

THE LOWER MERION LIBRARY SYSTEM BY-LAWS

I. Members of the System

The Lower Merion Library System, a non-profit Pennsylvania corporation provides library service for Lower Merion Township. The members of the Lower Merion Library System consist of the following libraries, each a non-profit Pennsylvania corporation:

Ardmore Free Library
Bala Cynwyd Memorial Library
Belmont Hills Public Library
Gladwyne Free Library
Ludington Public Library and
Penn Wynne Library

II. Corporate Purpose

The member libraries hereby reaffirm the charter purposes as set forth in the Certificate of Incorporation of the Lower Merion Library Association granted by the Court of Common Pleas of Montgomery County, November Term 1935, and indexed to No. 19 Miscellaneous Docket #17, reading in part: "To establish and maintain in the Township of Lower Merion, Montgomery County, Pennsylvania, a public library and branches to be operated as a non-sectarian library available at all times to residents of Lower Merion Township and to be available without cost ...".

Each member library by its approval of these by-laws affirms its policy to operate as an integral unit in the Township-wide library service, granting to the Lower Merion Library System Board power to determine uniform policies binding upon each member library and to make such administrative and executive decisions likewise binding upon each member library.

III. Management of the System-Directors

1. **Management**: The management of the System shall be entrusted to a Board of Directors. Each member library is represented by an individual Board of Trustees.

2. **The Board of Directors**: Membership of the LMLS Board of Directors shall consist of up to eleven (11) members. One member will be nominated by each member library; one member appointed by the Board of Commissioners of the Township; one elected at-large member approved by the Township Board of Commissioners, and up to three members-at-large, proposed by the Nominating Committee and elected by a two-thirds majority of the System Board of Directors.

Each library shall nominate one candidate for Director, who, upon election, shall represent that library board only as long as he or she is a member in good standing of the local

library board which he or she represents. Directors representing member libraries are recommended to have at least two years' experience on the local board.

Every January of even years the President of the Board of Commissioners of the Township shall appoint to LMLS one Commissioner who is the Chairperson of the Library Committee of the Board of Commissioners. The Vice-Chairperson of the Board of Commissioner's Library Committee will be the alternate Commissioner Representative to LMLS. The Commissioner Representative shall be the de facto Vice-President of the LMLS Board of Directors. Both the Commissioner Representative and the Commissioner Alternate serve at the pleasure of the Board of Commissioners which shall fix their terms of office.

There shall be up to four (4) at-large members of the Board. The at-large member representing the Board of Commissioners shall be recruited and selected by the Library System Board, recommended to the Board of Commissioners, and elected upon approval by the Board of Commissioners. The term of office for all members-at-large shall be two years, and he or she may succeed him or herself for two additional two-year terms, that is, a total of six consecutive years.

In addition to the normal duties of a System Board member, the representative of a local library shall attend his or her local library board meetings, report to the local board on LMLS matters and to the LMLS on local library matters. The appointed Commissioner member shall report to the Board of Commissioners on LMLS services and budget needs. At-large members, including the Commissioner at-large member, are expected to advocate for the community as a whole at board meetings and to promote the Library System and its interests as they interact in the greater Lower Merion community. At-large members may not serve on local library Boards during their at-large tenure.

3. Terms of Office: The term of office for regularly elected directors shall be two years. Directors may be nominated and elected to succeed themselves for two additional two-year terms that is a total of six consecutive years.

- a. Reelection of Former Board Members: A Board member who has completed three consecutive terms may be re-nominated after one two-year term has elapsed during which he or she did not serve.
- b. Emeritus Member: At its discretion the Board may elect Emeritus Members. Such Members may participate in all Board discussions but may not vote. Such members are elected on the basis of their knowledge and assistance to the Lower Merion Library System. The term of office for Emeritus members is two years. They may be nominated and elected to succeed themselves for two additional two-year terms, that is a total of six consecutive terms. In general, it is recommended that Emeritus members have served as former members of the LMLS or a local Board or staff.

