EASTTOWN LIBRARY BOARD OF TRUSTEES BYLAWS

Preamble

The purpose of the Bylaws is to guide the Easttown Library's Board of Trustees in the efficient and responsible operation of the Easttown Library.

Article I Name

The name of the organization shall be the Easttown Library.

Article II Purpose

The purpose of the Easttown Library Board of Trustees (the "Library Board") is to oversee the efficient operation of the Easttown Library, to provide policy direction for the Easttown Library, and to support the provision of superior library service to residents, adults, and children of the communities served.

Article III Library Board Membership

Section 1. In accordance with the provisions of the Pennsylvania Library Code, the Library Board shall consist of not less than five nor more than seven members. The Library Executive Director (the "Director") shall serve as a non-voting ex *officio* member of the Library Board. The Library Board recommends individuals to the Easttown Township Board of Supervisors for appointment to the Library Board. Only Easttown residents who are Chester County Library System cardholders may be appointed as Trustees. Trustees' terms are staggered and shall be for three (3) years or for the balance of an unexpired term. A Trustee may be reappointed to successive terms without limitation.

Section 2. If a Trustee fails to contribute to the performance of the Library Board's required duties or undertakes actions or conduct deemed to be contrary to the best interests of the Easttown Library, the Library Board may make a recommendation to the Easttown Township Board of Supervisors for the removal of that Trustee.

Article IV Duties and Powers of the Library Board of Trustees

Section 1. The duties of the Library Board shall include:

a. To secure adequate funding for the Easttown Library.
b. To recruit and recommend to the Easttown Board of Supervisors a suitable candidate to be hired as Director.
c. To evaluate the performance of the Director on a yearly basis and to report the results of such an evaluation to the Director.
d. To determine Easttown Library policy.
e. To be familiar with services and offerings and adhere to all Easttown Library policies, procedures, and rules.
f. To make a gift to the Easttown Library Foundation's (the "Foundation") Annual Fund each year and a gift to the Endowment Fund during the Trustee's tenure.
g. To present the annual budget or other library business to the Easttown Township Board of Supervisors.
h. To approve the budget and expenditure of Easttown Library funds.
i. To hold monthly meetings, at which regular participation by trustees is expected.
j. To be an advocate for the Easttown Library.
k. To work actively for the improvement of the Easttown Library by supporting appropriate library legislation at local, state, and national levels.
l. To evaluate and recommend new candidates for the Library Board when vacancies occur.
m. To consider the requirements and obligations the Easttown Library has as a Chester County Library System member and as a recipient of State and County aid.
n. To appoint individuals recommended by the Easttown Library Foundation Board (the "Foundation Board") to serve as members of the Foundation Board.
o. To provide a minimum of two trustees to serve as members of the Foundation Board, with the responsibility to update the Library Board as to the Foundation's activities.
p. To provide a representative to the Chester County Library System Advisory Council.
q. To submit a copy of the Foundation's annual report to the Easttown Board of Supervisors.

Section 2. In addition to the powers and authorities which these Bylaws expressly confer upon it, the Library Board may exercise all such powers and do all such lawful acts not prohibited or restricted by applicable law or by these

Bylaws.

Article V Officers

Section 1. Officers of the Library ("Officer") shall be a President, a Vice President, a Secretary, and a Treasurer. At the discretion of the Nominating Committee, the duties of the office of Secretary may be distributed between a Recording Secretary and a Corresponding Secretary.

Section 2. The Officers shall be elected for a term of two years by Trustees at the annual meeting. Their terms of office shall begin on January 1st of the next year. The President's and the Secretary's terms of office shall expire in even numbered years and the Vice President's and Treasurer's terms of office shall expire in odd numbered years. Vacancies in an office shall be filled at the next regular meeting after the vacancy occurs for the unexpired term of office.

Section 3. No Trustee shall hold more than one office at a time nor be eligible to serve more than three consecutive terms in the same office, unless the remaining members of the Library Board unanimously agree to make an exception.

Section 4. The duties of the officers shall be as follows:

President: Presides at meetings of the Library Board; calls special meetings when necessary; appoints committees; carries out assignments and instructions given by vote of the Library Board; represents the Library Board at meetings with the Easttown Board of Supervisors as needed; communicates as necessary with the member of the Easttown Board of Supervisors appointed to be the Library Liaison; assumes major responsibility of keeping Trustees informed and active in Easttown Library matters; meets at least monthly with the Director to discuss the agenda for the next meeting of the Library Board; performs such other duties as customarily pertain to the office of President.

Vice President: Presides at meetings of the Library Board in the absence of the President; acts as President in discharging the responsibilities of that office when the President is unable to do so; provides administrative support to the President.

Secretary: I. Recording duties: Takes minutes at each regular and special

meeting of the Library Board and prepares them in a suitable form.. The Director maintains the official file copy.

II. Corresponding duties: Conducts all correspondence relating to Library Board matters and retains copies of all correspondence.

