

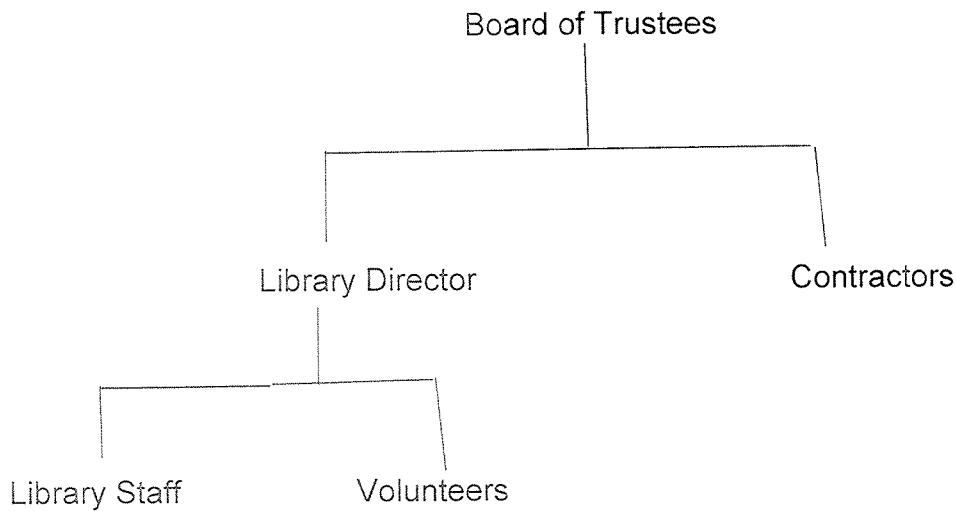
Free Library of New Hope and Solebury  
**Governance Policy**  
Organization Chart

**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.

9115 575

Microfilm Number \_\_\_\_\_

Filed with the Department of State on MAR 18 1991

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 1<sup>st</sup> 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.

\* 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

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 1<sup>st</sup> and ending December 31<sup>st</sup>.

**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.

*Ben Ari*  
/s/  
\_\_\_\_\_  
President

*Elysha John*  
/s/  
\_\_\_\_\_  
Secretary

*Douglas Bunker*  
/s/  
\_\_\_\_\_  
Trustee

*Dr. Dan*  
/s/  
\_\_\_\_\_  
Trustee

*Julia Kom*  
/s/  
\_\_\_\_\_  
Trustee

*Dr. Michael McKenna*  
/s/  
\_\_\_\_\_  
Trustee

*Joanne Rozta*  
/s/  
\_\_\_\_\_  
Trustee

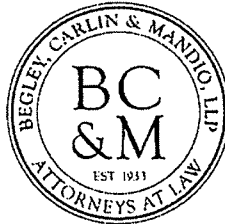
*Christopher K. Whitney*  
\_\_\_\_\_  
Trustee

*Colin Myer*  
\_\_\_\_\_  
Trustee



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DOUGLAS C. MALONEY  
THOMAS J. PROFY, IV\*†  
FRANCIS X. DILLON  
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STEVEN M. JONES  
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SEAN M. GRESH  
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October 19, 2021

**PRIVILEGED AND CONFIDENTIAL ATTORNEY/CLIENT COMMUNICATION**

The Board of Trustees of the  
Free Library of New Hope & Solebury  
93 West Ferry Street  
New Hope, PA 18939

***RE: Independent Libraries that Choose to  
Follow Pennsylvania's Sunshine Law***

Dear Board of Trustees:

This letter is to provide a general summary of the principal requirements of Pennsylvania's Sunshine Act. As you are aware, it is my opinion that under current court interpretations of the Sunshine Act, the Free Library of New Hope-Solebury, as an independent library, is not subject to the Act. However, I understand that the Library is considering abiding by the Act voluntarily because its Board meetings are already open to the public. The Act's general requirements are described below. Please note that when agencies which are subject to the Act fail to follow it, the business that has previously been transacted at meetings may be voided. Also note that Board members subject to the Act may not realize that certain group e-mail discussions of a quorum of members can violate the Act.

