

# Hawley Public Library Association, Inc. Board of Directors Bylaws

Adopted December 14th, 2023

## ARTICLE I. INTRODUCTION

Section 1. **DEFINITION OF BYLAWS.** These bylaws constitute the code of the rules adopted by HAWLEY PUBLIC LIBRARY ASSOCIATION, INC. for the regulation and management of its affairs.

Section 2. **ENTITY.** The name of this organization shall be the **Hawley Public Library Association, Inc.** The organization may change its name by a majority vote of the Board of Directors. The organization was incorporated under the Non-Profit Corporation Law of the Commonwealth of Pennsylvania. The organization, recognized as a non-profit entity, has had the following number allocated by the Internal Revenue Service: 23-1669141.

## ARTICLE II. ORGANIZATION & OFFICES

Section 1. **PURPOSE.** The purpose of the organization is to conduct a free public library by virtue of the Pennsylvania Public Library Code, as amended, to serve the people of Wayne and Pike Counties.

Section 2. **POWERS.** This corporation will have the purposes or powers as may be stated in its Articles of Incorporation and such powers as are now or may be granted hereafter by the Non-profit Corporation Law of 1972 of the Commonwealth of Pennsylvania, or any successor legislation.

Section 3. **OFFICES.** The principal place of business of this corporation will be located at 103 Main Ave., Hawley, PA, 18428.

## ARTICLE III. BOARD OF DIRECTORS

Section 1. **MANAGEMENT.** The Board of Directors shall have control and management of the affairs and business of this organization. The Board of Directors shall act only in the name of the organization when it shall be regularly convened.

### Section 2. **QUALIFICATIONS OF BOARD MEMBERS**

A. Any person eighteen years or older who resides or works in Wayne or Pike County shall be eligible to be selected as a board member.

B. Board members should be selected on the basis of their demonstrated awareness of the purpose and needs of the library and the needs of its community. Board members must be committed to serving all segments of the community and possess qualities of honesty and integrity. They must be conscientious in carrying out their duties.

**Section 3. NUMBER, ELECTION, AND TERM.**

- A. The administration of this organization shall be vested in the Board of Directors consisting of not less than nine (9) and not more than eleven (11) members.
- B. Prospective board members must submit a completed Prospective Board Member Application to the board and review a Board Packet before they can be considered for the position.
- C. Board members shall be elected by majority vote cast during a regularly scheduled board meeting.
- D. A board member's term may be for a period of three (3) years starting in January. Term may be extended for a period of three (3) years by a majority vote of the Board.
- E. A vote of the majority of the remaining members of the Board of Directors shall fill vacancies on the Board of Directors. The new appointee(s) shall serve for the balance of the vacant term.
- F. The Board of Directors may make such rules and regulations covering its meetings as it may, at its discretion, deem necessary.
- G. The Library Board may at any time appoint a member who has completed their terms of service the honorary title of Library Board Member Emeritus to serve in an advisory capacity in recognition of extraordinary and meritorious contributions. The Emeritus Member may attend meetings in an advisory capacity but may not vote.

**Section 4. EXPECTATIONS.**

- A. Each Board Member must not miss more than three (3) meetings per year. A Board Member shall be excused only upon prior notice to the Board or Library Director.
- B. Board Members are expected to be on time for meetings and to attend for the entirety of the meeting.
- C. Board Members must come prepared to each meeting having reviewed any minutes, financials, reports, or any other supporting documents sent for review prior to the meeting.
- D. Board Members must focus on policies, goals, and strategic planning and leave the day-to-day activities of the library, as stated in Article VIII, Library Director Duties and Responsibilities, to the Library Director.
- E. Board Members must work as a cohesive team in the interests of the library and its service community. Majority decisions must be accepted and supported by all members.

**Section 5. RESIGNATION OR REMOVAL OF BOARD MEMBERS.** A Board Member may resign at any time by submitting a letter of resignation to the board. A majority vote of the Board of Directors may remove a Board Member.

## ARTICLE IV. MEETINGS

Section 1. **REGULAR MEETINGS.** Regular meetings shall be held monthly, except in July, at the Hawley Public Library. The board shall determine exceptions.

Section 2. **SPECIAL MEETINGS.** Special meetings of this organization may be called by the President or at the request of two (2) members of the Board.

Section 3. **QUORUM.** The majority of the members shall constitute a quorum. Proxy voting is permitted (i.e., call-in, email, text).

Section 4. **NOTICE OF MEETINGS.** Future regular meetings of the Board shall be scheduled at the close of each regular meeting and noted in the meeting minutes. The Library Director will deliver an electronic notice to the Board of the date, place, and time prior to each scheduled regular meeting. Any documents for board review, including statistics, minutes, agenda, and financials, must be submitted electronically to the Board before the scheduled meeting.

