

**EMMAUS PUBLIC LIBRARY
BY-LAWS**

ARTICLE I - Name

The name of the Library shall be "Emmaus Public Library Association" doing business as "Emmaus Public Library".

ARTICLE II - Office

The principal office of the Emmaus Public Library (hereafter referred to as the Library) shall be at 11 East Main Street, Emmaus, Pennsylvania 18049

ARTICLE III - Purpose

The purpose of the Emmaus Public Library is to provide library service to the residents and taxpayers of the Borough of Emmaus, Borough of Macungie and Upper Milford Township.

ARTICLE IV - 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.

Section 5 - Board Members shall regularly participate in Board Meetings and actively participate on assigned board committees. Members shall support fundraising and marketing/informational opportunities for the library.

Section 6 - A representative from their respective municipality is encouraged to attend a minimum of two (2) municipal meetings a year.

ARTICLE V - Trustees and Officers

Section 1 - Trustees

- a. Pursuant to the requirements of the Emmaus Borough Ordinance No. 412 of 1965 (amended to Emmaus Borough municipal code § 12-101), 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.

- b. Trustees serve for a three-year full term. They may serve for another consecutive three-year full term. Any terms less than three years shall be considered a partial term. After two consecutive full terms, subsequent to any partial term fulfillment, trustees would be expected to leave the board for a minimum of one year. The President or Secretary shall maintain a record of the board members' terms, both full and partial.
- c. No voting member of the Board may be a paid employee of the Library. No voting member of the board shall receive a salary for services as such nor shall be required to post any bond or surety for the faithful performance of duties.
- d. A two-thirds (2/3) majority vote of the Board is required to request to the appointing municipality that a board member be removed.

Section 2 - Officers

- a. At the November meeting, the Trustees shall nominate from the floor from its membership a President, Vice-President, Secretary, and Treasurer. Officers shall serve a one-year term with the option to be re-elected by the board. The President and Vice-President may serve a maximum of five (5) consecutive full one (1) year terms.
- b. The officers shall be elected by written ballot at the end of the December meeting. The ballots shall be counted by the Library Director. The current president shall read the results of the votes aloud.
- 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. The library shall maintain a Commercial Crime Coverage insurance (or equivalent) for the board treasurer position.
- 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 VI - Fiscal Policies

Section 1 - The fiscal 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 - The financial books and records of the organization shall be reviewed annually by an auditing firm approved by the Board, and the audit report shall be submitted to the Board.

Section 4 - 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 exclusively for such purposes.

ARTICLE VII - Library Director

The Library Director shall hire and supervise all staff, have operational responsibility for the library and shall implement the policies of the Board of Trustees. The Library Director shall attend board meetings, report on the progress of the library, and be an ex officio member of all committees, without a vote.

ARTICLE VIII - Meetings

Section 1 - The Board shall hold regular meetings throughout the year on dates determined by the Board at the December meeting of each year for the coming year. The meeting schedule shall be published in accordance with state and federal regulations. The meetings shall follow an agenda provided in advance to the trustees. The agenda shall be made available to the public at the library. All business transacted at a regular meeting shall be recorded by the secretary. Board of Trustee meetings are open to the public.

Section 2 - Notice of the regular meetings of the Board shall be made available to each Trustee at least four (4) days in advance of any such meeting. Notice will include place, day, and time of the meeting.

Section 3 - Board approved minutes of meetings shall serve as the legal record of all board actions. Each board member shall have access to a copy of the preceding meeting's minutes prior to the regular board meeting. Minutes shall be revised, if necessary, and approved at the board's regular subsequent regular meeting. A copy shall be placed in the library for the public.

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

Section 5 - One or more Trustees may participate in a meeting of the Board of Trustees virtually. Participation in a meeting pursuant to this section shall constitute presence in person at the meeting. Request for virtual access, by Trustees and the public, should be made to the Library Director at least four (4) days in advance of 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 – It is expected that Board Members will attend at least 75% of Board Meetings in a given calendar year. Unexplained absence of a continuing nature from board meetings can be considered dereliction of duty by majority vote of the Board.

Article IX - Committees of the Board

Section 1 - The Board of Trustees may, from time to time, create one or more committees to perform such functions as they may determine.

Section 2 - Standing committees of the Board of Trustees can be as follows: Finance, Building and Grounds, Personnel/Governance, and Fundraising.

Section 3 - Standing committee members shall serve a one-year term, appointed by the president. All members may be re-appointed by the president for additional terms. People from the community may serve in addition to trustees. The President shall be an ex-officio member of all committees. A trustee or community member may serve on more than one committee.

Section 4 - The Finance Committee shall have responsibility for reviewing and making recommendations to the Board of Trustees concerning each item of income and expenditure and the current status of each budget item; the annual budget; the appointment of the independent auditors; and such policies as may be necessary to assure the fiscal viability and integrity of the library.

Section 5 - The Buildings and Grounds Committee shall meet to oversee the maintenance of the building and grounds. The committee shall make recommendations to the Board of Trustees for capital improvements.

Section 6 - The Personnel/Governance Committee shall meet to conduct the performance evaluation of the Library Director, review policies, and provide periodic recommendations to the Board of Trustees with respect to the foregoing.

Section 7 - The Fundraising Committee shall meet to consider and coordinate the execution of event(s) to raise funds for the library.

Section 8 - Other committees may be appointed from time to time by the President as approved by the Board of Trustees for specific functions and responsibilities.

Section 9 - A member of the Board shall be appointed by the President to act as a liaison between the Board and the Friends in order to maintain an active line of communication.

ARTICLE X - Conflict of Interest

Trustees are required to adhere to the Emmaus Library *Conflict of Interest Policy*.

ARTICLE XI - Amendments to Bylaws

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 XII - 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 XIII - 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 insure 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

Revised June 20, 2017

Revised September 19, 2017

Revised December 15, 2020

Revised April 20, 2021

Revised June 15, 2021

Revised July 19, 2022

Revised September 19, 2023
Revised May 21, 2024
Revised December 17, 2024