As you know, the Sunshine Act ("the Act") requires public agencies to 1) hold meetings that are open to the public and 2) to follow certain other requirements in advance of and during meetings. The Act is triggered for these agencies when a quorum will be present and when meetings are held for the purpose of taking official action or deliberation.

***Deliberating***, as applied under the Act, means any discussions of "Board/agency business" for the purpose of making a decision. Discussions which are purely the sharing of information do not qualify as deliberating.

The Board of Trustees of the  
Free Library of New Hope & Solebury  
October 19, 2021  
Page 2

**Official Action** by a board, as applied under the Act, means any one of the following:

- A decision on “Board/Agency business”;
- Establishment of policy by a board; or
- Any vote taken by a board.

Assuming that deliberation or official action takes place at scheduled Library Board meetings, the following would be adhered to if the Board decided to follow the Sunshine Act voluntarily.

### **Public Notice of the Meeting**

The Act calls for advanced publishing of the meeting place, date and time in a newspaper of general circulation in the municipality in which the meeting will be held. (The *Intelligencer* would suffice for the Library). Notice of the first regular meeting (of the calendar year or fiscal year) must run at least three days in advance of the meeting and must include a schedule of a board’s remaining regular meetings for the year. Special meeting or rescheduled regular meeting notices must run at least 24 hours in advance.

### **Public Notice of the Agenda and Keeping of Minutes**

As you are likely aware, recent changes to the Sunshine Act require posting of a board’s public meeting agenda on the organization’s website no later than 24 hours in advance of a board’s public meeting. Furthermore, the agenda must include a listing of each matter of board business that will be, or may be, the subject of deliberation or official action at the public meeting. In addition, the agenda must be posted at the location of the meeting, at the principal office of the organization, and must be available to all individuals who attend the board meeting, including members of the public present.

In the event that a matter considered to be “de minimis” or to be an emergency arises within 24 hours before a scheduled board meeting, a change to a previously published agenda may be made during a board meeting. Also, a change may be made by a majority vote of the individuals present even if the matter is not “de minimis” or not an emergency. In either case, a board must post the amended agenda on the organization’s website no later than the next business day.

Regarding a record of deliberation or official action at board meetings, the Sunshine Act requires that minutes be taken and kept. However, the minutes do not need to be published. The minutes must include the following: the date, time, and place of the meeting; the names of the board members present; the substance of all official action taken; a specific record of individual votes if a roll call vote is taken; and the names of all citizens who commented publicly at the meeting.

The Board of Trustees of the  
Free Library of New Hope & Solebury  
October 19, 2021  
Page 3

### **Votes Publicly Cast and Audio or Video Recording**

Votes by board members are cast publicly in a manner that allows citizens in attendance to determine how individual members voted. Furthermore, meetings can be recorded by the public.

### **Public Participation**

The residents or taxpayers of the municipality must be given an opportunity to comment on agenda matters prior to a board vote and on non-agenda matters of concern. (The length of citizen commentary may be limited as long as it's done evenhandedly). If a comment period on a particular matter before a board runs too long, a board may defer the comment period along with the official action related to the matter until the next meeting.

### **Executive Sessions**

For agencies subject to the Act, matters relating to any of the following may be discussed in a non-public Executive Session:

- employment, appointments, termination of appointments, discipline of public officers
- strategy sessions related to labor relations, collective bargaining or arbitration
- consideration of the purchase or lease of real property up until the time an agreement is reached
- consultation with professionals regarding litigation
- information subject to privilege or confidentiality by law
- public safety or emergency preparedness

Please note that organizations subject to the Act must announce the occurrence of Executive Sessions and the categories of information discussed. The announcements should be made at the public meeting immediately prior to or subsequent to the Executive Session. Furthermore, pursuant to the Act an employee may request that an employment matter which could potentially adversely affect his/her rights be discussed at the public meeting.

