

THE CHESTER COUNTY LIBRARY SYSTEM AND  
THE CHESTER COUNTY LIBRARY

BYLAWS

ARTICLE I

Name

The name of this organization shall be the Chester County Library System and the Chester County Library (otherwise known as the 'Library').

ARTICLE II

Purposes

The purposes of this organization shall be to promote quality library service in Chester County as outlined in the Library Code of Pennsylvania.

ARTICLE III

Trustees

Section 3.1 Board of Trustees

The business and affairs of the organization shall be managed under the direction of a Board of Trustees (otherwise known as the 'Board'). All powers of the organization shall be exercised by, or under the authority of the Board, except as otherwise authorized by the Commissioners of Chester County (otherwise known as the 'Commissioners'), these Bylaws or by a Resolution duly adopted by the Board.

Section 3.2 Qualifications of Trustees

Each Trustee serving on the Board shall be a natural person at least 18 years of age.

Section 3.3 Number of Trustees

The Board shall consist of seven (7) Trustees, appointed by the Commissioners for a term of three (3) years.

Section 3.4 Term of Office

Each Trustee shall hold office until the expiration of the term for which he or she was appointed or until his or her successor has been appointed and qualified, or until his or her earlier death or resignation. There is no limitation on the number of terms a Trustee can serve.

Section 3.5 Procedure for Nomination of Candidates for Trustee

Trustees may make recommendations to the Commissioners. Commissioners make appointments at one of their regularly scheduled meetings.

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### Section 3.6 Place of Meetings

The Board may hold its meetings at such places as the Board may appoint or as may be designated in the notice of the meeting.

### Section 3.7 Election of Officers

The Board shall elect the officers of the Library from the slate proposed by the Governance committee. The slate is presented to the Board in November, and the election takes place in December.

### Section 3.8 Regular Meetings

Regular meetings of the Board shall be held at least monthly throughout the year, except August, unless cancelled by the Executive Committee. The Board shall transact such business as may properly be brought before its meetings.

Meetings will comply with the requirements of the Pennsylvania Sunshine Act, 65 Pa. C.S.A. Section 701 et. seq. and as amended.

The regular meeting in January shall be known as the Annual Meeting and shall be for the purpose of installing officers, receiving reports of officers and committees and for any other business that may arise.

If the date fixed for any regular meeting is a legal holiday under the laws of Pennsylvania, the meeting may be held on the next succeeding business day or at such other time as may be determined by the Board.

### Section 3.9 Special Meetings

Special meetings of the Board may be called by the President or the Executive Committee. At least five (5) business days written notice given in accordance with Section 7.1 stating the time and place of any special meeting shall be given to the members of the Board.

### Section 3.10 Voting Rights

Each Trustee shall be entitled to one vote in person. Four (4) members shall constitute a quorum of the Board for the transaction of business. Except as otherwise set forth in these Bylaws or required by law, the acts of a majority of the Trustees present and voting at a meeting at which a quorum is present shall be the acts of the Board.

### Section 3.11 Meetings Utilizing Electronic Media

Trustees may participate in and hold a meeting of the Board by means of conference telephone or other communication equipment through which Trustees may communicate contemporaneously and by which all persons participating in the meeting and the audience can hear. A person shall be deemed present at a given meeting for all purposes if such person participates through the means set forth above, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully created.

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Section 3.12 Conduct of Each Meeting

Every meeting of the Board shall be presided over by the President, or in the absence of the President a Vice-President, or in the absence of the President and a Vice-President, a President of the meeting designated by a majority of the Trustees present. The Secretary, or in his or her absence, a person appointed by the President of the meeting, shall act as secretary of the meeting.

Section 3.13 Compensation of Trustees

Trustees shall receive no compensation. Trustees may be reimbursed for reasonable expenses paid or incurred on behalf of the Library as provided by resolution of the Board.

ARTICLE IV  
Officers

Section 4.1 Officers

The officers of the Library shall include a President, Vice-President, Secretary and Treasurer and such other officers whose positions shall be created from time to time by the Trustees. The officers shall be elected by the Trustees from among their number at the December meeting of Trustees (or any other meeting as necessary) and shall serve for a term of one year or until their successors are elected and qualified. Officers may be elected for no more than two consecutive terms.

