

## **CHELTENHAM TOWNSHIP LIBRARY SYSTEM**

### **THE BOARD OF LIBRARY DIRECTORS OF CHELTENHAM TOWNSHIP BY-LAWS**

#### **ARTICLE I NAME AND OFFICES OF THE ORGANIZATION**

##### **Section 1. Name of Organization**

The name of this organization shall be the Cheltenham Township Library System (the "Organization").

##### **Section 2. Principal Office**

The primary place of business of the Organization is 215 South Keswick Avenue, Glenside, Pennsylvania 19038-4420.

##### **Section 3. Other Offices**

The Organization may have other such offices as the Board may determine or as the affairs of the Organization may require from time to time.

#### **ARTICLE II STATEMENT OF PURPOSES AND POWERS**

The Organization is operated exclusively for "charitable purposes," which is limited to educational and literary purposes within the meaning of those terms as used in section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code (the "Code"). No purpose or action shall be permitted if it is for other than charitable purposes within the meaning of such terms as defined herein, or as shall, in the opinion of the Board, jeopardize the federal income tax exemption of this Organization pursuant to section 501(c)(3) of the Code. Such charitable purposes shall include, but not be limited to, providing quality community library services by serving the informational, educational, and recreational needs of all Cheltenham Township ("Township") residents by providing free access to an organized and currently useful collection materials, including free lending services, and the services of a staff trained to recognize and provide for those needs, to the extent permitted to organizations qualified under the Code.

#### **ARTICLE III BOARD OF DIRECTORS**

##### **Section 1, Purpose and Powers.**

The business of the organization shall be managed under the direction of the Board of Library Directors (the "Board"), which serves as one body to ensure the best interests of the Organization are served. The Board was established by Ordinance No. 1132, enacted on December 20, 1966 by the Board of Commissioners ("Commissioners"), Township of Cheltenham, County of Montgomery, Commonwealth of Pennsylvania, pursuant to the authority vested in it under the Act of June 14, 1961, P.L. 324, and the Organization's bylaws were brought into conformance with the Cheltenham Township Charter of January 1, 1977 by Ordinance No. 1424 of January 1, 1977, Cheltenham Ordinance No. 1548 of October 11, 1982, Ordinance No. 2181-09 of April 21, 2009 and Unanimous Consent of the Board dated July 23, 2014. The powers of the Organization shall be exercised by, or under the authority of, the Board

except as otherwise provided by law, the authorizing ordinances, these bylaws or resolutions adopted by the Board.

## Section 2, Qualifications

Each Director shall be a natural person at least eighteen (18) years of age, a resident of the Township, and registered to vote.

## Section 3.3, Number.

The Board shall be composed of seven (7) members appointed by the Commissioners pursuant to The Library Code and Cheltenham Township Ordinance No. 1424 of January 1, 1977, Cheltenham Township Ordinance No. 1548 of October 11, 1982, and Cheltenham Township Ordinance No. 2181-09 of April 21, 2009.

## Section 4, Powers and Duties

The Board shall have the following responsibilities and duties, among others:

1. To secure adequate funding for the Organization.
2. To establish, monitor, and assess strategic plans and the Organization's performance to determine future actions and priorities required to achieve its mission and ensure sustainability and continued growth and development.
3. To recruit and employ a qualified librarian as Executive Director ("ED").
4. To review and approve arrangements and/or agreements with other libraries, library systems, and agencies for services.
5. To approve and monitor the Organization's bylaws and policies to ensure accountability, the effective use of resources, and the highest standards of operation.
6. To exercise the ultimate fiduciary responsibility of or for the Organization under law. The Board shall approve and monitor: an annual budget; the submission of an annual budget request to the Commissioners for consideration prior to their approval of same; a development plan, and an audit and evaluation process to help ensure the financial soundness of the Organization.
7. To attend two-thirds (2/3<sup>rd</sup>) of Board meetings and resign if conflicts with other duties prohibit attendance.
8. To provide reports at least annually to the Commissioners in accordance with the Pennsylvania Library Code, 24 P.S. § 9301 et seq., and other applicable law.
9. To work actively for the improvement of all libraries by actively serving on Board Committees
10. To provide organizational continuity and assume responsibility for assessing and determining Board development needs and recommending qualified candidates for

service on the Board.

