***BYLAWS OF THE***

***BETHLEHEM AREA PUBLIC LIBRARY***

***PURPOSE***

The purpose of the Bethlehem Area Public Library is to provide Educational, Informational, Cultural and Recreational Services to the Public. Services are provided in Bethlehem, Pennsylvania, and the contracting municipalities by educating, informing, and inspiring.

**ARTICLE I**

**GENERAL PROVISIONS**

***Section 1. Registered Office.*** The registered office of the Bethlehem Area Public Library (hereinafter “the BAPL”) shall be at 11 West Church Street, Bethlehem, Pennsylvania 18018.

***Section 2. Fiscal Year.*** The fiscal year of the BAPL shall begin on the first day of January in each year.

***Section 3. Non-Discrimination***. The BAPL shall operate without regard to race, color, religion, national origin, disability or handicap, sex, sexual orientation, gender identity or expression, age, marital status, citizenship, genetic information, or any other characteristic protected by law.

***Section 4***.  ***Membership.*** There are no members of the BAPL.

***Section 5. Authority.*** As a non-profit corporation created prior to the adoption of the Public Library Code, the Bethlehem Area Public Library is guided, but not controlled, by the Pennsylvania Library Code, 24 Pa. C.S.A. Section 9301 et. seq., as amended.

***Section 6. Limitations on Activities***. No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provisions of these bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

***Section 7. Prohibition Against Private Inurement*.**  No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its directors or trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

**ARTICLE II**

**DUTIES OF THE BOARD OF TRUSTEES**

***Section 1. Powers and Duties of Board of Trustees.***  Legal responsibility for the operation of the BAPL 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 the library operations and services. Without prejudice to the general powers conferred by the preceding sentence, and any other powers conferred, or duties imposed by these By-laws, the BAPL Board of Trustees shall have the following powers and duties:

1. ***Library Director.*** The Board shall select, hire, and supervise a properly certified and competent library director, who shall serve as the chief executive officer of the BAPL, and who shall be responsible for the overall management of the Library, including the obligation to recommend an annual budget to the Board of Trustees, and the right to hire and fire staff.
2. ***Budget.*** The Board of Trustees shall annually establish and adopt a budget for the ensuing year.
3. ***Financial Oversight.*** The Board shall review all library financial reports and assure that an annual audit of the financial records be completed.
4. ***Rules and Regulations.*** The Board of Trustees may adopt such rules and regulations for the use of the facilities or services of the BAPL, as the Board of Trustees may deem necessary or appropriate to fulfill the purpose of the BAPL.

**ARTICLE III**

**TRUSTEES**

***Section 1. Number of Trustees.*** The Board of Trustees shall be comprised of Trustees appointed by the participating municipalities in accord with the terms of the compacts existing by and among the BAPL and the participating municipalities. The Board of Trustees currently consists of eleven (11) trustees. At the current time, seven (7) members are appointed by the City of Bethlehem, two (2) members are appointed by Bethlehem Township, one (1) member is appointed by Hanover Township, and one (1) member is appointed by the Borough of Fountain Hill.

***Section 2. Selection.***  Individual Trustees shall be appointed by each participating municipality in accord with the terms of the compact with that municipality, and no municipality shall have the right to approve or reject any individual Trustee appointed by another municipality.

***Section 3. Term of Office.*** Individual Trustees shall serve no more than three (3) consecutive three (3) year terms.

***Section 4. Resignations.*** Any member of the BAPL Board of Trustees may resign at any time by giving written notice to the municipality that appointed the Board member and to the President of the BAPL Board of Trustees, with a copy of the notice to be provided to the Library Director. Such resignation shall be effective as of the date of the receipt of such notice by the President of the BAPL Board of Trustees, or at any later time specified in the notice and, unless otherwise specified, the acceptance of such resignation by the BAPL Board of Trustees shall not be necessary to make it effective.

