

MOUNT PLEASANT FREE PUBLIC LIBRARY ASSOCIATION, INC. MISSION VISION AND BYLAWS POLICY	
Subject: By-Laws	Number: 01 Final Draft
Date Approved: August 14, 2024	To Be Reviewed: August, 2027

Article I. NAME

Sec. 1. The name of this association shall be the MOUNT PLEASANT FREE PUBLIC LIBRARY ASSOCIATION, INCORPORATED.

Article II. OFFICE

Sec. 1. The registered office of The Association shall be the Mount Pleasant Library or such other place as the Board may designate.

Article III. FISCAL YEAR

Sec. 1. The fiscal year of The Association shall be the calendar year.

Article IV. PURPOSE

Sec. 1. The purpose of The Association is to provide free library service to the residents of Mount Pleasant Borough and Mount Pleasant Township and to Westmoreland County through the WCL (Westmoreland County Libraries) and to all Pennsylvania residents through Access Pennsylvania.

Article V. MEMBERSHIP

Sec. 1 Active members of The Association shall be each of those who pay the annual dues, (amount to be determined by the Board of Directors during the 4th quarter of the Library’s year) towards the support of The Association.

Sec. 2. Active members shall have the right to vote for the election of Directors and on agenda items at the annual meeting of The Association and are invited to attend regular Board meetings

Sec. 3. Any member who has failed to pay the annual dues toward the support of The Association shall be disqualified to hold office or to vote at the annual meeting of the members of The Association.

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Article VI. MEETINGS

Sec. 1. The regular annual meeting of the members of The Association shall be held in January of each year. The exact date of said meeting is to be determined and publicized at least ten days to one month in advance thereof by the Board of Directors.

Sec. 2. Special meetings may be called at any time by the President **of the Board of Directors and** must be called when asked for in writing by twenty members of The Association, and no business shall be considered unless it is stated in the call.

Sec. 3. Unless the notice of the meetings contains provisions to the contrary, all meeting of the members of The Association shall convene at the library.

Sec. 4. At any meeting, regular or special, of the members of The Association, a quorum of at least ten Active Members of The Association is necessary for the transaction of business.

Sec. 5. **Association members proposing Major or Minor changes to these approved By-Laws are to reference Article XV, Sec.1 - 1a and 1b.**

Sec. 6. Each Active Member shall be entitled to one vote. An Active Member shall vote only in person; voting by proxy is expressly prohibited.

Sec. 7. All library Board meetings are open to the public.

Article VII. BOARD OF DIRECTORS

Sec. 1. The Mount Pleasant Library Board of Directors act in the capacity of agent for the Mount Pleasant Borough Council and the Mount Pleasant Township Supervisors and as a member under agreement with the Westmoreland County Federation of Library Systems (also referred to as Westmoreland County Libraries WCL) and as a state aided library operating to the standards of the Pennsylvania Library Law to provide free library service.

Sec. 2. The active management of The Association shall be vested in a Board of Directors made up of nine members who reside in the service area. Two of those members are appointed: one from the Mount Pleasant Borough Council and one from the Mount Pleasant Township Supervisors. The other seven members are elected at the annual meeting by The Association Membership, having been nominated from the Association Membership.

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I believe in the following paragraph, an Alternate (consistent term) needs to belong to the Association. Once mentioned in the following sentence, I then just wrote “The Alternate.” Using the determiner of “The” alleviates the repeating of “belonging to the Association Membership.”

In addition, Alternate Board Members, belonging to the Association Membership, may be elected at the Annual Meeting, or appointed by a two thirds majority vote of the Board of Directors at any time of the year. The Alternate Board member, may be called into a meeting to complete a “Quorum” for regular scheduled monthly meetings, and will have the right to vote. The Alternate Board Members assume powers and rights of Board Members that are absent for extended time periods, with the exception of signing checks. Their powers and rights continue until the Board Member returns, or if a Board Member does not return, the Alternate, may be appointed, by two thirds vote of the Board of Directors, to complete the vacated term.