11. To adopt reasonable rules and regulations for usage by Township residents as well as for non-residents in accordance with the Pennsylvania Library Code, 24 P.S. § 9301 et seq., and applicable law.
12. To exercise such other duties outlined in the Pennsylvania Library Code, 24 P.S. § 9301 et seq.

Each member of the Board assumes the following individual responsibilities and duties:

13. Directors are expected to read reports, financial statements, and other documents to be discussed and reviewed at Board meetings, and to prepare for and participate in such meetings.
14. Directors are required to sign a "Conflict of interest" statement.
15. Directors are required to follow applicable policies and procedures of the Organization.

#### Section 5, Legal/Financial Guidance.

The Board may retain the services of an attorney, accountant, or other professional to provide advice regarding legal, financial, and other matters affecting and/or related to the Organization. These individuals shall not be member(s) of the Board.

#### Section 6, Term of Office, Vacancies.

Board members shall be appointed by the Commissioners to a term of three (3) years or until a successor is appointed if the position is vacant. A Board member shall serve no more than three consecutive three-year terms for a maximum of nine (9) years unless a Board member has served a partial or incomplete term after being appointed to complete such term. A Board member who has served the maximum of nine (9) years shall be eligible for re-appointment by the Commissioners after an absence of at least one year. These term limits apply to any Board member(s) who at the time of the last amendment, have eight (8) years or less of service.

Upon a vacancy occurring in the membership of the Board, for any cause, and if the vacancy needs to be filled by one of the Friends groups, that group will nominate another representative to fill this position following the process described in ARTICLE III, Section 7. All candidates for Board membership shall be submitted to the Commissioners for final approval.

If the vacancy needs to be filled by an at-large member, the Board will commence a search for a new at-large candidate. The Commissioners will be advised of the Board's recommendation.

Regardless of what type of position needs to be filled, the appointee will serve out the existing term for which he/she was appointed. At the end of that term, the appointee may stand to be re-appointed for a full three-year term.

The Commissioner-filled Board seat is subject to different terms and term limits, as decided by the Township Commissioners.

In the event that a Board member is at the maximum years served, but there are no qualified

candidates to fill the position, the current Board member may serve as an interim Board member if they are willing and able until a new Board member is confirmed.

At its sole discretion, the Board may appoint former Board members as Emeritus members. Such Members may participate in all Board discussions except for Executive Sessions, but may not vote. Such members are appointed on the basis of their extraordinary contributions, knowledge and assistance to the Library System.

The term of office for an Emeritus member is two (2) years. Thereafter, an Emeritus member may be appointed for two (2) additional two-year terms, for a total of six consecutive years as an Emeritus member, and six consecutive terms, in total, serving on the Board. An Emeritus member may only be appointed from Board members currently serving, beginning at the time that this latest amendment takes effect and cannot be appointed retroactively from former Board members prior to this latest amendment.

#### Section 7, Selection Process.

The Board will consist of seven members:

One (1) of said members shall be a member of the Friends of the Glenside Library;

One (1) of said members shall be a member of the Friends of the Elkins Park Library;

One (1) of said members shall be a member of the Friends of the East Cheltenham Library;

One (1) of said members shall be a member of the Friends of the La Mott Library;

One (1) of said members shall be a Township Commissioner; and

Two (2) members shall be interested residents from the public at large.

The process for consideration is this: When one of the Friends positions becomes vacant, the President of the Board will meet and consult with the Friends group about the (1) duties and responsibilities of a Board member and (2) current needs of the Board. In nominating a candidate, the Friends group will take into consideration the experience of the candidate and the needs of the Board. The Friends group will use its best efforts to nominate a candidate within thirty (30) days of a vacancy. In the event that the Friends group determines that no member of a Friends group meets the needs of the Board or is willing to serve, a committee of the Board will recommend an at-large member from the community to serve out the full or partial term in an interim capacity. When the interim term expires, the Friends group nominates a candidate for consideration by the Board. All candidates must submit a letter of intent and resume to the Commissioners indicating their willingness to serve.