***Section 5. Vacancies.*** Any vacancy on the Board shall be filled only by the municipality which appointed the Trustee member who is no longer willing or able to serve as a Trustee.

***Section 6. Fees.*** Trustees shall serve without compensation for services rendered as a member of the BAPL Board of Trustees.

**ARTICLE IV**

**OFFICERS**

***Section 1. Election of Officers.*** At its first meeting after the first day of January, each year, the Board of Trustees shall hold a reorganization meeting and shall elect from its membership officers to include a President, a Vice-President, a Secretary, and a Treasurer. The President, or in the absence of the President, the Vice-President, shall preside and vote at the reorganization meeting of the Board of Trustees. The Board of Trustees shall elect from its membership such other officers as the Board of Trustees deems necessary and appropriate to the conduct of BAPL business. The President and Treasurer shall be elected in even years and the Vice President and Secretary shall be elected in odd years.

***Section 2. Term of Office.*** The officers of the Board of Trustees shall hold office until the next annual reorganization meeting of the Board of Trustees or until a successor has been elected and qualifies, whichever occurs first. The President and Vice-President, of the Board cannot serve in excess of two (2) consecutive terms. There shall be no term limits for the secretary or the treasurer.

***Section 3. Removal.*** Any officer of the Board of Trustees may be removed from office by majority vote of the Board of Trustees.

***Section 4. The President.*** The President shall preside at all meetings of the Trustees, appoint all committees, authorize all expenditures approved by the Board, authorize calls for special meetings, and generally perform the duties of a presiding officer.

***Section 5. The Vice-President.*** The Vice-President shall perform the duties of the President in his/her absence and such other duties as may from time to time be assigned by the Board of Trustees or the President.

***Section 6. The Secretary.*** The Secretary shall record all the votes of the Board of Trustees; shall maintain the minutes of the BAPL in a file or files to be kept for that purpose; shall see that notices are given and records and reports properly kept and filed by the BAPL as required by law; shall notify the appointing municipality of any vacancies on the Board; shall conduct correspondence as directed by the Board; and shall perform such other duties as may from time to time be assigned by the Board of Trustees or the President.

***Section 7. The Treasurer.*** The Treasurer shall be the financial officer of the BAPL. The Treasurer shall oversee the Library’s budget, both income and expenditures, and shall assure that a report on the state of the Library’s finances be given at each meeting.

***Section 8. Office Vacancy.*** In the event of the inability of an officer to exercise the duties of office, the presiding officer shall appoint a replacement to serve until the next annual reorganization meeting referenced in Article V, Sec. 1, subject to the approval of the Board.

***Section 9. Nominating Committee.*** The President shall appoint members of the Board to a Nominating Committee which shall present a slate of officers for consideration at the annual reorganization meeting. Such appointment shall be made at least \_\_\_ days prior to the reorganization meeting of the Board of Trustees.

**ARTICLE V**

**FISCAL POLICIES**

***Section 1. Reporting Year.*** The fiscal year of the BAPL shall begin January 1 and end December 31 in any calendar year.

***Section 2. Designations of Depositories.*** The Board of Trustees shall designate the trust companies, banks, or other financial institutions in which the financial resources of the BAPL shall be deposited.

***Section 3. Checks.*** All checks, notes, bills of exchange or other orders in writing shall be signed by two of the following: Board President, Board Treasurer, Executive Director. The Board of Trustees may also from time to time designate another member of the Board or Library administration to sign if required.

***Section 4. Dissolution.*** Upon dissolution of the BAPL, the Board of Trustees, after payment of all liabilities, shall distribute its assets for one or more exempt purposes within the meaning of section 501(c) (3) of the United States Internal Revenue Code, or corresponding section of any future tax code, or shall distribute same to the Federal government, or to a state or local government, for a public purpose.