Please advise if you have additional questions.

Very truly yours,



Katharine J. Weeder

KJWsls

## Free Library of New Hope and Solebury Investment Policy Document

### 1. Purpose

1.1 This document establishes guidelines for the management of the invested assets of the Free Library of New Hope and Solebury. It is the Library's intention to invest its funds in a manner that will preserve the long-term, real purchasing power of its assets while providing a sustainable and growing stream of annual distributions in support of the Library.

### 2. Scope

2.1 The Investment Policy applies to all invested assets of the Free Library of New Hope and Solebury. These assets are accounted for in the various funds of the Library and include the endowment, separately held restricted funds, special savings accounts, capital project funds, and any new funds that may be established by the library in the future.

### 3. Responsibility

3.1 It is the role of the Trustees of the Library to manage the financial matters of the library. The Finance Committee shall make recommendations to the Board regarding investment actions but the Board must approve all investment decisions (except as noted below in Section 7.5 regarding rebalancing). The Chair of the Finance Committee (or other appointed Finance Committee member) is responsible for the implementation of the investment program and the establishment of procedures consistent with this policy and shall act only in accordance with the wishes of the Board as described in this document.

3.2 Should the Board, at some future time, wish to retain an Investment Advisor to manage the investment portfolio, said Investment Advisor shall act only in accordance with the wishes of the Board as described in this document.

### 4. Review

4.1 The Investment Policy shall be reviewed by the Finance Committee regularly as needed.

4.2 Changes to this Investment Policy Document may be made only upon approval by the Board of Trustees.

### 5. Prudence

5.1 The standard of prudence to be used under this policy shall be the "prudent person rule," which states: Investments shall be made with judgment and care, under circumstances then prevailing, which persons of prudence, discretion and intelligence exercise in the management of their own affairs, not for speculation, but for investment, considering the probable safety of their capital as well as the possible income to be derived.

### 6. Allowable Investments

6.1 Stock Mutual Funds, both domestic and international, which hold listed, liquid equity securities.

6.2 Bond Mutual Funds, both domestic and international, which invest in investment-grade fixed income securities.

6.3 Money market mutual funds that make use of federally insured instruments.

6.4 Investments in individual stocks and/or bonds are not allowed. Nor are investments in "alternative" classes such as commodities, currencies, real estate, options, etc.

## **7. Investment Objectives**

7.1 Asset Preservation – The investment objective for the library is to preserve the long-term, real purchasing power of its assets while providing a sustainable stream of annual distributions in support of the Library.

7.2 Diversification - Diversification across and within asset classes shall be employed so as to avoid undue risk of large losses over long time periods. Investments are to be made using broadly diversified, low-cost mutual funds. Indexed funds are preferred. International investments should be included as described in Policy Limits below.

7.3 Liquidity – The investment portfolio shall remain sufficiently liquid to meet all operating requirements that might be reasonably anticipated.

7.4 Asset Allocation – The Board shall seek to attain a market average or better rate of return by establishing and maintaining an asset allocation consistent with acceptable risk and within the following Policy Limits:

Stock Funds shall be no more than 70% of total investments and no less than 50%.  
Bond Funds shall be no more than 50% of total investments and no less than 30%.  
Funds invested in non-US assets shall be no more than 30% of investments and no less than 20% respectively in both stocks and bonds.

7.5 Rebalancing - The Chair of the Finance Committee (or other appointed Finance Committee member) shall be responsible for returning investments to their selected allocation (rebalancing) at least annually or when any class has risen or fallen more than 5% from its target allocation. Such rebalancing does not require the prior approval of the Board.

7.6 Minimization of Costs – All attempts shall be made to minimize the costs of financial transactions related to implementing investment strategies.