#### Section 8, Removal

A Director may be removed from office for any reason by: (a) (i) a vote of at least 2/3 of the Board at any duly called meeting of the Board, provided that this matter is included in the call of the meeting and prior written notice has been given to the Director in question and (ii) a vote by the Commissioners affirming such removal at any duly called meeting of the Commissioners. An abstention of a member of the Board on such vote at the meeting described in item (i) above shall not be considered a vote for purposes of this Section.

## Section 9, Compensation.

Directors shall not receive any compensation for their services as Directors, but may be reimbursed or paid for their out-of-pocket expenses in connection with their services pursuant to policies adopted by the Board.

## ARTICLE IV OFFICERS

### Section 1. Officers.

The Officers of the Organization shall be President, Vice President, and Secretary/Treasurer. The Board may appoint, via a majority affirmative vote of Directors eligible to vote at a duly constituted regular or special meeting of the Board, such other officers and agents as the Board may deem necessary. A Director may not otherwise serve as an Officer of the Board.

### Section 2, Qualifications for Office.

A serving Director shall be eligible for nomination and election to serve as an Officer of the Board.

### Section 3, Terms of Office.

All Officers shall be elected by a majority affirmative vote of Directors eligible to vote at a duly constituted regular or special meeting of the Board, to serve a term of one year, and shall serve until their successors have been elected and qualified, with the exception of those elected to fill an unexpired term, in which event the term shall be for the remainder of the unexpired term. The Board shall elect Officers from a slate proposed by a Nominations Committee that is appointed by the President for this purpose. Such slate shall be presented to the Board in December and voted upon at the January Board meeting. Any person so nominated as a candidate to serve as a Director shall have given prior consent to nomination and election as an Officer.

### Section 4, Officer Term Limits

No person shall hold the same office for more than six consecutive one-year terms. A former Officer shall be eligible for re-election as such Officer after an absence from such office of at least one year. A vacancy arising in any office may be filled at any meeting of the Board of Directors, provided written notice thereof has been duly given to each member. The Board of Directors may also choose such other officers and assistant officers as the needs of the Library may require, who shall hold their offices for such terms and shall have such authority and shall perform such duties as from time to time shall be determined by resolution of the Board of Directors.

### Section 5, Duties of Board Officers.

President. The President of the Board shall preside at all meetings of the Board and of the Executive Committee and shall be an ex-officio member of all Committees. The President shall also appoint all members of committees, execute contracts on behalf of the Board when required and authorized, and authorize calls for any special meetings, and may delegate any these aforementioned responsibilities to another board member.

Vice President. The Vice President of the Board shall perform the duties of the President in the absence of the President or in the event of a vacancy in the office of the President and perform other duties as the Board may from time to time designate.

Secretary/Treasurer. The Secretary/Treasurer shall be bonded and obtain a bond to provide satisfactory surety to the Township, as required by law. The Secretary/Treasurer reviews the audit when it is completed. The Secretary/Treasurer shall review all minutes and proceedings of all meetings of the Board and the Executive Committee. The Secretary/Treasurer shall give all notices required by these bylaws, the Board, or the Executive Committee.

Other Officers and Agents Deemed Necessary. The Board will designate the duties and responsibilities of any Officer(s) and/or agent(s) that it deems appropriate and may designate any duties and/or responsibilities of the aforementioned Officers to such persons, with the exception of the presiding duties and responsibilities of the President.

#### Section 6, Removal of Board Officer.

Any Officer may be removed by the majority vote of the Board whenever, in its judgment, the best interests of the Organization will be served.

#### Section 7, Resignation Protocol.

Any Director or Officer may resign from Office at any time. Resignations are to be made in writing and will take effect at the time of receipt by the Board President or, in the event of a vacancy in that position, the person presiding over the Board, unless some other time may be noted in the resignation. Acceptance of the resignation shall not be required to make it effective. Notice of the resignation is then sent to the Commissioners and the Township Manager.