Treasurer: Aids the Director in preparation of the annual budget; aids the Director in preparation of financial statements which may be required from time to time by Easttown Township, Chester County, and the Commonwealth of Pennsylvania; reviews the monthly financial statements from the Chester County Library System; assists the secretary in proof-reading any financial data incorporated into the minutes; reviews with the Budget Committee any proposed changes from the previously approved annual budget prior to submitting such changes to the Library Board at its monthly meeting; reviews the capital budget and acts as chief spokesperson for the Library Board on all financial matters.

Article VI Meetings

Section 1. The Library Board shall meet monthly at Easttown Library and all such regularly scheduled and special meetings shall be open to the public, both in person and virtually, except meetings that may be closed to the public as permitted by the Pennsylvania Open Meeting Laws. The public may speak during the public comment portion of the business meeting, limiting comments to one time each for a three-minute period or as otherwise determined by the presiding Trustee. Members of the public attend the monthly meetings as observers and not as participants. They have the floor only when recognized by the presiding Trustee who has the authority to remove them from the floor at any time. When circumstances make it difficult or prevent the Library Board from meeting, the Library Board will have the right to cancel or reschedule that month's meeting and shall give proper notice to the public of its decision prior to the date of the regularly scheduled meeting. Two consecutive meetings may not be cancelled, and no more than two meetings in a calendar year may be cancelled.

Section 2. The December meeting shall be the Annual Meeting for the purpose of electing officers.

Section 3. The Library Board shall meet annually with the Foundation and Friends Boards for the purpose of coordination.

Section 4. Special meetings may be called by the President, or upon written request of any two Trustees, for the transaction of business as stated in the call. Proper notice stating the time and place of any special meeting and the purpose for which it was called shall be communicated to each Trustee and to the public at least one week in advance of such a meeting where practicable.

Section 5. A quorum for transaction of business shall consist of a simple majority of the full Library Board. One or more Trustees may participate in any regular or special meeting of the Library Board by means of a telephone or video conference call or similar communications mechanism allowing all participants in the meeting to hear one another. Such participation in a meeting shall constitute presence in person at such meeting.

Section 6. Order of business is set by the President.

Section 7. Robert's Rules of Order, last revised edition, shall govern the parliamentary procedure of the Board.

Article VII Committees

Section 1. Committees, standing or special, shall be appointed by the President as deemed necessary to carry on the work of the Library Board. A committee shall not consist of a quorum of the full Library Board.

Section 2. A Nominating Committee shall present a slate of officers at the regular November meeting for election at the December Annual Meeting.

Article VIII Conflict of Interest

Section 1. Trustees may not in their private capacity negotiate, bid for, or enter into a contract with the Easttown Library in which they have a direct or indirect financial interest.

Section 2. Trustees may not receive anything of value that could reasonably be construed to influence his or her vote or other official action.

Section 3. Employees of Easttown Library or their immediate family or household members may not be Trustees.

Section 4. Trustees must disclose a potential conflict of interest and remove him/herself from the room for Library Board discussion, deliberation, and

vote on any matter in which the Trustee, an immediate family member, or an organization with which the Trustee is associated has a substantial financial interest. The minutes will note the absence of this member for that section of meeting. A Trustee with a conflict of interest on a matter will not contact other Trustees outside of Library Board meetings regarding the subject in which they have a conflict.

Section 5. Trustees must comply with all Township conflict of interest policies.

Article IX Easttown Library Executive Director

The Director shall be considered the executive officer of Easttown Library and shall have sole charge of the administration of Easttown Library under the direction and review of the Library Board. The Director shall be held responsible for the care of the buildings and equipment, for the employment and direction of the staff, for the efficiency of the Easttown Library's service to the public, and for the operation of the Easttown Library under the financial conditions set forth in the annual budget. The Director shall attend all Library Board meetings, except those at which the Director's appointment, salary, or performance is to be discussed or decided. The Director shall keep full and accurate accounts of receipts and disbursements and shall report to the Treasurer. The Director is a member of the Foundation Board and shall perform all duties assigned to that role as enumerated in the Foundation's Bylaws. The Director shall perform any and all other duties set forth in the position description.

Article X Amendments

These Bylaws may be amended at any regular meeting of the Library Board with the approval of a quorum of the full Library Board plus one member, providing the amendment was submitted in writing at the previous regular meeting.

Article XI Dissolution

Upon Dissolution of Easttown Library, and pursuant to the Pennsylvania Library Code, or otherwise in accordance with applicable laws, the assets of the Library shall not be distributed to any Trustee or officer or other private person or entity. In the event of dissolution, the Library Board shall pay or make provision for the payment of all liabilities. Then a provision

shall be made for the disposition of any real or personal property (including any remaining financial assets after payment of liabilities) consistent with Easttown Library's charitable purposes and as may be required by court order. Subject to any legally required approvals through the courts or by operation of law, the Library Board shall first offer to transfer and convey such property, at no cost, to Easttown Township for continuing local public library uses and purposes; then second the Library Board shall offer to transfer and convey such property, at no cost, to the Chester County Library System to serve Easttown Township residents if Easttown Township does not accept such property; then finally the Library Board shall transfer and convey such property to a court-approved charitable organization or purpose if neither the Township nor the Chester County Library System accepts such property, subject to the Library Board's selection of a successor charitable organization or purpose which the Library Board determines to be most similar to Easttown Library's character, purposes and methods of operation.

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