

BYLAWS

OF

ANDREW CARNEGIE FREE LIBRARY

Amended and Restated as of December 2, 2020

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ARTICLE 1: NAME AND ADDRESS

- 1.1. The name of this organization is the Andrew Carnegie Free Library (the "Organization").
- 1.2. The address of the registered office of the Organization is 300 Beechwood Avenue, Carnegie, Allegheny County, Pennsylvania, 15106.

ARTICLE 2: PURPOSE

- 2.1 The mission of the Organization is to serve as an outstanding library, theater, and historic site that welcomes, informs, entertains, and engages the community and the region in lifelong learning.
- 2.2 The purposes of the Organization are exclusively for charitable and educational purposes, as set forth in the Organization's Declaration of Trust (the "Trust"). In pursuing its mission, the Organization shall not act as to impair its eligibility for exemption under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE 3: BOARD OF TRUSTEES

- 3.1 *General:* The Board of Trustees (the "Board") shall be in charge of the affairs, governance, and property of the Organization and shall ensure successful management of the Organization. The Board shall have all powers and authority necessary for the management of the business of the Organization, including the power to borrow money, or to purchase, sell, lease, or otherwise dispose of any real estate, unless in violation of the Trust.
- 3.2 *Number, Election:* The Board shall be comprised of no more than twelve and no fewer than seven elected trustees (the "Elected Trustees"), who shall be elected by the Board for staggered three-year terms, plus three ex-officio trustees (the "Ex Officio Trustees", and together with Elected Trustees, the "Trustees") designated annually by the Carnegie Borough Council from its members and the Mayor of Carnegie Borough. An Ex Officio Trustee shall have full privileges of Board membership, except an Ex Officio Trustee shall not serve as an officer of the Board.
- 3.3 *Terms:* Elected Trustees shall serve up to two consecutive three-year terms. An Elected Trustee may be re-elected to serve additional terms following an absence of not less than twelve consecutive months from the Board. The Board shall have the power to fill vacancies of members on the Board with interim appointments.

An Elected Trustee elected to fill an interim appointment may then be eligible to be re-elected for up to two consecutive three-year terms after completing the interim appointment.

- 3.4 *Voting:* Each Trustee is entitled to one vote. An affirmative vote of a majority of the Trustees present at any regular or special meeting, at which a quorum is present, shall constitute a Board action, unless a greater number is required by these Bylaws. In addition to those Trustees who are physically present at a meeting, Trustees shall be deemed present at such meeting if a telephone or similar communications equipment is used, by means of which all persons participating in the meeting can hear each other at the same time.

Any Trustee deemed by the Board to be disqualified because of an actual or apparent conflict of interest on any matter, as determined pursuant to the Organization's Conflict of Interest Policy, shall not vote or use his/her actual or personal influence on that matter.

- 3.5 *Quorum:* Fifty percent of the current Trustees present at any regular or special meeting rounded up to the nearest integer shall constitute a quorum.
- 3.6 *Committees:* All Trustees shall serve on at least one Board committee or task force each year.

ARTICLE 4: OFFICERS

- 4.1 *Positions, Elections; Terms:* The officers of the Board shall be Elected Trustees and shall consist of a President, a Vice President, a Secretary, a Treasurer, and any other officers deemed necessary (the "Officers"). Officers shall be elected by majority vote of the Trustees at the annual meeting and shall hold office for one year. Trustees shall not serve as an Officer in the same position for more than two consecutive years. After not holding the same office for a period of twelve consecutive months, a Trustee may be re-elected to that office.
- 4.2 *President:* The President shall preside at all meetings of the Board, and shall have the power to enforce the Bylaws and all regulations and policies. The President, or such member(s) designated by the President or Bylaws, shall sign and execute all documents, contracts, warrants for money, or agreements authorized by the Board. The President shall appoint annually the chairpersons of the Board's Standing Committees as soon as practicable after the annual meeting and may be a member of all Standing Committees, except the Governance Committee. Vacancies occurring on any of Standing Committees shall be filled by the President.

The President shall not vote on any Board action except as necessary to break a tie.

- 4.3 *Vice President:* The Vice President shall have the powers and perform all duties of the President in his/her absence or inability to act.
- 4.4 *Secretary:* The Secretary shall record the minutes of all the meetings of the Board, execute such documents as require his/her signature, and perform such other duties as may from time to time be assigned him/her. The Secretary shall ensure that meeting notices, minutes, and an agenda are sent to the Board at least two days prior to all regular or special meetings.
- 4.5 *Treasurer:* The Treasurer shall ensure that the Organization maintains adequate and accurate records of all financial transactions and shall give written reports to the Board at scheduled meetings or additionally as necessary. The Treasurer shall serve as chairperson of the Finance Committee.

ARTICLE 5: COMMITTEES

- 5.1 *Standing Committees:* The Board shall establish an Executive Committee, Governance Committee, Finance Committee and Personnel Committee (the "Standing Committees"). Committee Assignments are determined annually.

(a) *Executive Committee:* The Executive Committee shall have the power and authority of the Board to transact all business of the Board in the intervals between meetings of the Board, with any decisions subject to confirmation by the full Board at its next meeting. The Executive Committee shall not take any action to override any previous decision of the Board. The Executive Committee shall oversee the affairs of the Organization and ensure that the Board develops and maintains a long-range plan for the Organization. Meetings of the Executive Committee shall be at the discretion of the President.