## ARTICLE V COMMITTEES

### Section I, Committees.

Standing Committees of the Board include the Executive, Governance, Internal Affairs, and External Affairs Committees. The President of the Board is authorized, from time to time, to establish additional standing committees by amendment to these bylaws, to create ad hoc committees or task forces deemed necessary for the study and/or investigation of specific problems with the advice of the Board, and to appoint the President of any such ad hoc or task forces so created. Such ad hoc committees or task forces will serve until the completion of their work as determined by the Board. Ad hoc committee or task force Presidents and members need not be members of the Board, but at least one member of the Board will serve on each ad hoc committee or task force. The President may also recommend individuals from the community to serve in an advisory capacity on a Standing Committee, an ad hoc committee or a task force. Such community members may attend and participate in such meetings, but are not permitted to vote on matters recommended by a committee or task force. The Board shall review a slate of candidates proposed by the Executive Committee to serve as members of a committee, and a simple majority of those Directors attending the meeting provided that the meeting is properly held and the Board may vote, is required to approve the slate of candidates.

## Section 2, Executive Committee.

The Executive Committee shall consist of the Officers of the Board, including the President, Vice President, Secretary/Treasurer, and such other officers and/or agents as have been deemed necessary and appointed by the Board. The President of the Board shall preside over meetings and in the President's absence or in the event there is a vacancy in the office of President, the Vice President shall preside.

It is also the responsibility of the Executive Committee to act for and on behalf of the Board between Board meetings, whenever it appears in the discretion of the Executive Committee that such action is necessary prior to the next Board meeting. The authority of the Executive Committee shall not include: (1) dissolution or merger or the sale of assets; (2) recommendation to remove Directors; (3) election of officers; (4) amendment of the bylaws; or (5) authorization of monetary obligations in excess of an amount approved by the Board. A quorum shall be a majority of the Members of the Executive Committee. Decisions can be made by a simple majority of members at a meeting, assuming a quorum is present. Meetings shall be held at times and places and upon such notice as the Executive Committee determine. The Executive Committee shall keep a written record of its proceedings and shall submit such record to the Board at the next regularly scheduled meeting.

## Section 3, Governance Committee.

***The Governance Committee shall consist of at least two (2) and no more than three (3) Board members appointed by the President and approved by the Board. The President shall serve as an ex-officio member and the Executive Director, or their designee shall serve as an advisor to the Governance Committee.*** The Governance Committee will work with the Executive Director to support the governance work of the Board. The Governance Committee reviews Board policies and procedures, including the bylaws, and recommends appropriate actions concerning the governance of the Board itself. Furthermore, the Governance Committee shall identify Board needs; develop criteria for performance; conduct an annual evaluation of Board performance; make recommendations to the Board for Officers as well as candidates to be put before the Commissioners for new appointments or term renewals; propose a calendar of meeting dates for the upcoming year for consideration at a regular or special meeting; and be responsible for the orientation and education of Board Members. Meetings shall be held at such times and places upon such notice as the Governance Committee may determine.

## Section 4, Internal Affairs Committee.

***The Internal Affairs Committee shall consist of at least two (2) and no more than three (3) Board members appointed by the President and approved by the Board.*** The Internal Affairs Committee will work with the Executive Director to support the internal affairs work of the Board and the library system. This work includes all internal and operational issues related to finance, investments, human resources and facilities, certain recommendations of which may require approval of the full Board. Meetings shall be held at such times and places upon such notice as the Internal Affairs Committee may determine.

## Section 5 External Affairs

***The External Affairs Committee shall consist of at least two (2) and no more than three (3) Board members appointed by the President and approved by the Board.*** The External Affairs Committee will work with the Executive Director to support raising funds for the CTLS. The External Affairs



Committee shall be authorized to develop and plan fund raising, financial development, community outreach and plans related to the library system's activities to support and enhance the financial viability of CTLS. Public relations, publications and marketing also fall under the work of this Committee. Unless otherwise expressly authorized by resolution of the Board, no individual Board member sitting on the External Affairs Committee may authorize, or take any action, undertaking, filing, or decision regarding the development activities of the CTLS or the External Affairs Committee, without the approval of the full Board. Meetings shall be held at such times and places upon such notice as the External Affairs Committee may determine.