4. Alternate Members: Each member library shall also nominate an alternate who shall forthwith be elected by the Board of Directors of the System as an alternate. In the absence of the

elected Director, the elected alternate shall represent the member library with voice. In the absence of the elected Director or the elected alternate, another member of the local board may vote only with the written or verbal proxy of the elected Delegates. The term of office for an alternate shall be for two years. They may succeed themselves for four additional years, or a total of six consecutive years.

At-large delegates shall have no Alternates.

5. Vacancies: Vacancies on the board among the library representatives shall be filled by nomination from the appointing library. A Commissioner vacancy shall be filled by nomination from the Board of Commissioners: A vacancy in the at-large Commissioner delegate shall be filled according to the process noted in III(2) above. Vacancies among at-large members shall be filled at the discretion of the Board of Directors, as noted above. Interim directors so nominated shall be forthwith elected by the Board of Directors and shall serve the unexpired term of the Director who shall have ceased to act for any reason. When Directors so nominated and elected shall have completed the unexpired term, they may be nominated again and elected for three additional terms, that is, a maximum of eight years.

6. Removal of Board members:

- a. Attendance at meetings: any Director who is absent from more than two consecutive System meetings or more than three within any one calendar year shall be deemed to have tendered his/her resignation unless he/she can establish reasonable cause for the absence.
- b. Conduct Unbecoming a Board Member: On the basis of fraud, conflict of interest, personal conduct, lack of fitness to service or failure to perform, a Board member may be removed by affirmative vote of two-thirds of the elected members.

7. Compliance with all laws and policies: Members of the Board shall abide by all applicable federal, state and local laws and policies, including but not limited to those pertaining to the Township's Conflict of Interest, Whistleblowers and Records Retention policies.

IV. Meetings of the Lower Merion Library System

1. Annual Meeting: The annual meeting of the System shall be held on the first Tuesday of February of each year at a time and place to be specified by the LMLS Board. At each annual meeting the directors shall be elected as provided in Article III, and their names shall be recorded. Such business as requires consideration or action by members of the System may be transacted at this meeting.

2. Regular Meetings: The Directors shall hold regular meetings in person or electronically on the first Tuesday of February (after the annual meeting of the System), and on the first Tuesday of March, April, May, June, October, and December, and on the second Tuesday of September and November.

3. Special Meetings: Special meetings of the Board of Directors may be called by the President at any time, and shall be called by the President upon request in writing by the elected LMLS Directors from two or more of the members.

4. Notice of Meeting: Notice of meetings of the System shall be provided in a timely manner to the Township Secretary, as well as to each member of the Board of Directors of the System. Notice of regular meetings shall be given annually, with reminders at each monthly meeting.

5. Quorum: A quorum for the meetings of the Board of Directors shall be a majority of the members which must include at least four member library representatives.

6. Open Meetings: All meetings of the Board of Directors shall be open to the public.

7. Meeting place: Meetings of the Board of Directors shall be at the office of the System, 75 East Lancaster Avenue, Ardmore, or at such place or places including electronically as from time to time may be selected by the Board of Directors and specified in notices for such meetings.

V. Officers

1. Election: The officers of the System and the Board of Directors shall be a President, a Vice-President, a Treasurer, and a Secretary. The President, Treasurer and Secretary shall be elected from the present members of the System Board. The Vice-President shall be the Commissioner Delegate. The elected officers shall be selected by the board at each annual meeting of the System. The term of office shall be one year, and officers may be re-elected for a total of six consecutive terms of office.

2. President: The President shall be the chief executive officer of the System and the Board. He or she shall see that all orders and resolutions of the System and Board of Directors are carried into effect, shall execute all contracts in the name of the System, and shall exercise such powers as are usual to a chief executive. The President of the Lower Merion Library System shall serve, ex-officio, as the Vice-President of the Lower Merion Library Foundation.

3. Vice-President: The Vice-President shall, in the absence of the President, perform the duties of the President. The Vice-President shall serve on the planning committee of the board. As noted under Article III above, the Commissioner Delegate to the board is the Vice-President of the Board.