## **8. Ethics and Conflicts of Interest**

8.1 Officers and employees involved in the investment process shall refrain from personal business activity that could conflict with the proper execution and management of the investment program, or that could impair their ability to make impartial decisions. Employees and investment officials shall disclose any material interests in financial institutions with which they conduct business. They shall further disclose any personal financial or investment positions that could be related to the performance of the investment portfolio. Employees and officers shall refrain from undertaking personal investment transactions with the same individual with which business is conducted on behalf of their entity.

8.2 Transparency of all financial transactions and investments are required. The Board of Trustees will require the Chair of the Finance Committee to provide monthly reports and to address the Board at least semi-annually on the state of the library's investments.

**9. Gifts of Stock**

9.1 Should the Library receive gifts of stock certificates, the Treasurer will arrange to sell such shares within five (5) business days and reinvest the proceeds in allowable investments following the recommendation of the Finance Committee and approval by the Trustees.

**10. Reporting**

10.1 The Chair of the Finance Committee shall distribute financial reports monthly to the Board of Trustees detailing the performance of its investments. At least semi-annually, the Finance Committee will provide a summary that provides a clear picture of the status of the current investment portfolio and make any recommendations on investment policy changes.

**11. Adoption**

11.1 This Investment Policy must be distributed to all persons conducting investment business for or on behalf of the Library.

Approved by the Board of Trustees, July, 2017

## The Free Library of New Hope and Solebury

**Governance**

## Gift Acceptance Policy

The Free Library of New Hope and Solebury (the "Library") actively solicits and accepts gifts, grants and other contributions, financial and otherwise, to further the mission of the organization. The following gift acceptance policy applies to all gifts made (or proposed to be made) to the Library, with exception of those gifts concerning the Library's collection governed by Collection Management Policy 3 (CM3):

**I. Gift Policies****A. Acceptance of Restricted and Unrestricted Gifts**

Unrestricted gifts shall be encouraged unless (a) the donor indicates that he or she is only willing to make a restricted gift, or (b) the option of a restricted gift will otherwise significantly increase the chances of obtaining a gift from the donor. The Library reserves the right to determine how a gift will be credited and/or recognized.

**B. Retention of Gifts**

In the event that the Library chooses to retain any gift for its use, it is not obligated to retain that gift for an indefinite period of time and may sell or otherwise dispose of such gift at any time without prior notice or approval of the donor.

**C. Gift Valuations**

The Library shall follow accepted guidelines for the valuation of gifts such as stock, real estate, personal property, and life insurance that require specific methods of valuation for the protection of both the donor and the Library.

Should they be accepted by the Library, gifts of art, furniture, books, stamps, coins, and other collections must have values assessed by properly accredited independent appraisers retained by potential donors for appropriate gift tax credit. The Library shall acknowledge receipt of such properties, but is not required to verify values.

Valuation of a Gift-in-Kind is the responsibility of each donor and not the Library.

**D. Donor Information**

Information about gifts and donors, including but not limited to donor names and the nature, amounts or conditions of gifts, will be held in strict confidence by the Library, with the exception of the publication of relevant information for donor recognition. All donor requests for confidentiality will be honored, except to the extent that the Library is required by law to disclose the identity of donors.

**E. Refusal of Gifts**

The Library reserves the right to refuse any gift, financial or otherwise, that (a) does not enhance, promote, and further the purpose of the Library, or the long-range financial viability or strategic plan of the organization; (b) contains unreasonable conditions as part of its acceptance, as determined by the Library's Board of Trustees (the "Board"); (c) violates any federal, state or local statute or ordinance; or (d) could expose the Library to liability.

**F. Professional Advice and Fees**

Prospective donors are strongly encouraged in all cases to consult with their own independent legal and/or tax advisors about proposed gifts, including tax and estate planning implications of the gifts. To avoid conflicts of interest, the unauthorized practice of law, the rendering of investment advice, or the dissemination of income or estate tax advice, all donors acknowledge that neither the Library nor any of its representatives is acting as a professional advisor, rendering opinions on the gift. All information concerning gift planning from the Library or its representatives is to be for illustrative purposes only and is not to be relied upon in individual circumstances. The Library may require a letter of understanding from a donor of a property gift, along with proof of outside advice being rendered, before such a gift will be accepted.