## ARTICLE VI MEETINGS

### Section 1. Regular Board and Committee Meetings.

Regular meetings are held at minimum, bi-monthly (every two months) in accordance with the meeting calendar adopted by the Board pursuant to these bylaws, unless cancelled by the President or upon the written request of three (3) Board Members, with notification of such cancellation from the Secretary. At least six regular meetings of the Board, including the annual reorganization meeting, shall be held each calendar year. Notice of regular meetings shall be posted in the Township Municipal Building and at all branches of the library and advertised and provided to the public in accordance with the Pennsylvania Sunshine Act, 65 Pa.C.S.A. § 701 et. seq., and other or superseding applicable law.

Committees are required to meet at minimum, quarterly or as frequently as needed. Committee meetings are public and agendas are posted at least 24 hours in advance on the CTLS site.

The required frequency of meetings, stated above, does not apply to work sessions or information sessions, which may be scheduled as frequently as needed by the respective Committee.

### Section 2. Special Meetings.

Special meetings of the Board may be called by the President or upon the written request of two Board members made to the Board President.

### Section 3. Notice of Special Meetings.

Within two days of receipt of a request for a special meeting under Article VI(2), the Secretary shall give proper notice calling a meeting of the Board members at least twenty-four (24) hours in advance of the special meeting stating the general nature of the business to be transacted at such meeting, and the time, place, and date of the special meeting. This notice may be emailed (provided an acknowledgment of receipt is also required), faxed, or mailed (to the last known address of the relevant Director) to all Directors. Notice of special meetings shall be posted in the Township Municipal Building and at all branches and advertised and provided to the public in accordance with the Pennsylvania Sunshine Act, 65 Pa.C.S.A. § 701 et. seq., and other or superseding applicable law.

### Section 4. Reorganization Meeting.

The reorganization meeting of the Organization shall be held on the same date and time on which the regular meeting for the month of January would otherwise be held, or at another time determined by a majority of the Board. At the annual reorganizational meeting, the Organization will elect Officers. At a meeting of the Board other than the organizational meeting, the Board



shall approve a board calendar of meeting dates for the coming year, upon the recommendation of the Executive Committee under Article V(2).

#### Section 5. Quorum.

A quorum will consist of a majority of Directors holding positions on the Board at any given time at any duly called regular or special meeting of the Board. No action of the Board shall be considered valid unless made with a quorum present and an affirmative vote of the majority in number of those attending. A Director participating in the entire meeting via telephone, or such method as may be permissible under the Pennsylvania Sunshine Act, 65 Pa.C.S.A. § 701 et. seq. or other relevant law, but is not physically present may be considered in determining the presence of a quorum with the consent of the presiding Officer. An abstention shall not be considered a vote for purposes of this Section.

#### Section 6. Protocol for Voting.

The Board may not vote except at a properly held and constituted public meeting. Each member of the Board shall be entitled to one vote.

#### Section 7. Remote Attendance and Participation at Board and Committee Meetings.

With the consent of the Officer presiding over the meeting, a Board member or the members of any Committee, including the Executive Committee, may participate in and/or hold a meeting of the Board or of the Committee remotely by means of telephone or computer technology, or such method as may be permissible under the Pennsylvania Sunshine Act, 65 Pa.C.S.A. § 701 et. seq. or other relevant law, through which Board members may communicate in real time and by which all persons participating in the meeting and the audience, if relevant, can hear comments made by each other. Participation in a meeting pursuant to the foregoing procedure shall constitute presence in person at such meeting for purposes of quorum and voting.

