



**AMENDED AND RESTATED BYLAWS OF  
THE EASTON AREA PUBLIC LIBRARY,  
a Pennsylvania Unincorporated Nonprofit Association**

**ADOPTED:  
February 12, 2024**

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## ARTICLE I

Section 1. NAME AND PURPOSE: The name of the library is the Easton Area Public Library (the "Library"). Its purpose is to operate a public library.

Section 2. GOVERNING LAW: The Library is a Pennsylvania unincorporated nonprofit association and is governed by the Pennsylvania Uniform Unincorporated Nonprofit Association Law, and any successor statute, as they may be amended from time to time, 15 Pa.C.S.A. § 9111 et. seq. (the "Unincorporated Nonprofit Association Law").

Section 3. TERM: The existence of the Library shall continue until the Library is dissolved in accordance with the provisions of these Amended and Restated Bylaws and the Unincorporated Nonprofit Association Law.

Section 4. PRINCIPAL OFFICE: The principal office of the Library shall be located at 515 Church Street, Easton, Northampton County, Pennsylvania. The Library may have as many branches as is determined by its Board of Directors (the "Board") from time to time.

Section 5. AREA SERVED: The Library shall provide services to the residents of the Easton Area School District (the "School District"), which is comprised of the City of Easton, Forks Township, Palmer Township, and the former Lower Mt. Bethel Independent School District.

## ARTICLE II

Section 1. MEMBERS: There shall be no members, as such, of the Library.

## ARTICLE III

Section 1. BOARD OF DIRECTORS: Management of the operations and nonprofit affairs of the Library shall be vested in the Board. The Board shall consist of no fewer than five (5) and no more than seven (7) members who shall be natural persons of full age and who need not be residents of this Commonwealth.

Section 2. APPOINTMENT: Except as hereinafter provided, members of the Board shall be appointed by its members. Notwithstanding the foregoing, the School District may appoint up to two (2) of the seven (7) members of the Board; however, the School District shall not be required to do so. Upon expiration of the term of any member of the Board, if less than two (2) members appointed by the Easton Area School Board (the "School Board") are then serving, the Library shall notify the School District in writing of such expiration, in which case the School District may appoint an individual to serve a new term, otherwise the remaining members of the Board shall appoint an individual to serve a new term. Any members of the Board appointed by the School District shall be identified and their terms designated at the time of their appointment. Upon failure of the School District to appoint an individual to serve a new term (where less than two (2) members appointed by the School Board are then serving) within sixty (60) days of notice from the

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Board as herein provided, the remaining members of the Board shall appoint an individual to serve the new term. The rights granted to the School District to appoint up to two (2) of the seven (7) members of the Board, where less than two (2) of the seven (7) members of the Board then serving have been appointed by the School District, shall be continuing in the future as provided herein.

Section 3. TERM OF OFFICE: Each director shall be appointed for a term of three (3) years, such term to begin July 1 and expire June 30 of the appropriate year. Appointments shall be staggered so not more than three terms expire in any one year.

Section 4. RESIGNATION: Any director may resign at any time upon written notice to the Board.

Section 5. VACANCY: Any vacancy on the Board resulting from death, resignation, or other cause of vacancy shall be filled by the remaining members of the Board or by the School District, if less than two (2) of the seven (7) members of the Board then serving have been appointed by the School Board, in accordance with the provisions of Section 2 of this Article III hereinabove with respect to the unexpired portion of the term of the vacancy so created.

Section 6. QUORUM: A majority of the directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board. Except as provided in Article IV, Section 2 (Election and Term of Office) and Article XI (Amendments), the act of a majority of the directors present at any such meeting shall be an act of the Board.

Section 7. REIMBURSEMENT: Directors, as such, shall not receive any stated salary for their services, but may be entitled to reimbursement of his or her reasonable expenses as determined from time to time by resolution of the Board.

Section 8. FIDUCIARY RELATIONSHIP: A director of the Library shall stand in a fiduciary relation to the Library and shall perform his or her duties as a director, including his or her duties as a member of any committee of the Board 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 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 director 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 by any of the following:

- (a) One or more officers or employees of the Library whom the director reasonably believes to be reliable and competent in the matters presented.
- (b) Counsel, public accountants or other persons as to matters which the director reasonably believes to be within the professional or expert competence of such person.

