

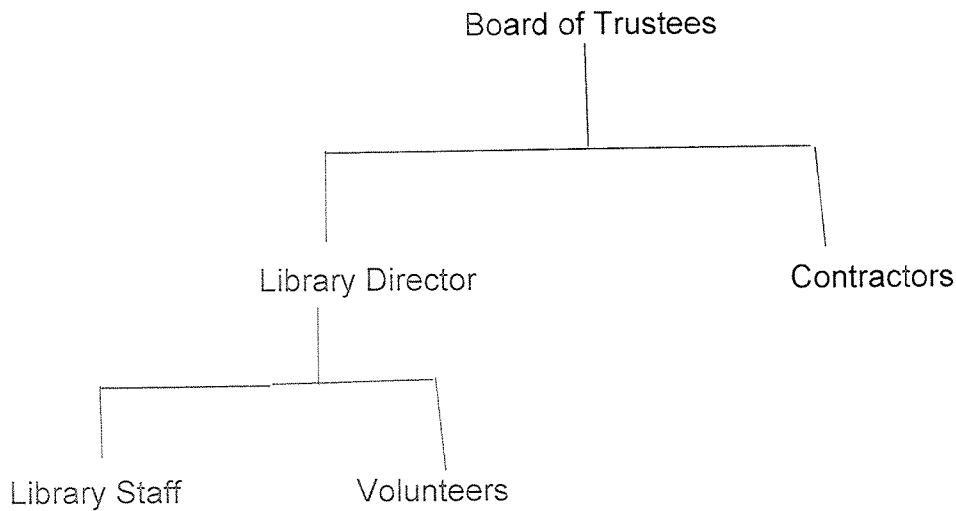
Free Library of New Hope and Solebury
Governance Policy
Organization Chart

Policy Statement

The Free Library of New Hope and Solebury maintains a defined organizational structure to ensure that library operations run smoothly.

Regulations

The organizational chart is shown below.



The roles and responsibilities of the Board of Trustees and Library Director are as defined by the Commonwealth Libraries Trustee Handbook.

The Library Director, Board committee members, and all independent contractors (Bookkeeper, cleaning and maintenance contractors, repair contractors) report to the Board of trustees, which has sole responsibility for hiring, firing, and contracting with them.

All staff and volunteers concerned with day-to-day library operations report to the Library Director, who has sole responsibility for hiring, firing, and contracting with them.

The Board of Trustees and Library Director will adhere to the Personnel Policy and Volunteer Policy adopted by the Board of Trustees.

Free Library of New Hope and Solebury
Governance Policy
Location and Hours

Policy Statement

The Free Library of New Hope and Solebury maintains scheduled service hours at its location for the convenience of the public.

Regulations

The Free Library of New Hope and Solebury is located at 93 West Ferry Street in New Hope, Pennsylvania.

During scheduled service hours, the library may be contacted by phone or email as well as in person. Outside of scheduled service hours, basic information about location and hours may be found at the library website or on a recorded message reached through the library phone number.

The library's hours of operation are:

Monday, Tuesday, and Wednesday 10:00 AM to 7:00 PM
Thursday, Friday, and Saturday 10:00 AM to 5:00 PM

The library may also be open for special events at other times. These special events will be advertised in a wide variety of media as appropriate.

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Microfilm Number _____

Filed with the Department of State on _____

ity Number 2013817

Christopher A. Lewis

Secretary of the Commonwealth

STATEMENT OF SUMMARY OF RECORD

DSCB:15-1311/5311/9305 (Rev 90)

- Business Corporation (15 Pa.C.S. § 1311)
- Nonprofit Corporation (15 Pa. C.S. § 5311)
- Professional Association (15 Pa.C.S. § 9305)

In compliance with the requirements of the applicable provisions of 15 Pa.C.S. (relating to corporations and unincorporated associations) the undersigned association hereby states that:

1. The name of the association is: The Free Library of New Hope and Solebury

2. The (a) address of this association's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) <u>93 West Ferry Street</u>	<u>New Hope</u>	<u>PA</u>	<u>18938</u>	<u>Bucks</u>
Number and Street	City	State	Zip	County

(b) c/o: _____
 Name of Commercial Registered Office Provider _____ County _____

For an association represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the association is located for venue and official publication purposes.

3. The statute by or under which it was incorporated or formed is: The act of Assembly of the Commonwealth of Pennsylvania entitled "An Act to provide for the Incorporation & Regulation of certain Corporations" approved April 29, 1874, P.L. 73.

4. The association was originally incorporated or formed on: April 2, 1918

(Date)

under the following name: The Free Library of New Hope and Solebury

The association was incorporated or formed by (check and complete one of the following):

Special act as set forth in Paragraph 3 above.

Decree of: Bucks County Court of Common Pleas
(Name of Court)

entered on: April 2, 1918
(Date)

Letters patent duly granted on: _____
(Date)

Filing of: _____
(Articles of Incorporation, Association, etc.)

in the: Bucks County Courthouse, Doylestown, Pennsylvania, 18901 (Recorder of Deeds)
(Name of Department of State or other public office)

The original Articles were recorded on April 5, 1918 in the following (Date)

place: Bucks County Recorder of Deeds, Doylestown, PA 18901 Book #47 Pg. #167

6. (Check, and if appropriate complete, one of the following):

This statement is being delivered to the Department of State contemporaneously with amended and restated Articles of the association as set forth in Exhibit A attached hereto and made a part hereof.

The currently effective Articles of the association are filed or recorded as follows and the text of such currently effective Articles is set forth in full in Exhibit A attached hereto and made a part hereof. (except any of such text which appears of record in the Department of State, which text is incorporated herein by reference to the records of the Department pursuant to 19 Pa. Code § 13.6 (relating to incorporation by reference)):

Amended and restated Articles of the association which include all the information required to be set forth in the Articles of a Professional Corporation are set forth in Exhibit A attached hereto and made a part hereof.

7. (Check, and if appropriate complete, one of the following):

The association has never adopted any name other than its original name and its current name.

Each name by which the association was known, other than its original name and its current name, and the date or dates on which each change of name of the association became effective, are as follows:

Name

Effective Date of Adoption

IN TESTIMONY WHEREOF, the undersigned association has caused this Statement of Summary of Record to be signed by a duly authorized officer thereof this 13th day of March, 1991.

The Free Library of New Hope and Solebury

(Name of Association)

BY:

[Handwritten Signature]

(Signature)

TITLE:

[Handwritten Title]

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 by 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.

* See Sunshine Law addendum at the end of bylaws as
a separate document.

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