A Board member who attends a Board meeting remotely shall be considered present only if they can hear everything said at the meeting and can be heard by all of those attending the meeting. A Board member may attend a meeting virtually if necessary but should attempt to be physically present for at least 50% of scheduled meetings. Board members shall follow the below procedures when attending and participating in a Board meeting remotely:

- Ensure that the remote location where they will be located during the meeting is quiet and free from background noise and interruptions.
- Attend and participate in the entire Board meeting, if possible. If a Board member is not able to attend and participate in the entirety of a Board meeting, the official minutes will indicate when the Board member joined and left the meeting.

#### Section 8. Conduct of Each Meeting.

Every meeting of the Board shall be presided over by the President or, in the absence of the President, the Vice-President. If both are absent, the Secretary/Treasurer will preside. If all Officers are absent, a President of the meeting will be designated by a majority of the Board members present.

## ARTICLE VII FUNDS AND SECURITIES

### Section 1. Authorizations

The Board of Directors may authorize an Officer or Officers or other persons in the name of and on behalf of the Organization to enter into any contract and to execute and deliver any instrument and to sign checks, drafts or other orders for the payment of money or notes or other evidence of indebtedness, and such authority may be general or it may be confined to specific instances; but unless so authorized by the Board, no Officer or other person shall have power or authority to bind the Organization by any contract or engagement or to pledge its credit or to render it peculiarly liable for any purpose or in any amount.

### Section 2. Deposits

All funds of the Organization not otherwise employed shall be deposited from time to time to the credit of the Organization in such banks, trust companies, or other repositories as the Board may select. From time to time the Board may, by resolution, authorize an Officer or other persons to endorse, sign and deliver for deposit checks, drafts and other orders for the payment of money which is payable to the order of the Organization.

### Section 3. Fiscal Year & Audit

The fiscal year of the Organization shall begin on January 15<sup>1</sup> and end on December 31<sup>st</sup> of each year, and the Board of Directors shall authorize an independent audit of the financial records of the Organization annually.

## ARTICLE VIII, DUTIES LIABILITY & INDEMNIFICATION OF DIRECTORS & OFFICERS

### Section 1. Directors and Officers as Fiduciaries

A Director or Officer of the Organization shall stand in a fiduciary relationship to the Organization and shall perform his or her duties as Director or Officer including his or her duties as a member of all Committees upon which he/she may serve, in good faith, in a manner they reasonably believes to be in the best interests of the Organization, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his or her duties, a Director or Officer shall be entitled to rely in good faith on: 1) information, opinion, reports or statements, including financial statements and other financial data, in each case prepared or presented by one or more Officers or employees of the Organization who the Director or Officer reasonably believes to be reliable and competent with respect to the matters presented; 2) counsel, public accountants or other persons as to matters that the Director or Officer reasonably believes to be within the professional or expert competence of such person; 3) or a Committee of the Board upon which the Director or Officer does not serve, duly designated in accordance with the law, as to matters within its designated authority, which Committee the Director or Officer reasonably believes to merit confidence. A Director or Officer shall not be considered to be acting in good faith if he/she has knowledge concerning the matter in question that would cause their reliance to be unreasonable and unwarranted. Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a Director or Officer of the Organization or any failure to take any action shall be presumed to be in the best interests of the Organization.

## Section 2. Personal Liability of Directors and Officers

A Director or Officer of the Organization shall not be personally liable for monetary damages such as, including, without limitation, any judgment, amount paid in settlement, penalty, punitive damages or expenses of any nature (including, without limitation, attorney's fees and disbursements) for any action taken, or any failure to take any action in his/her capacity or service as a Director or Officer of the Organization, unless the Director or Officer has breached or failed to perform the duties of his/her office under these bylaws or applicable provisions of law and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. Any repeal, modification or adoption of any provision inconsistent with this provision shall be prospective only, and neither the repeal or modification of this provision nor the adoption of any provision inconsistent herewith shall adversely affect any limitation on the personal liability of a Director or Officer of the Organization existing at the time of such repeal or modification or the adoption of such inconsistent provision.

This section shall not apply to the responsibility or liability of a Director or Officer pursuant to any criminal statute or to the liability of the Director or Officer for the payment of taxes under Federal, State or local law.

