BY-LAWS OF THE

WILLIAM F. AND MARY A. FLENNIKEN PUBLIC LIBRARY

A NON-PROFIT CORPORATION, ORGANIZED UNDER THE LAWS OF THE COMMONWEALTH OF PENNSYLVANIA Revised February 16, 2010

PREAMBLE

The WILLIAM F. AND MARY A. FLENNIKEN PUBLIC LIBRARY was established and named as the result of a bequest in the will of Earl T. Flenniken, who died at Carmichaels, Pennsylvania, on February 15, 1959. A codicil in his will, which was probated on February 19, 1959, and registered in *Will Book No. 32*, Page 110, reads in part as follows: "I then direct my said executors to convert all the rest, residue, and remainder of my estate into cash and place the same in trust in the hands of the First National Bank and Trust Company of Waynesburg, Pennsylvania, as an endowment fund, the income from which is to be used to support and maintain a Public Library in Carmichaels, Pennsylvania. Said library to be known as 'THE WILLIAM F. AND MARY A. FLENNIKEN PUBLIC LIBRARY' and to be marked with a suitable plaque or marker showing that it was given by Earl T. Flenniken in memory of his ancestors."

The Library Association was granted a Charter of Incorporation by the Court of Common Pleas of Greene County, Pennsylvania, on June 27, 1959, as will appear by reference being had unto the proceedings of that Court at September Term, 1959, at No. 15 thereof in *Miscellaneous Docket*.

ARTICLE 1

NAME

SECTION 1. This corporation shall be named, known, and styled as "THE WILLIAM F. AND MARY A. FLENNIKEN PUBLIC LIBRARY" [hereinafter referred to at the Flenniken Public Library].

ARTICLE 2

PURPOSE

To support and maintain a public library in the Borough of Carmichaels, Pennsylvania.

ARTICLE 3

NONDISCRIMINATION POLICY

SECTION 1. The management of the public library, with strong and fixed purpose, shall not discriminate on the basis of race, color, religious creed, ancestry, union membership, age, sex, national origin, or mental or physical challenge.

SECTION 2. Compliance—Compliance with the *Pennsylvania Human Relations Act* (43 P.S. Sections 951-963) shall constitute compliance with this paragraph.

SECTION 3. Application—This policy shall apply to any person served, membership on Board of Directors, and staff employment.

ARTICLE 4

LOCATION

SECTION 1. Principal facilities of this corporation shall be located at No. 102 East George Street, Borough of Carmichaels, County of Greene, Commonwealth of Pennsylvania.

SECTION 2. This corporation may establish branch facilities in such other places in the County of Greene as shall be deemed from time to time.

ARTICLE 5

BOARD OF DIRECTORS—CONFLICT OF INTEREST POLICY

- **SECTION 1.** A conflict of interest may exist when the interests or concerns of any director, officer, or staff member or said person's immediate family, or any party, group or organization in which said person holds a position as an employee, office, director or partner, may be seen as competing with the interests or concerns of the Flenniken Public Library.
- **SECTION 2. Disclosure.** Each member of the Board of Directors and staff of the Flenniken Public Library must disclose in writing to the Board any possible conflict of interest. This disclosure must be updated annually.
- **SECTION 3. Compliance.** When any such conflict of interest is relevant to a matter requiring action by Board of Directors, the interested director shall bring it to the attention of the Board. The interested director will retire from the room in which the board is meeting and will not participate in any discussion or vote on such matter.

ARTICLE 6

BOARD OF DIRECTORS—MEMBERSHIP

- **SECTION 1.** The Board of Directors shall consist of nine members, who shall be elected or reelected by the Board to serve a term of three calendar years each. The terms shall be staggered so that three directors are elected or re-elected each year. Board members will be able to serve two three-year terms, if desired, and must then take a year off before being re-elected.
- **SECTION 2.** In the event of a vacancy on the Board of Directors, the remaining members of the Board shall elect a new member for the unexpired term.
- **SECTION 3.** A simple majority vote of the quorum shall be required to elect a member to the Board of Directors; and, a simple majority of the members of the Board present shall be required to elect the officers of the corporation.
- **SECTION 4.** If a member of the Board is absent from three regularly scheduled meetings in the same year, said members shall be presumed to have resigned and shall be so notified by the Secretary.