Section 4.2 Responsibilities.

- (a) The President shall preside at all meetings of the Trustees; shall see that all orders and Resolutions of the Board are carried into effect; and shall have the authority to execute contracts and other instruments requiring execution by the Library, except in cases where the execution thereof shall be delegated by the Board to some other officer or agent of the Library. The President shall appoint members of all committees which are created by the Board or these Bylaws.
- (b) The Vice President shall be vested with all the powers and required to perform all the duties of the President (including Executive Committee Service) in the absence of the President or in the event of a vacancy in the office of the President.
- (c) The Secretary shall ensure all meetings of the Board are accurately recorded, all votes and the minutes of all proceedings in a book or books to be kept by the Library for that purpose. The Secretary shall give or cause to be given the required notices of meetings to the Trustees as appropriate and shall perform such other duties incident to the office and/or as may be prescribed by the Trustees or the President.

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(d) The Treasurer shall be responsible for funds and securities; shall ensure that full and accurate accounts of receipts and disbursements in a book or books are kept by the Library for that purpose; shall ensure that all funds due the Library are collected and shall ensure all funds are disbursed as required to meet the obligations of the Library; and shall ensure that all funds of the Library are deposited, except such as may be required for current use, in such banks or other places of deposit as the Board may designate. The Treasurer shall render to the President and Trustees as requested by them but not less than once a year, regular accounting of all transactions and at each regularly scheduled meeting shall ensure the financial condition of the Library is reported. In general, the Treasurer shall perform all duties incident to the office of Treasurer and such other duties as may be assigned by the Board.

Section 4.3 Removal of Officers

Any officer or agent may be removed by the majority vote of the Board whenever in its judgment the best interests of the Library will be served. Such removal shall be without prejudice to the contract rights, if any, of any person so removed.

Section 4.4 Vacancies of Officers

If any officer position becomes vacant, by reason of death, resignation, disqualification or otherwise, the remaining Trustees, although less than a quorum, by a majority vote may choose a successor or successors to serve for the balance of the unexpired term. Such successor or successors may be elected based on the nominee or nominees nominated by the Governance Committee or as otherwise determined by the Trustees.

ARTICLE V  
Resignation

Any Trustee or officer may resign from office at any time, such resignation to be made in writing, and to take effect from the time of its receipt by the Commissioners, unless some other time may be fixed in the resignation, and then from that date. The acceptance of the resignation shall not be required to make it effective.

ARTICLE VI  
Fiscal Year

The fiscal year of the Library shall begin on January 1 and end on December 31.

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ARTICLE VII  
Notices

Section 7.1 Written Notice

Whenever any notice is required to be given to any person by law or these Bylaws, it shall be given either personally or by sending a copy thereof by first class or express mail, postage prepaid, or courier service, charges prepaid, to the address appearing on the books of the Library or, in the case of a Trustee, to the address supplied by the Trustee to the Library for the purpose of notice, or by facsimile, e-mail or other electronic communication to the facsimile number or address for e-mail or other electronic communications supplied to the Library for the purpose of notice. If the notice is sent by first class or express mail or courier service, it shall be deemed to have been given to the person entitled thereto when deposited in the mail or with the courier service for transmission. Notice given by facsimile transmission, e-mail or other electronic communication shall be deemed to have been given to the person entitled thereto when sent. A notice of meeting shall specify the day and hour and geographic location, if any, of the meeting and in the case of a special meeting or where otherwise required, the general nature of the business to be transacted.

Section 7.2 Adjournment

Except as otherwise provided by these Bylaws, when a meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting, or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken.

Section 7.3 Waiver of Notice

Whenever any written notice is required to be given, a waiver in writing, signed by the person or persons entitled to the notice, whether before or after the time stated, shall be deemed equivalent to the giving of the notice. Neither the business to be transacted at, nor the purpose of, a meeting need be specified in the waiver of notice of the meeting. Attendance of a person 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.