## Section 3. Indemnification of Directors and Officers

The Organization shall indemnify a Director or Officer against any liability (including but not limited to all fees, judgments, fines, penalties, damages, losses, attorney fees, etc.) incurred in connection with any proceeding (whether threatened, pending or completed and whether civil, criminal, administrative or investigative) in which the Director or Officer may be involved as a party or otherwise, by reason of the fact that such person is or was serving as a Director or Officer including, without limitation, as may be permitted by the Municipal Tort Claims Act, 42 Pa.C.S. § 8541 et seq., or other applicable law, liabilities resulting from any actual or alleged breach or neglect of duty, error misstatement or misleading statement, negligence, gross negligence or act giving rise to strict or products liability, except where: a Director or Officer did not act in good faith nor in a manner they reasonably believed to be in and not opposed to the best interests of the corporation; with respect to any criminal proceeding, had reasonable cause to believe his conduct was unlawful; or, such indemnification is expressly prohibited by applicable law or where the conduct of such person has been determined to constitute willful misconduct or recklessness under the Pennsylvania Municipal Tort Claims Act, 42 Pa.C.S. § 8541 et seq., or other applicable law, sufficient in the circumstances to bar indemnification against liabilities arising from the conduct. Notwithstanding the foregoing, except as provided hereinafter, the Organization shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board or Court Order.

Subject to the limitation set forth above concerning proceedings initiated by the person seeking indemnification, the right to indemnification conferred in this provision shall be a contract right and shall include the right to be paid by the Organization, in accordance with the Municipal Tort Claims Act, 42 Pa.C.S. § 8541 et seq., or other applicable law, the expenses incurred in defending any such proceeding (or part thereof) or in enforcing his or her rights hereunder in advance of the final disposition thereof promptly after receipt by the Organization of a request therefore stating in reasonable detail the expenses incurred; provided, however, that to the extent required by law, the payment of such expenses incurred by a Director or Officer of the Organization in advance of the final disposition of a proceeding shall be made only upon receipt of an undertaking, by or on behalf of such person, to repay all amounts so advanced if and to the extent it shall ultimately be determined by a court that he or she is not entitled to be

indemnified by the Organization under this provision or otherwise.

The right to indemnification and advancement of expenses provided herein shall continue as to a person who has ceased to be a Director or Officer of the Organization or to serve in any of the other capacities described herein, and shall inure to the benefit of the heirs, executors and administrators of such person.

If a Director or Officer is entitled to indemnification in respect to a portion, but not all, of any liabilities to which such person may be subject, the Organization shall indemnify such Director or Officer to the maximum extent for such portion of the liabilities.

The termination of a proceeding by judgment, order, settlement, conviction or upon a plea or nolo contendere or its equivalent shall not, of itself, create a presumption that the Director or Officer is not entitled to indemnification.

Neither the modification, amendment, alteration or repeal of any of the provisions of these bylaws nor the adoption of any provision inconsistent herewith shall adversely affect the rights of any person to indemnification and advancement of expenses existing at the time of such modifications, amendment, alteration or repeal or the adoption of such inconsistent provision.

#### ARTICLE IX.1 ADMINISTRATIVE STAFF

##### Section 1. Executive Director.

The Executive Director shall be considered the administrative head of the Organization. and will carry out the policies of the Organization as adopted by the Board. Pursuant to the direction and review of the Board, the Executive Director shall have sole charge of the administration of the branches, the central processing center and administrative offices, constituting the "library system." The Executive Director shall be held responsible for the care of the buildings and equipment and direction of the staff, the efficiency of the Organization's service delivery to the public and the operation of the library system under the financial conditions set forth in the annual budget. The Executive Director shall act as technical advisor to the Board; recommend needed policies for Board action; prepare a proposed annual budget for the library system and submit the same to the Board for approval and adoption. The Executive Director shall give a current report of expenditures against the budget and changes in the status of staffing at each regular monthly meeting of the Board, unless otherwise excused. The Executive Director shall attend all Board meetings, unless an absence is otherwise excused by the Board. The Board delegates the Executive Director for the day to day oversight of the Administrative team.

