Authorization may be specific to one action or may be continuing.
Resolutions granting continuing authorization must state the parameters of the authorization.

Required All notes, legal instruments, and checks must be signed in accordance

Signatures with the Accounting Manual. If required by the manual, the President, Vice President, Secretary and Treasurer are authorized to sign.

Article X Amendment of Bylaws

These Bylaws may be amended at any time by a majority vote of the members of the Board of Directors provided, however, that at least twenty-eight (28) days shall elapse between the meetings at which the amendment is proposed and the meeting at which it is finally considered and provided that further notice of the proposed amendment shall be given to the members of the Board of Directors at least fifteen (15) days prior to the date on which such amendment shall come up for final consideration.

Any amendment to the Bylaws, with the date of the amendment, shall be kept on file by the System Headquarters with the records of the Corporation.

Article XI Indemnification

Indemnification The Corporation shall indemnify any person whose indemnification is required by law at the time the action giving rise to such indemnification is successfully completed. The Corporation may indemnify such other persons and under such other circumstances as the Corporation may decide, except as limited by law.

Liability Insurance The Corporation shall purchase liability insurance covering representatives of the Corporation as provided by Section 5747 of the Pennsylvania Non-Profit Corporation Law of 1988.

Personal Liability No Director shall be personally liable for monetary damages relating in any way to his or her role as a Director, whether for any action taken, or any failure to take action unless:

- A. The Director has breached or failed to perform the duties of his or her office under Subchapter 57B of the Pennsylvania Nonprofit Corporation Law of 1988 (relating to standards of care and Justifiable reliance) and
- B. The breach of conduct or failure to perform constitutes self- dealing, willful misconduct, or recklessness.

Article XII Dissolution

Upon dissolution of the Corporation, the Board shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purpose

of providing public library service in Lancaster County in such a manner or to such an organization or organizations established and operated exclusively for educational, cultural, or historical purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1986, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of Lancaster County, Pennsylvania, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

Listing of Amendments to Bylaws

Adopted November 1993
Revised January 10, 1998
Restructured and Revised March 18, 2003
Revised November 15, 2005
Revised June 20, 2006
Revised November 14, 2006
Revised April 17, 2007
Revised October 16, 2007
Revised January 18, 2011 (approved November 16, 2010)
Revised June 15, 2011
Revised December 19, 2012
Revised July 19, 2017