ARTICLE 7

BOARD OF DIRECTORS—DUTIES AND POWERS

- **SECTION 1.** The property and business of the Corporation shall be managed by the Board of Directors.
- **SECTION 2.** In addition to the general powers of the Board of Directors by virtue of their office, the powers and authority expressly given by law, by terms of the charter of this

Corporation, and elsewhere in these by-laws, the following specific powers are expressly conferred on the Board of Directors:

- To purchase or otherwise acquire for the Corporation, any property, right or privilege which it is authorized to acquire, as such price or consideration, and upon such terms as they deem expedient; to determine who shall be authorized, on behalf of this Corporation, to sign bills, notices, receipts, acceptances, endorsements, checks, releases, contracts, and any other instruments; to delegate any of the powers of the Board to any standing committee, special committee, or to any office or agent of the Corporation, with such powers as the Board may see fit to grant; generally to do all such lawful acts and things as are necessary or needful to carry out the provisions of the charter.
- Upon the dissolution of the Flenniken Public Library, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the library, dispose of all of the assets of the library in such a manner, or to such organization(s) organized and operated exclusively for charitable, educational, religious or scientific purposes shall at the time qualify as exempt organizations under Section 501 (c) (3) of the *Internal Revenue Code of 1954* (or corresponding provisions of any future *United States Internal Revenue Law*), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas, Pennsylvania, exclusively, for such purposes as said Court shall determine which are organized and operated exclusively for such purposes.

ARTICLE 8

BOARD OF DIRECTORS—OFFICERS

SECTION 1. The officers of this Corporation shall be: the Chair, a Vice-Chair, a Secretary, and a Treasurer.

SECTION 2. All officers must be members of the Board of Directors.

ARTICLE 9

BOARD OF DIRECTORS—DUTIES OF OFFICERS

SECTION 1. The Chair shall preside at all meetings of the Board of Directors; shall see that all orders and resolutions of the Board of Directors are carried out; shall execute all bonds, mortgages, and all contracts of this Corporation affixing the corporate seal thereto; and from time to time shall report to the Board of Directors all matters within his/her knowledge that may affect this Corporation; and shall have the powers and duties and management usually vested in the office of president in a Corporation; and shall appoint all committees.

- **SECTION 2.** The Vice-Chair shall be vested with all the powers and shall perform all the duties of the Chair during the absence of the latter and shall have such other duties as may, from time to time, be determined by the Board of Directors.
- **SECTION 3.** The Secretary shall attend sessions of the Board of Directors and act as clerk thereof; shall record all votes and minutes of all proceedings in a book to kept for that purpose; shall send notices of all meetings to the members of the Board of Directors; and shall perform such other duties as may be prescribed by the Board of Directors or the Chair under whose supervision he/she shall be, and shall be the custodian of the corporate seal and all of the books and records of this Corporation, except as may be otherwise provided.
- **SECTION 4.** The Treasurer, under the direction of the Board of Directors, shall have charge of the funds of this Corporation and shall deposit the same in the name of this Corporation in depositories designated by the Board of Directors; shall serve as Chair of the Finance Committee; and shall make a complete and accurate report of this Corporation at each annual meeting, or at any other time upon request, to the Board of Directors.

ARTICLE 10

BOARD OF DIRECTORS—MEETINGS

- **SECTION 1.** The regular meeting of the Board of Directors shall be held once each month.
- **SECTION 2.** The regularly scheduled meeting in January of each year shall be deemed to be both the annual meeting and the organization meeting.
- **SECTION 3.** Special meetings of the Board of Directors shall be held on written request signed by a least three members of the Board of Directors or at the call of the Chair whenever deems the same necessary.
- **SECTION 4.** Each Director shall receive at least three days previous notice of any special meeting.
- **SECTION 5.** Unless otherwise provided by law, whenever any notice is required to be given by the provisions of the by-laws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent, thereto.

ARTICLE 11

BOARD OF DIRECTORS—QUORUM

SECTION 1. A quorum for the purpose of holding a meeting of the Board of Directors shall be a simple majority of the Board.

ARTICLE 12

BOARD OF DIRECTORS—MAJORITY VOTE

SECTION 1. A simple majority shall be required to pass any motion at any meeting of the Board of Directors except as provided in Article 16.

ARTICLE 13

BOARD OF DIRECTORS—STANDING COMMITTEES

SECTION 1. There shall be such standing committees as from time to time shall be determined by the Board of Directors

ARTICLE 14

BONDS

SECTION 1. The Board of Directors may require such officers to be bonded as it shall deem necessary; for any amount(s) as it may deem requisite.

ARTICLE 15

CORPORATION SEAL

SECTION 1. This Corporation shall have a seal, upon which shall be inscribed the name of the Corporation, the year of its creation, and the words "Incorporated Commonwealth of Pennsylvania."

ARTICLE 16

AMENDMENTS

SECTION 1. Any proposal to alter, amend, suspend, or annul these by-laws must be submitted to all members of the Board of Directors in writing together with a notice of the meeting at which said proposal is to be acted upon. Such proposal and notices must be mailed at least fifteen (15) days prior to the meeting.

SECTION 2. A two-thirds majority of those present shall be required for adoption of proposed amendments.

ADOPTED BY THE BOARD OF DIRECTORS AT ITS MEETING.	
(signed)	