## ARTICLE V. OFFICERS

Section 1. **ROSTER OF OFFICERS.** The officers of the organization shall be:

- A. President
- B. Vice President
- C. Secretary
- D. Treasurer

Section 2. **SELECTION AND TERMS OF SERVICE FOR OFFICERS.** Officers shall serve a term of two (2) years. Terms of service may be extended for two (2) years by majority vote. Officer appointments will be reviewed every December meeting and amended as needed. Officers shall be nominated and selected for office based on suitability for position and merit.

Section 3. **PRESIDENT.** The duties of the President shall be to:

- 1. Develop an agenda for all regular meetings.
- 2. Preside over all regular meetings.
- 3. Authorize the call for special meetings.
- 4. Appoint all committees, either temporary or permanent, and serve as an ex officio member of all such committees.
- 5. Have the authority to sign checks of the organization.
- 6. Attend bi-weekly meetings with the Library Director.

Section 4. **VICE PRESIDENT.** The duties of the Vice President shall be to:

- 1. Preside in the absence of the President.
- 2. Assist the President and perform such duties as the President and the Board of Directors shall assign.
- 3. Have the authority to sign checks of the organization.

Section 5. **SECRETARY.** The duties of the Secretary shall be to:

1. Oversee the keeping of a true and accurate record of all meetings of the Board.
2. Preside over meetings in the absence of the President and Vice President.
3. Have the authority to sign checks of the organization.

Section 6. **TREASURER.** The duties of the Treasurer shall be to:

1. Have the care and custody of the organization's financial assets.
2. Transfer funds and open and close accounts.
3. Oversee the Library Director's management of financial activity utilizing QuickBooks accounting software and access to online banking and spending accounts.
4. Submit to the Board of Directors a report of the organization's financial activity that has transpired since its previous meeting.
5. Submit a budget to the board for approval at December's meeting.
6. Review the library audit, completed annually by the library accountant, and facilitated by the Library Director, and submit the audit's findings to the Board for further review and discussion.
7. Have the authority to sign checks of the organization.
8. In the absence of the Treasurer, their duties shall be performed by other members of the Board as the Board may designate.

Section 7. **DUTIES.** Duties of all Board members shall be:

1. To always act as an advocate for the library.
2. To be mindful of their behavior as a representative of the library.
3. Work actively for the improvement of the library.
4. Plan, craft goals, and support goal achievement for the future longevity of the library.
5. To be knowledgeable in important library matters.
6. To abide by all library laws and regulations and nonprofit law.
7. Perform an annual review of the Library Director.
8. Hire and, if applicable, fire the Library Director.

## **ARTICLE VI. COMMITTEES**

Section 1. **COMMITTEES.** All committees of this organization shall be appointed by the President for such specific purposes as the business of the Board may require.

The committee shall be considered to be discharged upon the completion of the purpose for which it was appointed and after the final report is made to the Board.

Section 2. **LIMITATIONS.** Each committee will have some prescribed authority of the Board of Directors, with the exception of the following:

- A. Adoption, amendment, or repeal of bylaws.
- B. Approval of new members to the Board or filling vacancies on the Board.
- C. Amendment or repeal of any resolution of the Board.

## ARTICLE VII. OPERATIONS

Section 1. **FISCAL YEAR.** The fiscal year of the corporation will be the calendar year (January 1<sup>st</sup> through December 31<sup>st</sup>).

Section 2. **BOOKS AND RECORDS.** This corporation will keep correct and complete books and records of account and will also keep minutes of the proceedings of the Board of Directors. All books and records of this corporation may be inspected by any resident of Wayne or Pike County, or their agent or attorney, for any proper purpose at any reasonable time on written demand under oath stating the purpose of the inspection. The Library will comply with Pennsylvania Law concerning State Audits.

Section 3. **NONPROFIT OPERATIONS.** The organization does not contemplate any pecuniary gain or profit. No part of the income of this corporation will be distributed to its members, trustees, or officers. However, the corporation may pay compensation in a reasonable amount to members, officers, or trustees for services rendered.

Section 4. **PARLIAMENTARY AUTHORITY.** All points of order not provided for in these Bylaws shall be guided by *Robert's Rules of Order, Newly Revised*.

Section 5. **AMENDMENTS.** These Bylaws may be amended by a majority vote of the Board of Directors, provided that the amendment(s) has been submitted at the previous regular meeting and follows all applicable laws. These Bylaws shall be reviewed every three (3) years.

Section 6. **DISSOLUTION.** In the event of a sale or dissolution of this institution, the use of any surplus funds for private inurement to any person is prohibited. Any such assets not disposed of for charitable or educational purposes shall be disposed of by the Court of Common Pleas of the County in which the principal office of this institution is then located.