4. Treasurer: The Treasurer shall have custody of the funds and property of the System, shall keep accounts of receipts and disbursements in books open to examination by the Officers and Directors, and shall deposit all funds in the name of the System in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the System as authorized by the Board, taking proper vouchers for such disbursements, and shall render to the President and Directors, whenever required, an accounting of all transactions and of the financial condition of the System.

The Treasurer shall be bonded by the System in such sum and in form with security satisfactory to the Board of Directors for the faithful performance of the duties of the office. He or she shall perform such other duties as the Board of Directors may from time to time prescribe or require.

The Treasurer shall annually submit the accounts of the System to the certified accountants of the Township for audit.

5. Secretary: The Secretary of the Board shall attend all meetings of the Board, acting as clerk thereof, and recording all votes and the minutes of all meetings in a book to be kept for such purpose. The Secretary shall send out all notices of meetings of directors and of the System, and shall attest to any instrument requiring the same, when authorized and directed to do so by the Board of Directors.

The Secretary shall maintain a roll of elected Directors and their terms of election, shall keep and carefully preserve all books, papers, and documents belonging to the System, shall keep record of attendance, and shall verify the proxies of alternate directors as required.

6. Absence: In the case of absence due to illness or disability of any Officer of the System, or for any other reason deemed sufficient by a majority of the Board, the Board may delegate powers or duties to any other Officer, or to any director for the time being.

7. Vacancies: If a vacancy occurs in the office of the President, the Vice-President shall assume that position. Vacancies in the offices of Treasurer or Secretary shall be filled by appointment of the President, subject to approval by the Board of Directors. A vacancy in the office of the Vice-President shall be filled by the Board of Commissioners when it appoints a new or interim Chair of the Library Committee.

VI. Committees

1. Standing Committees: The standing committees of the System shall be the Executive Committee consisting of the Officers of the System; the Finance and Development Committee which shall include the Treasurer of the System; the Planning Committee, which shall include the Vice-President; and the Nominating Committee, the chair of which shall be the Vice-President. The President shall serve ex-officio on all committees.

2. The Finance and Development Committee shall:

- a. Conduct an annual review of budgets: Township, LMLS, Local Libraries

Budgets to Include:

Narrative Cover Sheet

Annual Fund-Raising Goals

Project-specific Plans to be Funded

Fund Balance Report identifying all cash on hand by purpose

Context for costs exceeding established spending levels

- b. Conduct an annual review of the LMLS fine and fee structure
- c. Review the relationship with the Lower Merion Library Foundation
- d. Present to the LMLS Board its recommendations for action

3. Special Committees: From time to time, the Board may appoint from its members and from other citizens of the Township any committee or committees for any purpose specified in the resolution of appointment, provided that at least one member of the board shall sit on each committee.

4. Committee Actions: Committees shall serve an advisory function. Actions on reports of such committees shall be subject to approval by the System Board.

5. Executive Committee Empowerment: From time to time, especially during those months in which the board is not scheduled to meet, the Executive Committee may be empowered to act for the board. The Executive Committee may meet in person or electronically. In case of emergency, the Executive Committee may take action for the board without a vote of the board, subject to later notice and review.

VII. 1980 Memorandum of Understanding

To the extent still applicable, the Lower Merion Library System accepts the division of authority and responsibility (including financial responsibility) specified in the 1980 Memorandum of Responsibility (July 16, 1980) and all revisions thereof. [Appendix A]

VIII. Director of Libraries

1. Appointment: The Board of Directors shall be included in the selection of a professionally trained librarian to be called "Director of Libraries" to manage the affairs of the System. Selection and employment of the Director of Libraries shall conform with the Township administrative code.