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- (c) A committee of the Board upon which he or she does not serve, duly designated in accordance with law, as to matters within its designated authority, which the director reasonably believes to merit confidence.

A director shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted.

Section 9. DIRECTOR DUTIES: In discharging the duties of their respective positions, the Board, committees of the Board, and individual directors may, in considering the best interests of the Library, consider the effects of any action upon employees, if any, and upon communities in which the Library and its branches are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of this section. Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a director or any failure to take any action shall be presumed to be in the best interests of the Library. A director of the Library shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless: (a) the director has breached or failed to perform the duties of his or her office under this section; and (b) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The provisions of this section shall not apply to: (1) the responsibilities or liability of a director pursuant to any criminal statute; or (2) the liability of a director for the payment of taxes pursuant to local, state or federal law.

## ARTICLE IV

Section 1. OFFICERS: The officers of the Board shall consist of a President, Vice President, Treasurer, and Secretary, each of whom must be a director.

A Recording Secretary, who need not be a member of the Board, may be appointed.

Section 2. ELECTION AND TERM OF OFFICE: All officers shall be elected at the meeting of the Board held in June of each odd-numbered year. The term of office will be two (2) years and officers may serve no more than two (2) consecutive terms. When deemed appropriate, the limitation on serving no more than two (2) consecutive terms may be waived by an affirmative vote of five (5) members of the Board.

Section 3. VACANCIES: Any vacancy of an office resulting from the death or resignation of an officer shall be filled by election by the directors currently in office at the next regular Board meeting scheduled after each vacancy occurs. The individual elected shall serve out the unexpired term of the vacated position.

Section 4. POWERS AND DUTIES: The President shall preside at all meetings of the Board at which they are present, appoint members of all committees, authorize calls for any special meetings, and perform the duties of a presiding officer. The President shall be an Ex-officio member of all committees of the Board.

The Vice President shall perform the functions of the President in their absence.

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The Treasurer shall be responsible, under the guidance of the Board, for overseeing the management and custody of the funds and accounts of the Library. This includes assuring that funds are kept in depositories designated by the Board, that expenditures are properly authorized, and that full and accurate accounts are maintained for all financial transactions and audited annually. The Treasurer shall be an Ex-officio member of the Finance Committee.

The Secretary shall assure that a permanent and correct copy of the minutes of all meetings of the Board are kept for the archives of the library and are made available for public inspection. The Secretary shall sign such documents as require the signature of the position and perform such other duties as are assigned by the Board.

The Recording Secretary shall attend and keep the minutes of all meetings of the Board and issue notices of all Board and Committee meetings, subject to the control of the Board.

### ARTICLE V

Section 1. CAREER STAFF: The Board shall appoint and determine the compensation of the Library Director.

Section 2. DUTIES: The Library Director shall be the executive agent of the Board and shall have sole charge of the administration of the Library. The Library Director shall be held responsible for the proper care and maintenance of the buildings and equipment owned or controlled by the Library at the main library and all branch locations. The Library Director shall be held responsible for the employment and direction of all staff personnel, for the efficiency of the library's service to the public, and for the operation of the library within the financial conditions set forth in the annual budget adopted by the Board and approved by the School Board. The Library Director or a Board member shall attend all School Board meetings and keep the School Board informed of matters which require School Board consideration.

### ARTICLE VI

Section 1. COMMITTEES: The Board shall establish four standing committees; namely, a Finance Committee, a Personnel and Policy Committee, a Buildings and Grounds Committee, and a Public Relations/Marketing Committee. The Board may also establish additional special committees when and if required or desirable.

Section 2. MEMBERSHIP: Each committee shall consist of at least two (2) directors. Committee members shall be appointed by the President not later than the meeting following their election as President and shall serve until their successors are appointed.

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Section 3. FINANCE COMMITTEE: Shall be responsible for the preparation and presentation of an annual budget to the Board and will oversee investment of funds and administration of trust accounts in accordance with the investment objectives determined by the Board. In addition, the Committee will assist the Board in promoting local support and state aid sufficient to maintain good library services.

Section 4. PERSONNEL AND POLICY COMMITTEE: Shall be responsible for recommendations to the Board concerning personnel policies and other policies for the Library.

Section 5. BUILDINGS AND GROUNDS COMMITTEE: Shall be responsible for recommendations to the Board concerning the maintenance, repair and replacement of all buildings and grounds, furniture, and fixtures owned or used by the Library.