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ARTICLE VIII  
Duties of the Board

The duties of the Board shall be:

- a. To secure adequate funding for the Library System and Library.
- b. To recruit and recommend to the Commissioners a suitable candidate to be hired as Director of the Chester County Library System.
- c. To evaluate the performance of the Director of the Chester County Library System on a yearly basis.
- d. To determine System/Library policy as recommended by the Director of the Chester County Library System or the Director of the Chester County Library.
- e. To approve the budget and expenditure of Library funds.
- f. To attend Board meetings and to resign if conflicts with other duties prohibit attendance.
- g. To work actively for the improvement of all libraries, including library legislation, local, state-wide and national.
- h. To evaluate the nominees for the Board to be presented to the County Commissioners.
- i. To exercise duties as may be outlined in the Pennsylvania Library Code.

ARTICLE IX  
Committees

Section 9.1 Appointment

Committees, standing or special, shall be appointed by the President as deemed necessary to carry on the work of the Board. The President shall be ex-officio (non-voting) a member of all committees except the Nominating Committee.

Section 9.2 Establishment and Powers

The Board may, by Resolution adopted, establish one or more committees to consist of one or more Trustees of the Library. The power and authority of any such committee will be outlined in the Resolution of the Board. However, if not explicitly stated, committees shall have the power and authority to recommend to the Board for the Board's determination. In the extreme event that a committee is give the authority to exercise the full powers of the Board on any issue, all meetings and deliberations of such a committee are subject to the full requirements of the PA Sunshine Act as amended.

No committee, including the Executive Committee, shall have any power or authority as to the following:

- (a) The creation or filling of vacancies in the Board;
- (b) The adoption, amendment or repeal of these Bylaws;
- (c) The amendment or repeal of any resolution of the Board; or
- (d) Action on matters committed by the Bylaws or by resolution of the Board to another committee of the Board.

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## Section 9.3 Term

Each committee of the Board shall serve at the pleasure of the Board.

## Section 9.4 Committee Organization

Except as otherwise provided by the Board, each committee shall be chaired by a Trustee and shall establish its own operating procedures. No committee shall have trustee members in attendance that constitutes a quorum of the Board.

All members of the Executive Committee, the Governance Committee and the Finance Committee must be current Trustees of the Library.

The Board, in its discretion, can appoint non-Trustee members to other committees, but each committee must include at least one Trustee, who can serve as Chair of the committee.

Each committee shall determine its times and places of meetings.

## Section 9.5 Standing Committees

### (a) The Executive Committee

1. The President, Secretary and Treasurer of the Board shall constitute the Executive Committee.
2. The Executive Committee shall have general supervision of the affairs of the Board between its business meetings, may fix the hour and place of special meetings, make recommendations to the Board and shall perform such other duties as are specified by these Bylaws.
3. The Executive Committee shall be subject to the orders of the full Board and none of its acts shall conflict with action taken by said group.

### (b) Governance Committee

1. Shall be established, composed of two (2) members appointed by the President, with the approval of the Board.
2. The Governance Committee shall meet at the call of the President or as often as necessary to accomplish its purposes. In addition to any other duties and responsibilities assigned to it by the Board, and subject to the provisions of the Bylaws and Commissioner requirements; the Governance Committee is responsible for:
  - a. Names for election of officers of the Library. The recommendations of the Governance Committee to annually elect Officers shall be presented to the Board in accordance with the procedure set forth in these bylaws. Recommendations by the Governance Committee to fill any vacancy of any officer position shall be made at the meeting at which such election shall take place. Notwithstanding the foregoing, the Board shall not be bound to accept such nominations.
  - b. Periodic review of the By-laws and recommendations for changes.
  - c. Board Development including recommendations about Board roles and responsibilities, Board composition, Board knowledge, Board effectiveness and Board leadership.