Prospective donors shall be responsible for their own legal, accounting, appraisal, transportation and other fees related to gifts given to the Library, unless the Board expressly agrees otherwise. The Library retains the right to solicit its own professional advice in connection with a proposed gift, at its own cost.

### G. Dedication Opportunities

In capital or other fund-raising campaigns approved by the Board to allow it, donors at designated levels will have the opportunity to use their gift to designate a permanent dedication. These dedications are subject to the following guidelines:

- A minimum of 60% of the gift must be paid to the Library before the dedication is formally recognized.
- Unrelated individuals shall not combine their gifts to reach a designated level for a dedication.
- Related individuals (families) may combine gifts to reach a designated level and make a Family Dedication.
- Donors will receive public recognition of their gifts at all levels. Donors may select to have their gift or gift amount remain anonymous.

## II. Types of Gifts

A. Cash Gifts. Unrestricted, outright gifts of cash, check, or via credit card do not require Board approval and are encouraged. These gifts are accepted by the Library Director or Treasurer and administered through the Treasurer. A donor may make a pledge over a designated period of time if such an arrangement is desired.

### B. Non-Cash Gifts

#### a. Gifts of Stock/Securities

Gifts of stock and securities will be accepted only when it is reasonably expected they can be converted into cash within a reasonable period of time. Such gifts do not require Board approval and will be sold at the discretion of the Library, whose intent will be to convert stock and securities to cash at the earliest opportunity, keeping in mind current market conditions or any other relevant considerations.

Donors of marketable securities are required to complete a transfer authorization document available from the Treasurer.

Gifts of securities will be acknowledged to the donor at the value received into the account, as of the day received (after commission and fees).

**b. Gifts of Real Estate and Certain Other Gifts**

Prior approval of the Library's Board must be obtained before the closing of any Library-administered agreement under which real estate or any interest in real estate or property is involved. The Library anticipates in most instances that it will sell the property rather than hold it; however, the Board may also retain donated property if doing so would aid in the accomplishment of the mission of the Library.

Before accepting this type of gift, the Library will perform appropriate due diligence reviews, including a title search and Phase I environmental review. Any expenses will be paid from the proceeds of a sale of the property or will generally be borne by the donor.

Property encumbered by a mortgage or other indebtedness cannot normally be accepted as a gift unless the donor agrees to assume all carrying costs until the property is liquidated or other arrangements acceptable to the Library are made. For example, exceptions to this general guideline may be made at the discretion of the Board when the value of the property exceeds the anticipated exposure, or will produce income, or will be used by the Library in its programs.

**c. Gifts of Personal Property Valued Over \$5,000**

Any gifts of personal property valued at \$5,000 or more must be approved by the Board and the cost of any qualified appraisal necessary as a result of such gift shall be paid by the donor.

**d. Gifts of Stock in Privately Owned Companies and Partnerships**

Donors wishing to make gifts of stock in a closely held corporation or S Corporation or a gift of a partnership interest must have it valued by a qualified independent accountant or appraiser prior to making the contribution and such a gift is subject to approval by the Board. If the stock is immediately marketable, it will be sold. Otherwise, it will be held by the Library until it may be redeemed or sold for cash. Generally, the Library

does not accept gifts of general partnership interests due to potentially unlimited liability.

**e. Life Insurance Policies and Gifts Naming Multiple Beneficiaries**

Gifts of permanent life insurance policies for which the Library is named as owner (or in which the Library is assigned ownership) or gifts naming multiple beneficiaries (of which the Library is one) may be accepted at the discretion of the Board under favorable circumstances as determined by the Board.

**III. Exceptions and Amendments**

Any exceptions to this gift acceptance policy may be made only in exceptional circumstances, on an individual basis, and shall require the approval of the Board. Amendments to this policy may be made only by majority vote of the Board.

Approved by Board of Trustees - January 21, 2015