**ARTICLE VI**

**MEETINGS**

***Section 1. Place of Meeting.*** Meetings of the Board of Trustees shall be held at the main Library of the BAPL, or at such place as may be designated by the Board of Trustees, in the notice of the meeting.

***Section 2. Regular Meetings.*** Regular meetings of the Board of Trustees shall be held at such time as designated by Resolution of the Board of Trustees. At such meetings, the Board of Trustees shall transact such business as may be brought before the meeting. The date and places for regular meetings during the upcoming calendar year shall be established prior to the end of the previous calendar year and posted on the BAPL’s premises as well as by reasonable electronic means. No additional notice shall be required to be given unless the time and place of the meeting is changed, in which case the notice shall be given as required by law.

***Section 3. Special Meetings.*** Special meetings of the Board of Trustees shall be held whenever called by the President of the Board of Trustees or by a majority of the BAPL Board of Trustees, with notice as required by law. Members of the Board of Trustees shall be notified of any special meeting at least five (5) days before the day on which the meeting is held by overnight mail or electronic mail, or, in the case of an emergency, by telephone or electronic mail at least twenty-four (24) hours before the day on which the meeting is held. The purpose of such special meeting shall be set forth in the Notice.

**ARTICLE VII**

**AMENDMENTS**

***Section 1. Notice and Process Required.***  These by-laws may be amended at any regular meeting of the Board with a quorum present, by a two-thirds (2/3) majority vote of all Board members, and not merely those present at the meeting. All members shall be provided with a copy of the proposed amendment at least thirty (30) days prior to the meeting at which the amendment is voted upon.

**ARTICLE VIII**

**PARLIAMENTARY AUTHORITY**

***Section 1. Procedures and Quorum.*** Absent another designation of parliamentary procedure, the Board shall be governed by Robert’s Rules of Order, as revised.A quorum shall consist of a majority of the non-vacant Trustee positions on the Board of Trustees.  .

**ARTICLE IX**

**LIMITATION OF PERSONAL LIABILITY OF TRUSTEES:**

**INDEMNIFICATION OF TRUSTEES, OFFICERS, EMPLOYEES**

**AND OTHER PERSONS**

***Section 1. Limitation of Trustees’ Liability***.

No Trustee of the BAPL Board shall be personally liable for monetary damages as such

for any action or for any failure to take any action unless

A. The Trustee has breached or failed to perform the duties of his or her office

under the provision of the Pennsylvania Nonprofit Corporation Laws with respect to fiduciary duties; and

B. The breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness;

***Section 2. Obligation to Indemnify***.

BAPL shall indemnify any person who is, or was, a party, or is threatened to be made a party to any proceeding by reason of the fact that such person is or was a trustee, officer, or employee of BAPL, against expenses (including attorney fees), liability, judgments, fines, and amounts paid in settlement of such a proceeding, provided that the indemnitee has not breached or failed to perform the duties of his or her office under the provision of the Pennsylvania Nonprofit Corporation Laws with respect to fiduciary duties; and such breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness.

Such indemnification shall continue after such person has ceased to be a representative of the BAPL and shall inure to the benefit of the heirs, executors, and administrators of

a deceased former representative.

***Section 3. Expenses of Action***.

An indemnitee shall be entitled to have his or her expenses in an action as described in Article IX Section 2 paid in advance by BAPL 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 2, above. This right to advancement of expenses does not apply to any action brought by an indemnitee against the BAPL.

***Section 4. Indemnification Insurance***.

BAPL 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 with any action subject to Section 2 above.

***Section 5. Excluded Activity***

The provisions of this Article shall not apply to the responsibility or liability of an indemnitee pursuant to any criminal statute; or the liability of an indemnitee for the payment of personal or other taxes levied against such indemnitee pursuant to local, state, or federal law.

**These Bylaws were adopted this \_\_\_\_\_ day of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, 2021.**

**\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, Secretary of the Board of Trustees**

\*Passed by unanimous vote at meeting held October 11, 2021