

AMENDED AND RESTATED BYLAWS
OF
THE FREE LIBRARY OF NEW HOPE AND SOLEBURY, PENNSYLVANIA

Article 1

PURPOSES

Section 1.1. Purposes. The purpose of the Free Library of New Hope and Solebury (the “Corporation” or the “Library”) shall be to provide free library services to the people of New Hope, Solebury and other municipalities who wish to become affiliated with the Library. These services include facilitating and enhancing opportunities to acquire information, skills and enjoyment from the library resources. Further, it shall be the Library’s aim to enlarge its resources in keeping with the requirements of federal, state and county laws and in view of literary and informational advancements.

Article 2

CORPORATION OFFICE; MEMBERS

Section 2.1. Registered Office. The Corporation shall have and continuously maintain in the Commonwealth of Pennsylvania a registered office at an address to be designated from time to time by the Corporation’s Board of Trustees (the “Board of Trustees” or the “Board”) which may, but need not, be the same as its place of business. The Corporation may also have offices at such other places as the Board of Trustees may from time to time designate or the business of the Corporation may require.

Section 2.2. Members. The Corporation shall have no members, except for those persons serving on the Board of Trustees who shall be considered voting members of the Corporation as stated in the Library’s Articles of Incorporation.

Article 3

BOARD OF TRUSTEES

Section 3.1. Number. The business and affairs of the corporation shall be managed by the Board of Trustees. In no event shall the Board of Trustees consist of fewer than five (5) or more than nine (9) members (each a “Trustee”).

Section 3.2. Qualification. Each Trustee shall be a natural person of the age 18 years or older and need not be a legal resident of the Commonwealth of Pennsylvania but must have shown a demonstrated interest in the community served by the Library and judged otherwise qualified to serve in the Library’s best interests by the other Trustees.

Section 3.3. Classes, Term, Appointment and Election. At the 2008 annual meeting of the Board of Trustees, the Board shall be divided into three classes:

- (a) Class A members of the Board of Trustees who shall serve for a term of one (1) year and until their successors are elected or appointed at the 2009 annual meeting of the Board of Trustees;
- (b) Class B members of the Board of Trustees who shall serve for a term of two (2) years and until their successors are elected or appointed at the 2010 annual meeting of the Board of Trustees; and
- (c) Class C members of the Board of Trustees who shall serve for a term of three (3) years and until their successors are elected or appointed at the 2011 annual meeting of the Board of Trustees.

The number of members of the Board of Trustees in each class shall be as nearly equal as possible so that except for temporary vacancies, the number in any class shall not exceed the number in any other class by more than one.

At each annual meeting of the Board of Trustees commencing with its 2009 annual meeting, the successors to the members of the Board of Trustees of the class whose terms shall expire in that year shall be elected or appointed for a term of three (3) years so that the term of office of one class of members of the Board of Trustees shall expire in each year. A Trustee may be elected to succeed himself/herself.

The municipal officers of each municipality aiding in the maintenance of the Library (the "Municipal Officers") may appoint a maximum of two qualified Trustees (the "Municipal Appointments") as openings are created on the Board by the leaving, resignation or removal of a Trustee living in that Municipality. No municipality shall have more than two Municipal Appointments on the Board at any given time. All remaining Trustees shall be elected by a majority vote of the Board of Trustees.

Each Trustee shall serve until: (i) his or her successor has been appointed or elected, and qualified; (ii) his or her earlier death, resignation or removal; (iii) he or she resigns in a writing received by the Board; (iv) he or she is not re-elected or reappointed to serve a subsequent term; or (v) he or she is removed pursuant to Section 3.4. The Trustees appointed must be qualified in that they must live in the Municipality of the appointment, sign the Trustee Annual Commitment Letter within two weeks of joining the Board, and generally work for the best interest of the Library in helping in all functions of the Library, including that of securing funds for ongoing operations from Municipal and other sources. Qualified appointees should have no conflicts of interest as further defined in Article 8 of the Bylaws herein.

