

<b>MOUNT PLEASANT FREE PUBLIC LIBRARY ASSOCIATION, INC. MISSION VISION AND BYLAWS POLICY</b>	
Subject: By-Laws	Number: 01
Date Approved: 05/06/2020	To Be Reviewed: 05/06/2025

**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 WLN 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) 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 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. A vote of the majority of the Active Members at any meeting, regular or special, shall be decisive; but, as hereinafter provided, when a vote is taken on a proposal, amendment, repeal, or alteration of any bylaw, then a two-thirds majority of those present shall be necessary. A two-thirds majority vote, likewise, shall be necessary to amend the articles of incorporation or to effect merger consolidation or dissolution.

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 Library Network or the WLN) 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

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Supervisors. The other seven members are elected at the annual meeting by The Association Membership, having been nominated from the Association Membership.

Sec. 3. Each elected Director shall serve for a term of three years and can serve no more than two consecutive terms.

Sec. 4. 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 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. 5. The Board of Directors shall have the power to appoint or dismiss a Library Director.

Sec. 6. 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. 7. Each member of the Board of Directors shall be entitled to one vote.

Sec. 8. 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. 9. 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. 10. The Board shall have oversight of policies.

Sec. 11. 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.

Sec. 12. Any Director may be removed from office for cause by a vote of two thirds of the Board of Directors at a regular or special meeting of the Board, provided that written notice of the intention to consider removal of a Director has been included in the notice of the meeting. No Director shall be removed without having the opportunity to be heard at such meeting, but no formal hearing procedure needs to be followed.

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**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 Board of Directors of The Association. The officers of the Board of Directors shall be elected at the first meeting of the board after the annual meeting.

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.

**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.

Sec. 2. At any meeting of the Board of Directors, regular or special, the President shall not have the right to vote except in case of a tie.

Sec. 3. It shall be the duty of the President to appoint the following standing Committees and any others the Board may designate by its motion; the first named shall be the chairperson of that Committee; the Committees to be named annually are the following:

Finance

Property

Development and Special Events

Nominating and Governance

Such special committees as the Board may deem necessary

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**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.

**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.

**Article XII. THE TREASURER**

Sec. 1. The Treasurer shall collect and receive all fees, dues and other funds and shall deposit and disburse the same as directed by the Board of Directors. The Treasurer shall present a written report of the financial condition of The Association to the Board of Directors at each monthly meeting. The Treasurer shall be responsible for paying bills and for keeping a record of all expenditures in such a manner that each expenditure shall be classified so that the Board may readily know how the library funds are being spent and whether or not budget appropriations have been exceeded.

**Article XIII. VACANCIES**

Sec. 1. Vacancies on the Board of Directors shall be filled by the Board of Directors for the remainder of the term. The affirmative vote of at least two-thirds of the remaining members of the Board shall be required to fill all vacancies.

**Article XIV. CONFLICT OF INTEREST**

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

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

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

**Article XV. AMMENDMENTS**

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

1. By the affirmative vote of at least two-thirds of the Active Members present at any meeting of the Members, provided that at least ten days’ notice shall have been given of the meeting and the proposed amendment.
2. By 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.

**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.

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Adopted by Board of Directors: May 6, 2020