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(c) Finance Committee

1. The Finance Committee shall be established, composed of the Treasurer and one (1) member, all of whom shall be Trustees of the Library, and none of whom shall be an employee of or consultant to the Library, or otherwise have a relationship with the Library that would cause such person not to be deemed to be “independent” from the Library. The Finance Committee may solicit input and information from other individuals including employees and outside consultants.
2. The Finance Committee shall: review the financial statements of the Library and engage in a discussion, at least annually, with the independent accounting firm of the Library; have input into the selection of such independent accounting firm, and shall review and evaluate the performance of such independent accounting firm; have responsibility of discussing with management and the independent auditor the independence and integrity of the financial reporting process; have principal responsibility for monitoring the financial status of the Library, for reviewing and approving annual budgets, and monitoring financial performance as compared to budget; evaluate that risks are properly insured; and serve as a working committee of the Board for the overall review of the operational matters and finances of the Library. The Finance Committee shall have such other duties and responsibilities as may be assigned to it by the Board.

Section 9.6 Ad Hoc Committees

The Board may by resolution establish such committees as deemed necessary or advisable for the conduct of the business of the Library. Each such committee shall be subject to the requirements and limitations set forth in Article IX, and shall have such duties and responsibilities as determined by the Board and set forth in the creating resolution.

ARTICLE X

Standard of Care; Justifiable Reliance

Section 10.1 Standard of Care; Justifiable Reliance

A Trustee shall stand in a fiduciary relation to the Library and shall perform his or her duties as a Trustee, including duties as a member of any committee of the Board upon which the Trustee may serve, in good faith, in a manner the Trustee reasonably believes to be in the best interests of the Library 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, without limitation, financial statements and other financial data, in each case prepared or presented by any of the following:

- (a) One or more officers or employees of the Library whom the Trustee reasonably believes to be reliable and competent in the matters presented;



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(b) Counsel, independent public accountants or other persons as to matters which the Trustee reasonably believes to be within the professional or expert competence of such person; or

(c) A committee of the Board upon which the Trustee does not serve, duly designated in accordance with law, 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 the Trustee has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted.

Section 10.2 Presumption

Absent breach of fiduciary duty, lack of good faith, or self-dealing, actions taken by the Board, committees of the Board, or by individual Trustees, or any failure to take any action, shall be presumed to be in the best interests of the Library.

Section 10.3 Notation of Dissent

A Trustee who is present at a meeting of the Board, or of a committee of the Board, at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent is entered in the minutes of the meeting or unless the Trustee files a written dissent to the action with the Secretary of the meeting before the adjournment thereof or transmits the dissent in writing to the Secretary immediately after the adjournment of the meeting. The right to dissent shall not apply to a Trustee who voted in favor of the action. Nothing in this Section 10.3 shall bar a Trustee from asserting that minutes of the meeting incorrectly omitted his or her dissent if, promptly upon receipt of a copy of the minutes, the Trustee notifies the Secretary, in writing, of the asserted omission or inaccuracy.

ARTICLE 11.1

Limitation on Liability and Insurance

Section 11.1 Limitation on Liability

A Trustee shall not be personally liable 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 or (ii) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The provisions of this Section 11.1 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. Any repeal or modification of this Section 11.1 shall be prospective only, 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 repeal or modification.

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## Section 11.2 Insurance

The Library may purchase and maintain insurance on behalf of any person who is or was a Trustee or officer of the Library or is or was serving at the request of the Library as a director, trustee or officer of another domestic or foreign organization for profit or not-for-profit, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Library would have the power to indemnify him or her against that liability. The Library's payment of premiums with respect to such insurance coverage shall be provided primarily for the benefit of the Library. To the extent that such insurance coverage provides a benefit to the insured person, the Library's payment of premiums with respect to such insurance shall be provided in exchange for the services rendered by the insured person and in a manner so as not to constitute an excess benefit transaction.

## ARTICLE XII Indemnification

### Section 12.1 Third Party Actions

The Library shall indemnify any Trustee or officer of the Library (a "representative") who is or was a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Library), by reason of the fact that such person is or was a representative of the Library, or is or was serving at the request of the Library as a director, trustee or officer of another domestic or foreign organization for profit or non-for-profit, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Library and, with respect to any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action or proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person did not act in good faith and in a manner that he or she reasonably believed to be in, or not opposed to, the best interests of the Library and, with respect to any criminal proceeding, had reasonable cause to believe that his or her conduct was unlawful.