2. Responsibilities: The Director of Libraries shall have authority and responsibility for the administration of the Township-wide library service, under the jurisdiction of and in accordance with the policies of the Board of Directors of the System and Township Administrative Code. He or she shall furnish to the Board advice and guidance in the making of such policies, and shall be responsible for informing the Township Manager as well as the officers and the Board of Directors of the System on library activities. The Director of Libraries, all members of the Director's immediate staff, and employees of the six member libraries shall be Township employees.

Specifically, the Director of Libraries shall *inter alia* be responsible for and have control of and supervision over: (i) the maintenance of adequate standards of library operation by each of the six member libraries; (ii) professional qualifications, training and performance of the librarians and their assistants and the adequacy of their staffs and personnel matters in connection therewith; (iii) procedures for library statistical and financial reporting and related

matters; and (iv) the performance of such other duties as the Board of Directors may from time to time assign to him or her.

3. Relation to Local Library Boards: The Director or his or her designee may attend meetings of the boards of member libraries for advice and consultation. The Director of Libraries shall prepare a separate budget for his/her office. This budget is called "The System Budget" and is presented for approval to the LMLS Board. The Director of Libraries shall assist the finance committees of the member libraries in the preparation of their budgets which shall be in such form as may be integrated with the System budget. The Director shall supervise the Head Librarian of each library who shall have the immediate responsibility for the operation of that library, as determined by its Board of Directors and Township Administrative Code.

IX. Finances

1. In accordance with the Library Code of the Commonwealth of Pennsylvania, the System shall be the sole representative of the public library system of the Township in negotiations for grants-in-aid and in reporting to government agencies and to the Commonwealth of Pennsylvania.

2. Audit: The member libraries and their respective treasurers shall submit their books of account showing all library receipts and expenditures at least annually to the certified public accountants of the Township for audit and for the preparation of a consolidated statement of account of operating receipts and expenditures of the System.

3. Budget and Finance: The member libraries and their respective treasurers shall prepare and pass annual budgets no later than their regular October board meetings. The Library System shall provide such information as is necessary to prepare those budgets, in particular the distribution of state funds, and expenditure targets. It should be understood that the Library System may have to estimate this distribution and correct it when state funding distributions are finalized.

X. Dissolution

Any member of the corporation may withdraw from the System by the adoption by two-thirds vote of a resolution of withdrawal by the member library's board of trustees. Notice of intent of such withdrawal must be given to the Secretary of the LMLS Board of Directors six months prior to passage of such a resolution. The Board Secretary shall notify the Township Secretary of the member's intent. Such withdrawal shall terminate representation of the member library on the Board of Directors of the System and all benefits to the library of membership in the System.

In the event of dissolution of the System, its assets shall be distributed to such organization or organizations as may be selected by the Board of Directors, provided that such organization or organizations shall be such as are described in Section 501(c)(3) of the Internal Revenue Code of 1954, or corresponding provisions of the Internal Revenue law which shall be in effect at the time of the dissolution.

XI. Registered Office

The principal or registered office of the System shall be 75 East Lancaster Avenue, Ardmore, Pennsylvania, 19003.

XII. Corporate Seal

A corporate seal shall be inscribed as follows: "The Lower Merion Library System, Incorporated in Pennsylvania, 1935".

XIII. Amendment of By-laws

1. These By-laws may be amended at any regular meeting of the Board of Directors, or at any special meeting called for that purpose, by affirmative vote of two-thirds of the elected directors.

2. Notice of the text of the proposed amendment shall be given to the Board at least one month in advance of the voting thereon.

3. Any such amendments shall indicate the date on which they were ratified by the Board.

XIV. Deliberations of this body shall be governed by Robert's Rules of Order.

Approved, Board of Commissioners	December 15, 1965
Adopted, Board of Directors	December 16, 1965
Amended, Board of Directors	December 21, 1971
Amended, Board of Directors	September 18, 1979
Amended, Board of Directors	October 4, 1983
Amended, Board of Directors	December 4, 1990
Amended, Board of Directors	November 5, 1996
Amended, Board of Directors	September 6, 2007
Amended, Board of Directors	May 7, 2019
Amended, Board of Directors	June 23, 2020