In the event the Municipal Appointment does not occur at the annual meeting of the Board, an interim trustee or trustees shall be elected by a majority of the Board to serve in place of the Trustee or Trustees to be appointed by the Municipal Officers. The term of

such interim trustee or trustees shall terminate at such time that the Municipal Appointment occurs.

A Trustee shall not serve more than two consecutive complete three-year terms, or a maximum of six consecutive years, but may be reappointed after at least one year off the Board. Notwithstanding the above, if a Trustee is elected to complete the term of another Trustee, that additional time served need not be counted toward the total consecutive years a Trustee may serve.

Section 3.4. Removal. Any individual Trustee may be removed from office, with or without cause by the affirmative vote of two-thirds (2/3) of the Trustees. Additionally, the Board of Trustees may, by majority vote, declare vacant the office of a Trustee:

- (a) who has been judicially declared of unsound mind;
- (b) who has been convicted of a felony;
- (c) if within sixty (60) days after notice of his election, the Trustee does not accept such office either in writing or by attending a meeting of the Board of Trustees, and fulfill such other requirements of qualification as these bylaws may specify;
- (d) if the Trustee is absent from three consecutive meetings of the Board without good reason; or
- (e) refusal to sign Trustee Commitment Letter by February 1st of any given year.

If any Trustees are so removed, new Trustees may be appointed, pursuant to Section 3.5, at the same meeting.

Section 3.5. Vacancies. Vacancies of Municipal Appointments on the Board of Trustees occurring from any cause shall be filled by the Municipal Officers. If the Municipal Officers do not fill such vacancies within a reasonable amount of time, an interim trustee or trustees shall be elected by a majority of the Board to serve in place of the trustee or trustees to be appointed by the Municipal Officers of each municipality aiding in the maintenance of the Library. The term of such interim trustee or trustees shall terminate at such time that the Municipal Appointment occurs. Vacancies of all other Trustees shall be elected to serve by a majority of the Board.

Section 3.6. Powers. The Board of Trustees shall have overall responsibility in the business and affairs of the Corporation. The Board of Trustees may exercise all such powers of the Corporation and do all such lawful acts and things as are directed or required to be exercised and done by statute, the Articles of Incorporation or these Bylaws, provided, however, that the Board of Trustees may not engage directly or indirectly in any activity that would invalidate the Corporation's status as: (i) an organization of the type described in Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended (the "Code"), or under the corresponding provision of any subsequent law; or (ii) a corporation to which contributions are deductible under

Section 170(c)(2) of the Code, or under the corresponding provision of any subsequent law.

Section 3.7. Compensation. Trustees, as such, shall serve without compensation for their services, including their attendance at regular and special meetings, provided, however, that nothing contained herein shall be construed to preclude any trustee from receiving compensation for services rendered to the Corporation in any other capacity.

Section 3.8. Fiduciary Relationship. A Trustee of the Corporation shall stand in a fiduciary relation to the Corporation and shall perform his or her duties as a Trustee, including his or her duties as a member of any committee of the Board of Trustees upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of the Corporation, 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 Trustee shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following: (i) one or more officers or employees of the Corporation whom the Trustee reasonably believes to be reliable and competent in the matters presented; (ii) legal counsel, public accountants or other persons as to matters which the Trustee reasonably believes to be within the professional or expert competence of such persons; or (iii) a committee of the Board of Trustees upon which he does not serve, duly designated in accordance with these Bylaws, as to matters within its designated authority, which committee the Trustee reasonably believes to merit confidence. A Trustee shall not be considered to be acting in good faith if he has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted. In discharging the duties of their respective positions, the Board of Trustees, committees of the Board of Trustees and individual Trustees may, in considering the best interests of the Corporation, consider the effects of any action upon employees, suppliers and customers of the Corporation and communities in which offices or other establishments of the Corporation are located, and all other pertinent factors. The consideration of these factors shall not constitute a violation of this Section 3.9 hereof.

