NORTH WALES MEMORIAL FREE LIBRARY ASSOCIATION
A NONPROFIT CORPORATION

BYLAWS

Article I. Name

Section 1. The name of the corporation shall be the North Wales Memorial Free Library Association.

Section 2. The place in this State where the principal office of the corporation (the Library Building) is to be located is the Borough of North Wales, Montgomery County, Pennsylvania.

Section 3. The location of the registered office of this corporation is stated in the Articles of Incorporation. Such office will be continuously maintained in the Commonwealth of Pennsylvania for the duration of this corporation. The Board of Directors may, from time to time, change the address of its registered office by duly adopted resolution and amend its Articles or file the appropriate statement with the Department of State.

Article II. Purposes

The corporation is incorporated under the Nonprofit Corporation Law of the Commonwealth of Pennsylvania for the following purpose or purposes:

Section 1. The purpose or purposes for which the corporation is organized are to receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, literary, or educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

Section 2. No part of the net earnings of the corporation shall inure to the benefit of any Director of the corporation, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no Director or officer of the corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publication and distribution of statements), any political campaign on behalf of any candidates for public office.

Section 3. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

Section 4. Upon dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to charitable, religious, scientific testing for public safety,
literary, or educational organizations, which would then qualify under provisions of section 501(c)(3) of the Internal Revenue Code and its Regulations as now exist or as they may hereafter be amended.

Section 5. The primary purpose of the North Wales Memorial Free Library Association, a nonprofit corporation, is to maintain a free, public, nonsectarian library and community center for the benefit of the residents of the Borough of North Wales and the North Penn Region.

Article III. Membership

Section 1. Any resident of Pennsylvania may become a member, free of dues, by complying with the registration requirements as adopted and amended from time to time by the Board of Directors.

Section 2. North Wales Borough residents are reported to the Commonwealth as one class of members, and all other nonresidents are reported as a separate class.

Section 3. Members of the Library shall not become members of the Corporation, which, in accordance with the Articles of Incorporation, shall have no members.

Article IV. Board of Directors

Section 1. The Board of Directors shall consist of ten (10) members, who shall reside in or have their business in the Borough of North Wales or who have an interest in the Library.

Section 2. Eight (8) members of the Board shall be elected by the Board and two (2) members of the Board shall be appointed by the Borough of North Wales upon the recommendation of the Board. The term of each member of the Board shall be three (3) years, beginning January first of the year in which such term begins. The terms of not more than one-third (1/3) of the members of the Board shall expire in any one year, except that every third year, the terms of four members of the Board shall expire. At its annual meeting in January, the Board shall vote to elect or recommend appointment to Board positions that have expired December 31 of the preceding year.

Section 3. Any vacancy occurring on the Board may be filled at the following meeting by majority vote of the attending members of the Board for the unexpired term of the member whom he or she succeeds.

Section 4. The business affairs of the corporation shall be managed by a Board of Directors.

Section 5. Five (5) members of the Board shall be necessary to constitute a quorum for the transaction of business.

Section 6. In the event a Board member shall neglect or refuse to attend at least six (6) regular meetings per calendar year, unless detained by sickness or by necessary absence from the area, the remaining Board members may declare his or her office as a Director vacant.

Article V. Election of Board of Directors

Section 1. The President, at the regular November meeting, shall appoint a nominating committee consisting of three (3) Board members, who shall report a list of candidates for the Board at the December meeting, to be elected at the Annual Meeting in January.
Section 2. Board members shall be elected for a three (3)-year term and shall be eligible for reelection.

Section 3. Vacancies on the Board may be filled by the remaining Board members. An elected successor shall hold office for the unexpired term.

Article VI. Meetings

Section 1. The Annual Meeting of the Corporation shall be held at a place determined by the Board on the second (2nd) Monday of January of each year at 7:00 p.m. for the purpose of electing Board members and for such other business as may come before the meeting.

Section 2. At each Annual Meeting of the Corporation, the officers shall present a report, setting forth their actions in detail during the preceding year together with a full statement of the financial condition of the Corporation to be submitted by the Treasurer and a complete report by the Librarian.

Section 3. Regular meetings of the Board of Directors shall be held on the second (2nd) Monday of each month at 7:00 p.m. at a place determined by the Board or at such other time as a majority of Board members may agree upon.

Section 4. The President shall call a special meeting of the Board whenever he or she shall deem it necessary or upon the written request of five (5) members of the Board.

Section 5. Attendance of a Director at any meeting of the Board of Directors will constitute a waiver of notice of such meeting, except when the Director attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

Article VII. Officers

Section 1. Officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer, elected from the Board of Directors.