Sec. 3

An elected Board Member may be removed from his or her duties by a vote of two thirds of the Board of Directors at a regular or special meeting if the Director has missed three consecutive meetings without the Board’s approval; or, for good reason. A written notice of the intention to consider the removal of a Director must be included in the notice of the meeting. At such a meeting, no Director may be dismissed without first having the chance to be heard; but, a formal hearing procedure is not required. An immediate loss of rights and powers occurs for a Director whose removal is approved by a vote of at least two thirds of the board. The Board of Directors can then appoint an Alternate Board Member, belonging to the Association, to the vacated post afterwards by two thirds vote.

Attendance regulations do not apply to appointed community representatives from the Borough and/or Township.

Sec. 4. Each elected Director shall serve for a term of three years and can serve no more than two consecutive terms.

Sec. 5. The Board of Directors shall meet in the library monthly for the purpose of transacting business at a time to be determined by action of the Board; the Board shall have the power to suspend any monthly meeting or meetings by two thirds vote. In circumstances that are beyond the control of the Board, if a meeting cannot occur at the library, the Board may meet and conduct business utilizing videoconferencing software and/or phone conference.

Sec. 6. The Board of Directors shall have the power to appoint or dismiss a Library Director.

Sec. 7. At any meeting of the Board of Directors, regular or special, a quorum of six members of the Board of Directors shall be necessary for the transaction of any business.

Sec. 8. Each member of the Board of Directors shall be entitled to one vote.

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Sec. 9. Each year, the President shall, at least thirty days in advance of the regular annual meeting of the Members, appoint a committee of four Association Members to act in the capacity of the nominating committee. This committee shall be comprised of two members of the Library Board of Directors and two active members of The Association. Said Committee shall announce its nomination choices at the annual meeting. Nominations may also be accepted from the floor.

Sec. 10. Each year the Board shall have oversight of an annual financial review or audit of the accounts of the Treasurer by an independent certified public accountant following Pennsylvania Library guidelines.

Sec. 11. The Board shall have oversight of policies.

Sec. 12. A Director shall not be personally liable for monetary damages as Director for any action taken or any failure to take any action unless the breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness.

Article VIII. OFFICERS

Sec. 1. The officers of the Association shall be: President, Vice President, Secretary, and Treasurer. Any person to be eligible for any office must be a member of the “The Association.” The officers of the Board of Directors shall be elected at the first meeting of the Board of Directors immediately following the Annual Meeting and assume responsibilities thereof.

Sec. 2. Each officer shall serve for a term of one year and shall not be eligible to serve for more than two successive terms.

Sec. 3. All officers shall perform such other and further duties as the Board of Directors shall from time to time designate and shall, at all times, be subject to the control and direction of the Board.

Sec. 4. All officers can sign checks, drafts, and notes.

Article IX. THE PRESIDENT

Sec. 1. The President shall preside at all meetings, regular or special, of the Board of Directors and any meeting of the Association. The President shall see that all orders and resolutions of the Board are carried into effect.

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Sec. 2. At any meeting of the Board of Directors, regular or special, the President shall not have the right to vote; except when a tie vote occurs. The President shall have the final vote in a tie vote situation.

Sec. 3. It shall be the duty of the Library Board President, subject to Board of Directors' approval, to appoint and participate in the following standing Committees. The first named shall be the chairperson of that Committee. All Committees shall report directly to the Board. No Committee has delegated authority to make decisions on behalf of the Board.

Standing Committees:

Finance – The Treasurer is the Chair of this Committee. The committee provides recommendations to the Board of Directors on budgeting and financial planning, financial reporting, staff raises, and insurance and investments. The entire Board has fiduciary responsibilities for the organization and remains accountable for protecting the organization's financial wellbeing.

Development and Special Events – Assists the Board in fundraising duties. The committee will review, develop, adopt, and implement ideas and proposals to attract funds and services needed to carry out and expand the mission of the library.

Governance Committee – The President is the Chair of this committee. The committee supports the Board of directors in carrying out its duties with regard to the Library's governance. It identifies and recommends candidates for the Board of Directors; via the nominating committee, monitors the Library and Board's adherence to industry, state, county, and federal regulations, creates necessary emergency procedures, orients and trains new Board Members, and creates, reviews, and recommends modifications to the Library's established governance documents, such as its Employee Handbook, policies and Bylaws.