Section 6. PUBLIC RELATIONS/MARKETING: Shall be responsible for increasing public awareness of the Library's services and resources.

Section 7. SPECIAL COMMITTEES: Ad hoc committees may be established by the President for specific tasks.

## ARTICLE VII

Section 1. REGULAR MEETINGS: Regular monthly meetings of the Board shall be held on a recurring date/time and at locations as determined by the Board, except that no regular monthly meeting shall be scheduled for the months of July and August each year.

Section 2. SPECIAL MEETINGS: Special meetings may be called by the President whenever, in the President's judgment, such meetings are necessary. Special meetings must be called by the President when requested in writing by three (3) or more directors of the Board.

Section 3. NOTICE OF MEETINGS: The Recording Secretary shall send a written notice of all regular meetings to each director at least three (3) days prior to the scheduled meeting date. Notice may be given either personally or by sending a copy thereof by: (a) first class or express mail, postage prepaid, or courier service, charges prepaid, to that person's postal address supplied to the Library for the purpose of notice and shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or with a courier service for delivery to that person; or (b) by facsimile transmission, email or other electronic communication to his or her facsimile number or address for email or other electronic communications supplied to the Library for the purpose of notice and shall be deemed to have been given to the person entitled thereto when sent. In the case of special meetings, such notice shall be given forty-eight (48) hours in advance unless emergency circumstances dictate otherwise. Notice of Board meetings shall also be published on the Library website and in any other location required by Pennsylvania law or regulation.

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Section 4. PUBLIC COMMENT AT BOARD MEETINGS: If such individuals are present and agree to comply with the rules set forth below, the Board will listen to public comment from interested citizens following completion of the Roll Call by the Recording Secretary. Interested citizens must sign in using a form provided by the Recording Secretary upon which they record their name and the general topic of their planned comments. Any presentation by an interested citizen is limited to five (5) minutes. This time limit applies to a single individual or an individual presenting on behalf of a group of citizens. Only one (1) member of a group shall be afforded the opportunity to speak on behalf of the entire group. No person may speak more than once on the same topic. Regardless of the number of individuals who may wish to speak, the public comment period of any Board meeting shall not exceed a total of twenty (20) minutes. The Board is neither expected nor required to respond to comments made by interested citizens during this portion of the meeting. Comments from interested citizens should be presented with respect and courtesy to the Board and other members of the public who may be present at the meeting. The presiding officer shall be responsible for the orderly conduct of this and all other portions of a Board meeting.

Section 5. PARTICIPATION IN MEETINGS: One or more persons may participate in a meeting of the Board by means of virtual meeting, conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

## ARTICLE VIII

Section 1. BUDGET: Each year the Board shall approve and submit to the School District for review, a budget covering the financial support required from the School Board for operation of the Library for the fiscal year commencing July 1 of the current year and ending June 30 of the next succeeding year.

Section 2. BONDING: The Board, in accordance with the Pennsylvania Public Library Code, shall provide a bond for the Treasurer of the Board to the School District in such amounts as required.

Section 3. OTHER FUNDS: All monies from the Commonwealth of Pennsylvania, U.S. Government agencies, fines, rentals, deposits, gifts, bequests, endowments, and other sources shall be held or deposited in the name of the Library and are to be expended solely for Library purposes, and in accordance with any legal terms or conditions relating to the expenditure of such funds. All expenditures must be approved by the Board.

Section 4. SIGNERS OF CHECKS: All checks shall be signed by such persons as may be authorized by the Board.



## ARTICLE IX

Section 1. RULES AND REGULATIONS: The Board shall approve general hours of operation, fee charges, and policies governing the operation of the Library and all branch libraries established under its jurisdiction.

## ARTICLE X

Section 1. DISSOLUTION OF THE LIBRARY: Upon the dissolution of the Library, the Board shall, after paying or making provision for the payment of all of the liabilities of the Library, dispose of all of the assets of the Library exclusively for the purposes of the Library in such manner, or to such organization or organizations organized and operated exclusively for charitable educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future Internal Revenue Law), as the Board shall determine. Any such assets not so disposed of shall be disposed of by the Northampton County Court of Common Pleas, exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## ARTICLE XI

Section 1. AMENDMENTS: These Amended and Restated Bylaws may be further amended at any regular meeting of the Board with a quorum present, provided the amendment was stated in the notice for the meeting. Notwithstanding the requirement for a quorum to be present, approval of Bylaw amendments must receive five (5) affirmative votes at any such meeting.