Section 2. The officers shall be elected at the regular meeting, immediately following the Annual Meeting of the Corporation, and shall serve for a term of one year and may be reelected for an unlimited number of one-year terms.

Section 3. At the December meeting, the President shall appoint three (3) Board members as a nominating committee, which shall prepare a slate of officers to be announced at the January meeting. Other nominations may be made from the floor. The election of officers shall take place at the January meeting.

Section 4. Vacancies in office shall be filled by election for the unexpired term by the Board.

Article VIII. Duties of Officers

Section 1. The President shall preside at all meetings of the Board of Directors, appoint all committees unless otherwise ordered by the Board, and perform all the duties incident to the office and such other duties as may be provided in these By-Laws or as may be prescribed from time to time by the Board.
Section 2. The Vice President shall assume and discharge the duties of the office of the President in the absence or disability of, or when called upon by, the President.

Section 3. The Secretary shall keep full and correct records of the proceedings of all the meetings of the Board of Directors and of the Corporation and keep a list of the Board members. The Secretary or other officer shall notify each Board member of all special meetings at least two (2) days before the said meeting, stating the time and purpose of such meeting.

Section 4. The Treasurer shall receive and deposit all funds received by the Corporation or, upon Board approval, shall delegate such duties to such person(s) as the Treasurer selects. The Treasurer shall submit, at all meetings of the Board of Directors, a full and detailed account of all receipts and disbursements and shall pay all bills and expenses properly approved or, upon Board approval, shall delegate such duties to such person(s) as the Treasurer selects. No Board approval shall be required for payment of budget items in the amount of $500 or less or of regularly occurring bills and expenses.

Article IX. Committees

Section 1. There shall be no standing committees, but special committees for the study and investigation of special problems may be appointed by the president if instructed to do so by a majority vote of the Board. Such committees shall serve until the completion of work for which they were appointed or until they are discharged.

Article X. The Director

Section 1. The Library Director shall be a Librarian or Library Coordinator appointed by the Board of Directors and have sole charge of the administration of the Library under the direction and review of the Board.

Section 2. The Board of Directors shall prescribe the duties and fix the compensation of the Director.

Section 3. The Library Director shall be responsible for the care of the Library building and equipment, for the direction of the staff, for the efficiency of the Library’s service to the public, and for the operation of the Library under the financial conditions set forth in the annual budget.

Section 4. The Library Director has the authority to appoint all full-time, part-time, or temporary employees, upon approval of the Board. Compensation agreed upon shall be prescribed by the Board.

Section 5. The Director may be dismissed by the Board of Directors for cause deemed sufficient for dismissal, including *dereliction of duties as defined by the Board. Dismissal of the Director must be an action approved by a two-thirds (2/3) majority vote of all Board members.*

Section 6. The Director shall certify to the correctness of all bills before their approval by the Board for payment by the Treasurer or his or her designee and shall attend all meetings of the Board except those at which the appointment is to be discussed or decided.

Article XI. Salaries

Section 1. The officers and members of the Board of Directors shall receive no salaries.
Article XII. Order of Business

Section 1. The conduct of meetings shall be in accordance with Robert’s Rules of Order, unless otherwise provided in these By-Laws.

Article XIII. Voting

Section 1. A majority of all the members of the Board present at any meeting shall be necessary for the adoption or passage of any resolution, order, or motion. The President may vote on proposals and may offer motions.

Article XIV. Hearing

Section 1. If charges are preferred against any officer or employee of the Corporation, he or she shall have the right to an investigation and a hearing before the Board, who shall have the right to make a final determination with respect to such charges.

Article XV. Adoption of Amendments

Section 1. These By-Laws may be amended by a vote of two-thirds (2/3) of the Board members present at a regular meeting of the Board, provided that a constituted quorum is present and the notice of such proposed action is submitted in writing with the call for the Board meeting, at which the amendment(s) shall be presented for consideration.

Section 2. Adopted by the incorporators on October 5, 1978, at North Wales Pennsylvania. Revised by the Board of Directors as to Article IV, Section 1; Article IV, Section 2; Article IV, Section 5.

Section 3. Amended by the Board of Directors on April 6, 2009, as to Article III, Sections 1, 2, 3, and 4; Article IV, Section 1; Article VI, Sections 1, 3, and 4; Article VIII, Sections 3 and 4; and Article X in its entirety.

Printing Date: January 10, 1996

Amended: April 6, 2009

Revised: June 24, 2009