The Executive Committee shall be composed of the Officers and the Executive Director (as a non-voting member). The President shall serve as the chairperson of the Executive Committee.

(b) *Governance Committee:* The Governance Committee shall ensure that the Board operates within the guidelines of the Trust and these Bylaws, as well as all federal, state, and municipal laws. It shall be responsible for nominating Trustees and Officers at the regular meeting preceding the annual meeting or at such other time as the need arises to replace a Trustee or Officer. The Governance Committee shall develop a procedure for ongoing recruitment of Trustees and shall prepare necessary materials and practices for Trustee orientation. The Governance Committee shall conduct periodic evaluations of Board effectiveness. The Governance Committee shall meet at the discretion of its chairperson, but at least twice per year. The Governance Committee shall

be chaired by an Elected Trustee and shall include at least two additional Trustees.

- (c) *Finance Committee:* The Finance Committee shall have the responsibility for the overall direction and oversight of the finances of the Organization. It shall cooperate with the Organization's staff to prepare an annual budget to be presented to the Board each January. It shall arrange for an independent annual audit of the financial operations of the Organization to be conducted by a certified public accountant and shall report the results of such audit to the Board. The Finance Committee shall review monthly and quarterly financial reports on income and expenditures and report to the Board on any other financial matters as deemed appropriate by the Board.

The Finance Committee shall be chaired by the Treasurer and shall include at least two additional Trustees.

- (d) *Personnel Committee:* The Personnel Committee shall, at the behest of the Board, be responsible for initiating a search for the Organization's Executive Director. The hiring and firing of the Executive Director shall be approved by a two-thirds vote of the Board.

The Personnel Committee shall review annually the performance of the Executive Director, develop a job description for the Executive Director to be approved by the full Board, and shall make recommendations to the Board concerning all personnel policies. At the Executive Director's request, the Personnel Committee should advise him/her on specific personnel matters.

The Personnel Committee shall be chaired by an Elected Trustee and shall include at least two other Trustees.

- 5.2 *Other Committees:* The President shall have the authority to establish ad hoc committees or task forces from time to time to address designated purposes or projects. All such ad hoc committees or task forces shall be chaired by a Trustee. Community members may serve as members of any ad hoc committees or task forces.

ARTICLE 6: MEETINGS

- 6.1 *Regular Meetings.* Regular meetings of the Board shall be scheduled at least six times per year on days and times as determined by the Board. The meetings shall be advertised.
- 6.2 *Annual Meeting.* An annual meeting at which Trustees and Officers of the Board are to be elected shall be held each year on a regular meeting date, the month of which shall be determined by the Board.

- 6.3 *Special Meetings.* Special meetings of the Board may be held at the call of the President or of any three Trustees, and notice of such meeting shall state the purpose for which such meeting is called. Notice, in writing, of all meetings shall be delivered by electronic means by the Secretary, not less than two days before any special meeting.
- 6.4 *Attendance:* Any Trustee who misses one-third of the meetings of the Board within a consecutive 12-month period, without giving at least twenty-four hours' notice with a reasonable excuse, shall be automatically removed from the Board. Trustees must be present for more than half of a meeting to be considered in attendance. When a Trustee is to be automatically removed, the Secretary will notify the chair of the Governance Committee and/or the President, one of whom will notify the member of his or her removal from the Board.

ARTICLE 7: MISCELLANEOUS

- 7.1 *Amendments to Bylaws:* These Bylaws, or any section thereof, may be amended or repealed by two-thirds vote of the entire Board, at any regular meeting, or at any special meeting called for that purpose, provided the resolution is presented in writing at least fifteen days prior to the date when the matter is to be voted upon. A meeting to ratify Bylaws changes shall require fifteen days' notice.
- 7.2 *Parliamentary Authority:* The rules contained in *Roberts Rules of Order*, latest revision, shall govern the Board meetings in all cases to which they are applicable, when they are not inconsistent with the Bylaws or Trust as amended.
- 7.3 *Indemnification.* The organization shall secure and maintain directors' and officers' liability insurance coverage annually, the amounts to be determined by the Board. The Organization shall indemnify any current or former Trustee or Officer of the Organization who is or was a party or is threatened to be made a party of any claim, action, suit, or proceeding in which he or she may become involved by reason of his or her being or having been a Trustee or Officer of the Organization, against expenses (including attorneys' fees), liability, judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such proceeding; provided that such indemnification shall occur only if such person (i) conducted himself or herself in good faith, (ii) reasonably believed, in the case of conduct in his or her official capacity with the Organization, that his or her conduct was in the best interests of the Organization, and, in all other cases, that his or her conduct was at least not opposed to the best interests of the Organization, and (iii) had no reasonable cause to believe that his or her conduct was unlawful.
- 7.4 *Dissolution Statement:* Upon the dissolution of the Organization, the Board shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all the assets of the Organization exclusively for the purposes of the Organization in such manner, or to such organization or

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organizations organized and operated exclusively for charitable, educational, 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 the 1986 (or corresponding provision of any future United States Internal Revenue Law), as the Board shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Organization is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Approved by the Board of Trustees at the December 2, 2020 meeting of the Board of Trustees