Section 3.9. Limitation on Liability. Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a Trustee or any failure to take any action shall be presumed to be in the best interests of the Corporation. A Trustee of the Corporation shall not be personally liable, as such, for monetary damages for any action taken, or any failure to take any action, unless: (i) the Trustee has breached or failed to perform the duties of his or her office under Section 3.9 hereof; and (ii) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The provisions of this Section 3.9 hereof shall not apply to: (i) the responsibility or liability of a Trustee pursuant to any criminal statute; or (ii) the liability of a Trustee for the payment of taxes pursuant to local, state or federal law. Notwithstanding any other provisions of these Bylaws, the approval of the Board of Trustees shall be required to amend, repeal or adopt any provision as part of these Bylaws that is inconsistent with the purpose or intent of Sections 3.8 and 3.9 of this Article 3, and, if any such action shall be taken, it shall become effective only on a prospective basis from and after the date of such Board of

Trustees approval and shall not affect, to the detriment of any Trustee, any limitation on the personal liability of a Trustee existing at the time of such amendment, repeal or modification.

Article 4

COMMITTEES

Section 4.1. Designation. The Board of Trustees may, by resolution adopted by majority vote, designate committees (each a “Committee”) assigned to plan, supervise and/or execute specific programs designed to fulfill the Library’s general, specific or temporary needs in various operational areas, such as Governance, Finance and/or others as deemed necessary or desired by the Board. Any Committee, to the extent provided in the resolution of the Board of Trustees pursuant to which it was created, shall have and may exercise all of the powers and authority of the Board of Trustees, except that no Committee shall have any power or authority as to:

- (a) the filling of vacancies on the Board of Trustees;
- (b) the adoption, amendment or repeal of these Bylaws or adoption of new bylaws;
- (c) the amendment or repeal of any resolution of the Board of Trustees; and
- (d) action on matters committed by these Bylaws or a resolution of the Board of Trustees to another Committee of the Board of Trustees.

The charge to each Committee shall be stated in the resolution designating it, and it shall report, according to its charge, to the Board, which shall maintain the Committee’s authority.

Each Committee shall consist of at least three (3) persons and the chair of each Committee must be a Trustee. A Committee’s chair may appoint to the Committee individuals who are not members of the Board of Trustees with the majority approval of the Board of Trustees. No such appointed Committee member shall have any voting authority on the Board of Trustees.

Section 4.2. Term. The term of office of a Committee member shall be for one (1) calendar year unless otherwise stated in the resolution designating that Committee.

Section 4.3. Committee Chair. The Board of Trustees shall appoint a Trustee to chair each Committee of the Board of Trustees formed pursuant hereto. The Board of Trustees may designate one or more Trustees as alternate members of any Committee, who may replace any absent or disqualified member at any meeting of the Committee. In the absence or disqualification of a member of a Committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he, she or

they constitute a quorum, may unanimously appoint another Trustee to act at the meeting in the place of any such absent or disqualified member.

Section 4.4. Removal and Vacancies. The entire Committee or any individual Committee member may be removed from the Committee, with or without cause, by a majority vote of the Trustees. Vacancies on a Committee shall be filled by a majority vote of the Trustees.

Section 4.5. Quorum. Unless otherwise provided in the resolution of the Board of Trustees designating a Committee, a majority of the whole Committee shall constitute a quorum and the act of a majority of the members present at a meeting at which quorum is present shall be the act of the Committee.

Article 5

MEETINGS OF THE BOARD OF DIRECTORS

Section 5.1. Regular Meetings; Special Meetings; Annual Meetings. Regular meetings of the Board of Trustees shall be held at such times and places as the Board of Trustees may from time to time determine and shall be open to the public. Advance notice shall be given to the public of such meetings. Meetings shall be conducted pursuant to these Bylaws and, otherwise, in accordance with the Roberts Rules of Order.

Special meetings of the Board of Trustees may be called the President or a majority of the trustees then in office on at least two (2) days' advance notice to each trustee, in accordance with the provisions of Section 5.2 of these Bylaws. If a special meeting is called by a majority of the trustees then in office, further notice need be given only to those trustees not present at such duly convened meeting. All meetings of the Board of Trustees may be held within or outside the Commonwealth of Pennsylvania.