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### Section 12.2 Derivative and Corporate Actions

The Library shall indemnify any representative who was or is a party or is threatened to be made a party to any threatened, pending or completed action by or in the right of the Library to procure a judgment in its favor by reason of the fact that he or she is or was a representative of the Library, or is or was serving at the request of the Library as a director, trustee or officer of another domestic or foreign organization, for profit or not-for-profit, partnership, joint venture, he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Library. Indemnification shall not be made under this Section 12.2 in respect of any claim, issue or matter as to which the person has been adjudged to be liable to the Library unless and only to the extent that the Court of Common Pleas of the judicial district embracing the County in which the registered office of the Library is located or the Court in which the action was brought determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the Court of Common Pleas or other Court shall deem proper.

### Section 12.3 Procedure for Effecting Indemnification

Unless ordered by a court, any indemnification under Section 12.1 or Section 12.2 shall be made by the Library only as authorized in the specific case upon a determination that indemnification of the representative is proper in the circumstances because he or she has met the applicable standard of conduct set forth in those Sections. The determination shall be made:

- (a) by the Board by a majority vote of a quorum consisting of Trustees who were not parties to the action or proceeding; or
- (b) if such a quorum is not obtainable or if obtainable and a majority vote of a quorum of disinterested Trustees so directs, by independent legal counsel in a written opinion.

### Section 12.4 Advancing Expenses

The Library shall pay expenses (including attorneys' fees) incurred in defending any action or proceeding referred to in Section 12.1 or Section 12.2 in advance of the final disposition of the action or proceeding upon receipt of any undertaking by or on behalf of the representative to repay the amount if it is ultimately determined that he or she is not entitled to be indemnified by the Library as authorized in this Article XII or otherwise.

### Section 12.5 Supplementary Coverage

The indemnification and advancement of expenses provided by or granted pursuant to this Article XVI shall not be deemed exclusive of any other rights to which a person seeking indemnification or advancement of expenses may be entitled under the Act, or any bylaw, agreement, vote of disinterested Trustees, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding that office. The Library's conflict of interest policy adopted pursuant to Article XIII shall be applicable to any bylaw, contract or transaction authorized by the Trustees under this Section 12.5. However, no indemnification may be made by the Library under this Article XII or otherwise to or on behalf of any person to the extent that:

- (a) the act or failure to act giving rise to the claim for indemnification

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is determined by a court to have constituted self-dealing, willful misconduct or recklessness; or

(b) the Board determines that under the circumstances indemnification would constitute an excess benefit transaction under section 4958 of the Code.

Section 12.6 Duration and Extent of Coverage

The indemnification and advancement of expenses provided by or granted pursuant to this Article XII shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a representative of the Library and shall inure to the benefit of the heirs and personal representatives of that person.

Section 12.7 Reliance and Modification

Each person who shall act as a representative of the Library shall be deemed to be doing so in reliance upon the rights provided by this Article XII. The duties of the Library to indemnify and to advance expenses to a representative provided in this Article XII shall be in the nature of a contract between the Library and the representative. No amendment or repeal of any provision of this Article XII shall alter, to the detriment of the representative, his or her right to the advance of expenses or indemnification related to a claim based on an act or failure to act which took place prior to such amendment or repeal.

ARTICLE XIII

Policies

The Library shall adopt a Conflict of Interest policy, a Whistleblower policy, and a Records Retention policy and other policies as determined as, from time to time, shall be specified by the Board.

ARTICLE XIV

Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Board in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Board may adopt. However, the failure to observe such rules shall not invalidate an otherwise valid action of the Board.

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ARTICLE XV  
Amendment of Bylaws

These Bylaws may be amended by the Board of Trustees at any duly convened meeting of the Board or, to the extent not prohibited by law, by vote of two-thirds of all Trustees then in office at a duly convened meeting of Trustees, provided the amendment has been submitted in writing at the previous regular meeting. In the case of this seven (7) member Board, two-thirds shall be five (5).

*Amended November 17, 1998*

*Amended June 19, 2001*

*Amended May 14, 2002*

*Reviewed March 18, 2003*

*Amended December 16, 2003*

*Reviewed March 16, 2004*

*Reviewed February 8, 2011*

*Amended March 15, 2011*

*Amended December 16, 2014*