## ARTICLE XII

Section 1. INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS: The Library shall indemnify any director or officer, and may indemnify any other employee or agent, who was or is a party to, or is threatened to be made a party to, or who is called as a witness in connection with, any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than any action by or in the right of the Library, by reason of the fact that he or she is or was a director, officer, employee or agent of the Library, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement, actually and reasonably incurred by him or her in connection with such action, suit or proceeding if such person 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 action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

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The Library shall indemnify any director or officer, and may indemnify any other employee or agent, who was or is a party to, or is threatened to be made a party to, any threatened, pending or completed action or suit 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 director, officer, employee or agent of the Library against expenses, including attorneys' fees, actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if such person 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 except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Library unless and only to the extent that the Northampton County Court of Common Pleas shall determine 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 which the court of common pleas or such other court shall deem proper.

Unless ordered by a court, any indemnification hereunder 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 paragraphs. The determination shall be made:

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

The indemnification and advancement of expense hereunder shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any Bylaw, agreement, vote of disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. It is the policy of the Library that indemnification of, and advancement of expenses to, directors and officers of the Library shall be made to the fullest extent permitted by law. To this end, the provisions of this Article shall be deemed to have been amended for the benefit of directors and officers of the Library effective immediately upon any modification of the applicable statute or any modification or adoption of any other law that expands or enlarges the power or obligation of unincorporated nonprofit associations to indemnify, or advance expenses to, directors and officers of the Library.

The Library shall pay expenses incurred by an officer or director, and may pay expenses incurred by any other employee or agent, in defending an action, or proceeding referred to in this Article unless such action or proceeding is brought against the person by or in the right of the Library, and may advance such expenses in any case in which it decides indemnification may be appropriate in advance of the final disposition of such action or proceeding upon receipt of any undertaking by or on behalf of such person to repay such

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amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Library.

The indemnification and advancement of expenses provided by, or granted pursuant to, this Article shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent of the Library and shall inure to the benefit of the heirs, executors and administrators of such person.

As soon as practicable after receipt by any person specified hereunder of notice of the commencement of any action, suit or proceeding specified in this Article, such person shall, if a claim with respect thereto may be made against the Library under this Article, notify the Library in writing of the commencement or threat thereof; however, the omission so to notify the Library shall not relieve the Library from any liability hereunder unless the Library shall have been prejudiced thereby or from any other liability which it may have to such person other than hereunder. With respect to any such action as to which such person notifies the Library of the commencement or threat thereof, the Library may participate therein at its own expense and, except as otherwise provided herein, to the extent that it desires, the Library, jointly with any other indemnifying party similarly notified, shall be entitled to assume the defense thereof, with counsel selected by the Library. After notice from the Library to such person of its election to assume the defense thereof, the Library shall not be liable to such person hereunder for any legal or other expenses subsequently incurred by such person in connection with the defense thereof other than as otherwise provided herein. Such person shall have the right to employ his or her own counsel in such action, but the fees and expenses of such counsel incurred after notice from the Library of its assumption of the defense thereof shall be at the expense of such person unless: (a) the employment of counsel by such person shall have been authorized by the Library; (b) such person shall have reasonably concluded that there may be a conflict of interest between the Library and such person in the conduct of the defense of such proceeding; or (c) the Library shall not in fact have employed counsel to assume the defense of such action. The Library shall not be entitled to assume the defense of any proceeding brought by or on behalf of the Library or as to which such person shall have reasonably concluded that there may be a conflict of interest. If indemnification hereunder or advancement of expenses are not paid or made by the Library, or on its behalf, within ninety (90) days after a written claim for indemnification or a request for advancement of expenses has been received by the Library, such person may, at any time thereafter, bring suit against the Library to recover the unpaid amount of the claim or the advancement of expenses. The right to indemnification and advancement of expenses provided hereunder shall be enforceable by such person in any court of competent jurisdiction. The burden of proving that indemnification is not appropriate shall be on the Library. Expenses reasonably incurred by such person in connection with successfully establishing the right to indemnification or advancement of expenses, in whole or in part, shall also be indemnified by the Library.