An annual meeting of the Board of Trustees shall be held once a year at such times and place as the Board of Trustees may from time to time determine. In the absence of other designation to the contrary by the Board, the regular December meeting of the Board of Trustees shall be deemed to be the annual meeting for a given calendar year. At the annual meeting, the Municipal Officers will appoint, if required, and the Board of Trustees will elect the successors to the members of the Board of Trustees of the class whose terms shall expire in that year.

Section 5.2. Agendas and Meeting Notices. Meeting agendas and notices shall indicate the time, date and place of the meeting as well as all subject matters intended for consideration at the meeting. The order of business at regular meetings of the Board is usually as follows: Call to Business, Approval of Previous Meeting Minutes, any special presentations, Friend's of the Library report, Director's Report, Treasurer's Report, President's Report, Policy Problems, Planning, Old Business, New Business, Public Comments/Concerns, Motion to Adjourn.

Section 5.3. Notice. Whenever written notice is required to be given to any person under the provisions of these Bylaws, it may be given to the person either personally or by mail, telephone, fax, courier, email or other means approved by the Board of Trustees. If the notice is sent by mail or courier service, it shall be deemed to have been given to the person entitled thereto two (2) days after being deposited in the United States mail, or one (1) day after being deposited with a courier service for delivery to that person. Notice of the time and place of all regular meetings of the Board of Trustees shall be given at least ten (10) days in advance of the meeting. Notice of the time and place of any special meetings of the Board of Trustees shall be given at least two (2) days in advance of the meeting.

Section 5.4. Waiver of Notice. Any written notice required to be given to any person under the provisions of statute, the Corporation's Articles of Incorporation or these Bylaws may be waived in a writing signed by the person entitled to such notice whether before or after the time stated therein. Except as otherwise required by statute, neither the business to be transacted at, nor the purpose of, a meeting need be specified in the waiver of notice. Attendance of a person, whether in person or by proxy, at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

Section 5.5. Quorum. At all meetings of the Board of Trustees one-half (1/2) of the Trustees then in office shall constitute a quorum for the transaction of business. Each Trustee shall have one vote which may not be cast by proxy. In the absence of a quorum, no formal action shall be taken except to adjourn the meeting to a subsequent date when a quorum may be obtained. The acts of a majority of the Trustees present at a meeting at which a quorum is present shall be the acts of the Board of Trustees, except as may be otherwise specially provided by statute or by the Articles of Incorporation or by these Bylaws. Voting on motions and other business shall be done either by voice vote or show of hands or as otherwise permitted hereunder.

Section 5.6. Participation by Telephone. One or more Trustees may participate in any meeting of the Board of Trustees, or of any committee thereof, by means of a conference telephone or similar communications equipment by means of which all persons' participation in the meeting can hear one another. Participation in a meeting by such means shall constitute presence in person at such meeting.

Section 5.7. Action by Consent. Any action required or permitted to be taken at a meeting of the Board of Trustees may be taken without a meeting if a written consent setting forth the action so taken signed by all of the trustees then in office is filed with the Secretary of the Corporation.

Article 6

OFFICERS AND DIRECTOR

Section 6.1. Officers Generally. The Corporation shall have a President, Vice President, a Secretary and a Treasurer or persons who shall act as such regardless of the name or title by which they may be designated, elected or appointed and may have such assistant officers and other officers as the Board deems desirable. In addition to the powers and duties set forth in these Bylaws, each officer shall have such powers and duties as are usually related to their offices and as the Board may determine by resolution. The Governance Committee shall propose a slate of officers for the next calendar year at the regular meeting of the Board of Trustees held in the month prior to the annual meeting of the Board of Trustees. All of the officers of the Corporation shall be elected at the annual meeting of the Board of Trustees by the newly constituted Board.