Marketing Committee – Responsible for developing and managing the organization's marketing strategy; ensuring it aligns with the organization's strategic direction, needs and mission.

Ad Hoc Committee – The President, subject to Board of Directors' approval, establishes ad hoc committees as needed for the completion of specific library projects. The president will determine and assign the chair of each committee. Committee membership may include: members of the community, members of the Board of Directors, members of the Library Association, subject matter experts, and the Library Director.

Article X. THE VICE PRESIDENT

Sec. 1. The Vice President shall, in the absence or incapacity of the President, preside at the meetings and perform the duties of President.

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Article XI. THE SECRETARY

Sec. 1. The Secretary shall keep full and accurate minutes of all meetings of The Association and of all meetings of the Board of Directors. (All recordings of Board Meetings shall be destroyed after the minutes are approved.)

Article XII. THE TREASURER

Sec. 1. The Treasurer shall present a written report of the financial condition to The Association at each Annual Meeting. The Treasurer shall monitor the Library’s budget and report his/her findings to the Board of Directors at the monthly scheduled meetings. Specific attention to budgetary concerns should be included in the monthly report. The Board of Directors want to be assured that the Library is not at risk financially.

Article XIV. CONFLICT OF INTEREST

Sec. 1A. Board members shall conduct business in such a manner as to avoid any possible conflict of interest and/or personal financial gain in their duties and responsibilities as Board members.

Sec. 1B. The Mount Pleasant Free Public Library, Inc. shall conduct impartial hiring on merit, and shall avoid favoritism/nepotism and unnecessary appointments.

Sec. 2. Any conflict of interest on the part of any Board members shall be disclosed to the Board when the interest becomes a matter of Board action.

Sec. 3. A confidentiality and conflict-of-interest statement shall be signed and filed annually by each Board member.

Sec. 4. The Mount Pleasant Library Board of Directors is committed to transparency and openness in all of its operations.

Article XV. AMENDMENTS

Sec. 1. These bylaws may be amended by either of the following methods:

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This paragraph is newly written.

Sec 1 a. Major changes on a proposal, amendment, repeal or alterations of any bylaw or to effect merger consolidation or dissolution require an affirmative vote of two-thirds. At a minimum, at least 10 day's written notice of the meeting, regular or special, shall have been given to all Association members. Notice can be sent via postal mail, e-mail, scanning, or other electronic or public media. A copy of the proposed changes to the bylaws, or information about merger consolidation or dissolution shall be included with the meeting notice. Association Members must be present to vote. Major changes to the articles of incorporation include edits, additions or deletions in the language of these written and approved bylaws/procedural changes. When a vote is taken, an affirmative two-third majority vote of active Association Members is necessary to adopt the motion.

Sec. 1 b. Minor changes require the affirmative vote of at least two-thirds of the Members of the Board of Directors present at any meeting of the Board, provide that at least ten-day notice shall have been given of the meeting and of the proposed amendment. Minor changes are administrative changes and do not alter the intent of the bylaws.

Article XVI. RULES OF ORDER

Sec. 1. On all points of order not provided for in these bylaws, The Association shall be guided by Roberts’ Rules of Order:

Roll Call

Disposition of Minutes of previous meeting

Communications

Report of Library Director

Financial Report

Report of Standing Committees

Report of Special Committees

Unfinished Business

New and Miscellaneous Business

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Receiving of individuals or group representatives who wish to be heard

Adjournment

Article XVII. DISSOLUTION

In the event of dissolution or final liquidation of The Association, all of the remaining assets and property of The Association shall, after paying or making provision for the payment of all the liabilities and obligations of the Corporation and for necessary expenses thereof, be distributed by the Board of Directors for one or more exempt purposes within the meaning of section 501c (3) of the Internal Revenue Code of 1954, or shall be distributed to the federal government, or to a state or local government for public purposes. In no event shall any of such assets or property be distributed to any director or officer or to any private individual.

Adopted by Board of Directors: August 14, 2024