**CTLS Governance Committee Meeting**

**Agenda**

**August 14, 2023**

**6:00pm**

1. By-Laws Review Follow-up
   1. Standard protocol for reviewing By-Laws and other policies
   2. <https://www.501c3.org/nonprofit-bylaws-the-dos-and-donts/> - brief overview of do’s/don’ts

**Checklist of Bylaw Content (Sample) - from the** [**PA Library Getting on Board Manual**](https://www.statelibrary.pa.gov/Documents/For%20Libraries/Other%20Resources/Getting%20on%20Board%20Manual.pdf)[Getting on Board Manual (1).pdf](https://drive.google.com/file/d/1DjGWN2AibylXffWwWUHsdypMQnAQWnoR/view?usp=drive_link)

**General information**

• official name of the organization

• location of the principal office

• statement of purposes

• meeting format

• frequency of meetings

• open meeting and documents policy (Sunshine Law like)

• standard agenda for meeting

• emergency decision making process

• any limitations required for tax exemption

• procedure for amending the bylaws

• procedure for dissolving the organization

• disposition of assets upon dissolution

**Board member information**

• qualification for membership

• number (5-7, up to 9 if serving multiple municipalities: see PA Library Code section 411)

• terms of office and term limits (up to 7 years)

• selection process

• process for filling vacancies

• quorum and voting requirements

• powers of the executive committee (if any)

• other standing committees (Such as Governance and Finance)

• circumstances under which trustees may be removed

• conflict of interest statement

**Officers**

• duties of officers

• process for selecting or appointing officers

• terms and term limits

• provision for a chief executive (Library Director)

• circumstances under which board officers may be removed

**Fiscal matters**

• provision for annual audits

• definition of the fiscal year (recommend calendar year)

• indemnification and insurance for board members

1. Advocacy Plan Draft [Advocacy Plan\_DRAFT Aug 2023](https://docs.google.com/document/d/1-dU_oJ5JDEKkwKRi8xDs5AvSjUQUiAmGTeF8RdEwO6I/edit)
   1. Review at meeting and determine next steps
2. Strategic Plan Follow-up
3. Next Steps