Section 6.2. Term and Removal. Each officer, shall serve for a term of one year or until their successors are elected and have qualified. An officer may be elected to succeed himself/herself up to a limit of three consecutive terms (the "Officer Term Limit"), unless two-thirds of the total number of Board members vote to extend said officer's term by up to one additional (1) year (an "Extension") if such action is deemed to be in the best interest of the Corporation. If an officer reaches the Officer Term Limit with or without an Extension, one year must lapse before such officer may be re-elected to that position. Any officer may resign at any time upon written notice to the Corporation. The resignation shall be effective upon receipt thereof by the Corporation or at such subsequent time as may be specified in the notice of resignation. Any officer or agent of the Corporation may be removed at any time by the Board of Trustees, pursuant to Section 5.4, with or without cause, whenever in its judgment the best interests of the Corporation will be served by such removal. The removal shall be without prejudice to the contract rights, if any, of any person so removed. Vacancies of the officers may be filled by the Board of Trustees at any regular meeting or any special meeting called for that purpose. The Board may establish by resolution, that vacancies that occur as a result of the death or unexpected resignation of an officer shall be temporarily filled until such vacancy is permanently filled at a regular or special meeting of the Board, by existing officers or trustees of the Corporation as designated in such resolutions.

Section 6.3. President. The President shall chair meetings of the Board of Trustees and shall supervise, direct and manage the business and affairs of the Corporation subject to the policies and directions of the Board. The day-to day operations of the library shall be the duty of the Library Director.

Section 6.4. Vice President(s). The Vice President(s) shall assist the President in the performance of the President's duties and shall perform the duties of the President in the President's absence.

Section 6.5. Secretary. The Secretary shall: (i) attend all meetings of the Board of Trustees and keep accurate records thereof in one or more minute books kept for that

purpose; (ii) keep, or cause to be kept, at the principal office of the Corporation, a register showing the names and addresses of all trustees; (iii) have charge of the records of the Board and the Corporation; and (iv) perform the duties customarily performed by the secretary of a corporation and such other duties as may be assigned to him or her by the Board of Trustees.

Section 6.6. Treasurer. The Treasurer shall have charge and custody of all funds of the corporation (which shall be deposited in a bank(s) approved by the Board), shall maintain an accurate accounting system and shall present financial reports to the Board in such manner as the Board may from time to time determine.

Section 6.7. Director. The Director shall be appointed by the Board of Trustees and shall be responsible to the Board. The Director shall have sole charge of the Library under the direction and review of the Board, and subject to the policies established by the Board. The Director shall serve as a technical adviser to the Board, shall attend all Board meetings, but may be excused from closed sessions, and shall have no vote.

Article 7

INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS

Section 7.1. Right to Indemnification. The Corporation shall, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reasons of the fact that he or she is or was a Trustee of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses (including attorneys' fees reasonably incurred by such person in connection with such proceeding or threat of proceeding.

Article 8

CONFLICT OF INTEREST

Section 8.1. Fiduciary Duty. Trustees, officers and other persons engaged in the management of the Corporation occupy positions of fiduciary trust and are obligated to discharge their duties in good faith and with undivided loyalty to the Corporation. They shall act in the course of their duties solely in the Corporation's best interests without regard to the interests of any other organization or person with which they are related or associated and shall abstain from taking part in any transaction or exploiting any opportunity if they cannot act with undivided loyalty to the Corporation.

Section 8.2. Disclosure. Trustees, officers and other persons engaged in the management of the Corporation shall disclose the material facts regarding (i) any interest, or any interest of an immediate family member, in any grantee of the Corporation or in any organization or person furnishing property, goods or services to the Corporation or

otherwise engaged in a transaction with the Corporation; (ii) any transaction involving the organization in which they have an interest; (iii) any opportunity within the scope of the Corporation's activities that they or members of their immediate family wish to exploit; and (iv) any interest in any organization having a mission directly or indirectly in conflict with the Corporation's mission.

Section 8.3. Approval Required. The Corporation shall not enter into any transaction required to be disclosed under Section 11.2 unless it is approved by the Board of Trustees. No Trustee, officer or other person engaged in the management of the Corporation shall exploit any opportunity within the scope of the Corporation's activities without the approval of the board.

Section 8.4. Abstention. Any Trustee, officer or other person engaged in the management of the Corporation seeking the approval required by Section 11.3 shall abstain from the consideration of, and voting on, the transaction or opportunity presented to the Board for approval, except to disclose the transaction or opportunity and answer questions about it. Any Trustee so abstaining may be counted in determining the presence of a quorum.