#### ARTICLE X.1 LIBRARY SYSTEM

##### Section 1, Libraries.

The Library System is currently comprised of four (4) local library branches situated in the East Cheltenham, Elkins Park, Glenside, and La Mott areas of Cheltenham Township. Administrative Offices are located in the Glenside facility.

##### Section 9.2, Operational Year

The Organization operates on a calendar year basis.

Section 3, Executive Director's Office and Administrative Offices.

Centralized functions shall be coordinated through the Executive Director's office to avoid duplication of effort, maximize efficiency, and provide the most economical service possible.

## ARTICLE XII, RULES AND PROCEDURES

Unless otherwise provided in these bylaws, Robert's "Rules of Order" shall be observed as the rules of procedure for all meetings of the Organization, the Board, the Executive Committee, and of all the duly constituted committees thereof.

### ARTICLE XII.CONFLICT OF INTEREST

The Board shall adopt a conflict of interest policy addressing activities or transactions undertaken by members of the Board or Officers of the Organization which are in material conflict with their duties and obligations to the Organization while serving in such capacity.

### ARTICLE XIII. AMENDMENTS

#### Section 1, Amendments.

These bylaws may be amended at any properly held and constituted regular or special meeting of the Board by an affirmative vote of the majority of Directors present, provided the amendment was advertised at least two weeks in advance of the meeting at which the bylaws amendment will be considered and voted upon or all Directors have provided unanimous written consent to waive such notice.

#### Section 2. Notice of Amendments

The written notice of any meeting at which a change or addition in these bylaws is to be voted upon shall set forth the proposed amendments and shall be emailed (provided an acknowledgment of receipt is also required), faxed, or mailed (to the last known address of the relevant Director) to all members of the Board not less than five (5) days prior to the date of the meeting at which such change is to be presented for a vote. Notice shall be posted in the Township Municipal Building and at all branches, and advertised and provided to the public in accordance with the Pennsylvania Sunshine Act, 65 Pa.C.S.A. § 701 et. seq., and other or superseding applicable law.

### ARTICLE XIV, PRIVATE INUREMENT, PROPAGANDA, AND DISSOLUTION

#### Section 1

No part of the net earnings of the Library shall inure to the private benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Library shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these bylaws. No substantial part of the activities of the Library shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Library 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 provision of these bylaws, the

Library shall not carry on any other activities not permitted to be carried on (a) by an association exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any subsequent federal tax code, or (b) by an association, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any subsequent federal tax code.

## Section 2

Upon the dissolution of the Library, assets shall be distributed to Cheltenham Township for a public purpose or, in the sole discretion of the Commissioners of Cheltenham Township, to a corporation or association for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas in Montgomery County in the Commonwealth of 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.

## ARTICLE XV, SEVERABILITY

Should any one Article, Section, or other part of these bylaws be invalidated by a change in the law, the findings of a tribunal, or another reason, the remaining provisions of these bylaws shall not be invalidated and will remain in full force and effect as if such invalid provisions were not apart hereof.

ADOPTED BY THE BOARD OF DIRECTORS PURSUANT TO BOARD RESOLUTION,  
ATTACHED AS EXHIBIT "A" HERETO.

CHELtenham TOWNSHIP LIBRARY SYSTEM BY: .....

[Vice] President

Julie Haywood (Print Name)

ATTEST: .....

Secretary

Nathan Schultz (Print Name)

ON THIS 27<sup>th</sup> DAY OF JULY 2022

Originally Adopted by the Board of Library Directors, Cheltenham Township on the 22<sup>nd</sup> day of November, 1967.

Amended on the 26<sup>th</sup> day of October, 1983.

Amended on the 27<sup>th</sup> day of April, 1992.

Amended on the 22<sup>th</sup> day of April, 2009.

Amended on the 29<sup>th</sup> day of November, 2017

Amended on the 27<sup>th</sup> day of July, 2022

Amended on the 25<sup>th</sup> day of January, 2023