## ARTICLE VIII. LIBRARY DIRECTOR DUTIES AND RESPONSIBILITIES

### Section 1. **IN CONJUNCTION WITH THE LIBRARY BOARD**

1. Assists the board with vision and mission statements, strategic planning, advocacy planning, fund development, fundraising, and establishing Library values, goals, and objectives.
2. Advises the Board regarding modification of existing policies and creation of new policies.
3. Develop the Library's annual budget with the Treasurer.
4. Attends monthly board meetings and reports on items and issues pertinent to Library business and as requested by the board.
5. Meets with the Library Board's President on a bi-weekly basis, either in person, online, or via email at a date and time agreeable to both parties, scheduled in advance, for the purpose of providing updates regarding library matters from both the Director and the President.

Section 2. **ROLE OF THE LIBRARY DIRECTOR.** The role of the Library Director is to serve as a facilitator who fulfills the Library's Vision and Mission as described in the Library's Collection Development Policy via day-to-day management of the Library in its entirety. The responsibilities of the Library Director include, but are not limited to, the items described in Sections 3 through 8 below.

Section 3. **HUMAN RESOURCES**

1. Manages all paid staff.
2. Oversees management of volunteer staff.
3. Writes job descriptions.
4. Determines the rate of pay within the limits of the Library's current and projected budget(s).
5. Conducts interviews.
6. Hires and fires paid staff.
7. Provides timely notification to Library Board of hiring and firing.
8. Evaluates paid staff on an annual basis.
9. Offers performance-based and/or cost-of-living pay increases dependent upon the availability of funds in the Library's current and projected budget(s).

Section 4. **EXECUTIVE**

1. Serves as the CEO of the library.
2. Creates procedures for paid staff and volunteers for day-to-day Library operations.
3. Creates policy enforcement procedures and guides for paid staff and volunteers.
4. Develops Library programs using input from library-paid staff, volunteers, and patrons.
5. Structures and oversees duties and responsibilities of the Library's Circulation Manager and Young Adult/Children's Services manager.
6. Ensures all Library staff follows the library's collection development policy with ordering privileges.
7. Tracks and maintains state library standards that are mandatory for the receipt of state aid.
8. Regularly engages directly with patrons to ascertain the level of satisfaction with Library Services and to determine community needs and desires.
9. Provides support and conflict resolution for Library staff and volunteers in relation to problematic interactions with patrons.
10. Reviews all requests for use of the Library's Community Room.

Section 5. **FINANCE**

1. Spends within the overall budget developed with the Library's Treasurer.
2. Tracks all income and expenses in QuickBooks accounting software.
3. Provides QuickBooks file backups for the Treasurer monthly and as requested.
4. Provides the Treasurer with all spending account login details.
5. Processes all bill payments.
6. Serves as one of two signatories on all checks.
7. Requests permission from the Library Board for all expenses with an individual item value greater than \$500 for material, software, building improvement, and grounds beautification purchases.

8. Requests permission from the Library Board for all expenses with a sum total greater than \$1000.00 for building repairs and maintenance.

#### Section 6. **BUILDING AND GROUNDS**

1. Manages all aspects of the Library's interior and exterior spaces.
2. Ensures interior and exterior spaces are functional both mechanically and for patron usability.
3. Modifies interior and exterior spaces to suit the needs of the Library's collection of materials, the Library's staff, patrons, and the community as a whole.
4. Contacts individuals or companies to provide improvement, beautification, repair, and maintenance services.
5. Reports repair and maintenance issues unable to be resolved for \$1000.00 or less to the Library Board.
6. Solicits bids and quotes from individuals or companies to provide repair and maintenance services for expenditures of more than \$1000.00 to be reviewed and voted on by the Library Board.
7. Solicits bids and quotes from individuals or companies to provide improvement and beautification services for expenditures of more than \$500.00 to be reviewed and voted on by the Library Board.
8. Purchases and maintains Library internet appliances, network infrastructure, and computer software/mobile device apps.

#### Section 7. **MARKETING**

1. Uses the Library's social media accounts to promote Library collections, services, programs, and fundraisers.
2. Maintains and updates the Library's website to provide patrons with an informational resource for the Library's collection, services, programs, and fundraisers.
3. Seeks opportunities to cross-promote offerings with other libraries, community groups, and businesses.
4. Creates in-house signage to promote the Library's collection, services, programs, and fundraisers.
5. Provides the Library Board with marketing materials for advocacy and fundraising purposes as requested.

#### Section 8. **FUNDRAISING**

1. Utilizes DonorSnap to track contributions and increase giving via donor targeting.
2. Develops and manages in-house fundraising activities such as food and beverage sales, sales of library-themed or branded items, holiday or library-themed sponsorship opportunities, and the Library's ongoing book sale.
3. Seeks opportunities for passive income, such as online sales of library-themed or branded items.
4. Creates and sends appeal letters to curated donor and patron lists via the US Postal Service and/or email.

Amended \_\_\_\_\_

*HPL Board approved amendments during their regular meeting on* \_\_\_\_\_