Section 8.5. Definitions. The term "organization" includes without limitation any agency, entity, company, association, firm or other group, whether governmental or nongovernmental, and whether operated on a for-profit or nonprofit basis. The term "interest" includes without limitation any position as owner, officer, board member, partner, member, employee, contractor, consultant or beneficiary, but shall not include the ownership of less than five percent of the outstanding voting securities of a publicly held company. The term "immediate family" means parents, spouse, children and grandchildren.

Article 9

MISCELLANEOUS PROVISIONS

Section 9.1. Annual Reports. The Board, in conjunction with the Library Director, shall prepare a year-end statement of the moneys received by the Library from any municipality and the dispositions made thereof. Such report shall contain an itemized statement of all receipts from whatever source, and expenditures, and shall show the condition of the Library, the number of volumes, maps, pamphlets and other materials, the number added by purchase, gift or otherwise, the number lost or withdrawn, the number of registered borrowers and readers and a statement of the circulation of material, with such other information and suggestions as may seem desirable. Such report shall be submitted to the appropriate Municipal Officers of all municipalities aiding in the support of the Library as well as the State Library in Harrisburg.

Section 9.2. Books and Records. The Corporation shall keep an original or duplicate record of the proceedings of the Board of Trustees and a copy of these Bylaws, including all amendments hereto to date, certified by the Secretary of the Corporation.

The Corporation shall also keep appropriate, complete and accurate books or records of account. The records provided for herein shall be kept at either the registered office of the Corporation in this Commonwealth or at its principal place of business wherever situated. All books and records may be inspected by anyone for any purpose at any reasonable time.

Section 9.3. Audit of Accounts and Financial Records. The accounts and financial records of the Library, which shall be kept by the Treasurer, shall be audited by a public accountant every three fiscal years.

Section 9.4. Fiscal Year. The fiscal year of the Corporation shall coincide with the calendar year, beginning January 1st and ending December 31st.

Section 9.5. Amendment of Bylaws. Amendments to these Bylaws may be proposed to the Board by a group of at least four members of the Board of Trustees. Unless otherwise stated herein, these Bylaws may be altered, amended, repealed or supplemented by an affirmative vote of two-thirds (2/3) of the Board at any meeting of the Board, providing that notice of the proposed change has been included in the notice of the meeting.

Section 9.6. Dissolution. In the event of dissolution of the Corporation, whether voluntary or involuntary, the Corporation shall adhere to the laws of the Commonwealth of Pennsylvania regarding the dissolution of a non-profit organization. Payment or provision for payment of all liabilities shall be made and, to the extent allowed by law, the assets of the Corporation shall be disposed of exclusively for the purposes of the Corporation in such manner or to such organizations as are organized and operated exclusively for charitable, educational, religious or scientific purposes and which qualify as exempt under the Internal Revenue Code (or corresponding provision of any future United States Internal Revenue Law). At no time upon dissolution shall the assets of the Corporation be distributed to any private shareholders or private members.

**RESOLUTION ADOPTING
AMENDED AND RESTATED BYLAWS
BY THE BOARD OF TRUSTEES**

It is resolved, on this 13th day of April 2020, that the Board of Trustees of The Free Library of New Hope and Solebury hereby approves and adopts the Amended and Restated Bylaws presented at the meeting of the Board of Trustees on this date as the Bylaws of this Library.

It is further resolved that the Bylaws be authenticated as such by the Secretary of this Library and placed in its minutes records, and that a true copy of these Bylaws, certified by the Secretary, be kept at the Library by the Library Director for inspection by the general public at all reasonable times during business hours.

It is further resolved that the President and Secretary are hereby authorized to sign the Bylaws with any and all other necessary documentation and to officially file the same according to law.

Ken Ciri

/s/ President

Elizabeth J. ...

/s/ Secretary

Douglas B. ...

/s/ Trustee

... Dan ...

/s/ Trustee

Julia ...

/s/ Trustee

Dr. Michael McKenna

/s/ Trustee

Joanne Reszka

/s/ Trustee

Christopher K. Whitney

Trustee

Colin ...

Trustee