



BY-LAWS

revised & adopted February 22, 2017

MISSION STATEMENT

The Braddock Carnegie Library Association strives to perpetuate Andrew Carnegie's original vision of the Library as a "Center of Light and Learning" for the community it serves.

GUIDING PRINCIPLE

Andrew Carnegie dedicated his first American public library on March 30, 1889 in Braddock. Thirty years later, when Carnegie's library building program ended, the worldwide number of Carnegie Libraries stood at over 2500. In his dedication, he stated:

This building was built to last. Its walls are made of granite and will not crumble. Its beams are steel and will not burn. I venture to predict that when this generation shall have passed away this library will remain to be recognized as a center of light and learning – a never failing spring for all good influences.

Despite the huge changes in technology that the world has seen since 1889, his words are equally applicable today.

ARTICLE I: THE CORPORATION

SECTION 1: NAME: The name of the corporation shall be the "Braddock Carnegie Library Association, Inc". hereinafter referred to as "Library". The Library was incorporated under the laws of Pennsylvania on July 5, 1975 as the Greater Braddock Council of Arts and Letters. The name was changed to Braddock's Field Historical Society and the Charter was amended on April 11, 1977 to include the purposes herein. It was changed again to the Braddock Carnegie Library Association in June 2009.

SECTION 2: FORM: The Library is nonprofit and is incorporated under the laws of the Commonwealth of Pennsylvania.

SECTION 3: OFFICE: The registered office of the corporation shall be 419 Library Street, in the Borough of Braddock, in the County of Allegheny, in the Commonwealth of Pennsylvania.

SECTION 4: CORPORATE SEAL: The Library shall have a corporate seal, which shall bear such inscription as the Board of Trustees may determine from time to time.

ARTICLE II: PURPOSES

SECTION 1: GOALS: The purposes of this Library shall be:

1. To promote the intellectual excellence of the community by providing literary, cultural, recreational, and historical programs and advancing new concepts for an ever changing Library.

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2. To gather and preserve the history and artifacts of the greater Braddock community from its earliest recorded beginnings.
3. To encourage a sense of unity in the greater Braddock community through the operation of a Library open to and for the benefit of the public.

ARTICLE III: BOARD OF TRUSTEES

SECTION 1: COMPOSITION OF THE BOARD: The Board of Trustees shall consist of no less than seven and no more than nine. (revised by full board approval at the February 22, 2017 board meeting)

SECTION 2: POWERS OF THE BOARD: The business, property, and affairs of the Library shall be managed and controlled by the Board of Trustees. Each Board trustee shall be entitled to one vote on all matters coming before the Board, pursuant to the By-Laws. Decisions of the Board shall be final and binding upon the Corporation.

SECTION 3: ELECTION:

1. VOTING: Trustees shall be elected by a majority of votes cast by those trustees present and eligible to vote.
2. TERM OF OFFICE: The Board of Trustees of the Library shall be elected for a term of three (3) years; the term shall commence upon the beginning of the next fiscal year.
3. TERM LIMITS: Board Trustees are limited to two **consecutive** (2) three year terms; after a period of at least six months they are eligible to be elected to the board.

SECTION 4: MEETINGS

1. REGULAR MEETINGS: The Board shall meet not less than five (5) times per year.
2. SPECIAL MEETINGS: Special meetings of the Board of Trustees may be called by the President or three (3) Trustees.
3. NOTICE OF MEETINGS: Notice of the regular Board Meetings shall be sent to all Board Trustees by U.S. mail no less than five (5) days prior to the meeting or by fax or email no less than three (3) days prior to the meeting.

Notice of any special Board of Trustees meetings shall be given by U.S. mail or by email to all Board Trustees.

Notice shall be sent by the President or the Secretary.

Such notice shall specify the purpose, date, time and place of the meeting. For special meetings, no other business shall be conducted.

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4. MEETING CHANGES: Postponement, cancellation, or rescheduling of meetings may be made by a majority of the Officers of the Board. Notification shall be made to the Trustees of such in a timely fashion.

SECTION 5: VOTING: For the transaction of business, a quorum shall be 50% of the total number of Trustees plus one, but not less than three Trustees.

Action may be taken without a meeting if unanimous written (or emailed) consent of the Trustees in office is obtained of such action.

One or more Trustees may participate in a meeting of the Board or of a committee by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation of the Trustee in the meeting in this manner shall constitute presence at the meeting.

SECTION 7: BOARD REPLACEMENTS

1. VACANCIES: A vacancy on the Board of Trustees, including vacancies resulting from an increase in the number of trustees, shall be filled by a majority of the remaining trustees of the Board, even though less than a quorum, and each person so elected shall be a Trustee to serve for the balance of the unexpired term.
2. RESIGNATION: A Board Trustee may resign at any time by giving notice of the resignation to the Secretary. Any such resignation shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall be presented at the next regular or special Board meeting.
3. REMOVAL: Any individual Board Trustee may be removed with or without cause from office by a two-thirds majority vote of the Board.

SECTION 8: COMPENSATION: Trustees, as such, shall not receive any salary for their services.

Reimbursement shall be made for travel and other expenses authorized by the Board of Trustees which are incurred by a Library trustee upon presenting a request and evidence of such expense.

ARTICLE IV: OFFICERS

SECTION 1: OFFICER TITLES: The officers shall be President, Vice President, Secretary, and Treasurer.

SECTION 2: ELECTION AND TERM OF OFFICE: The officers shall be elected for a one (1) year term by and from the Board. Such term shall commence upon election to office.

SECTION 3: DUTIES:

1. The President shall preside as President of the Board of Trustees and the Library. The President shall, with the advice and consent of the Board, appoint chairs and members of standing committees and ad hoc committees.

The President shall report annually on the activities of the Library. The President shall be an ex-officio member of all standing and ad hoc committees.

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2. The Vice-President will assume the duties of the President in the event of the absence of the President. The Vice-President shall perform those duties that shall be designated by the President with the advice and consent of the Board.
3. The Secretary shall record and mail to the Board of Trustees the minutes of the meetings of the Library and the Board of Trustees; and shall be responsible for notifying Trustees of all meetings. The Secretary shall send and receive communications, correspondence, and reports when necessary.
4. The Treasurer shall be responsible for the Library's funds, for maintaining adequate financial records, and shall cause to deposit all monies received by the Library with an insured banking company designated by the Board of Trustees in account(s) established in the name of the Library. The Treasurer shall present monthly reports. A written audit report, prepared by an independent Certified Public Accountant, shall be presented by the Treasurer. The Treasurer shall be the Chair of the Finance Committee.

SECTION 4: OFFICER REPLACEMENT:

VACANCIES: Nominations shall be accepted and vacancies in offices shall be filled by a majority vote of the Trustees in attendance at a regular or special meeting of the Board at which a quorum is present.

RESIGNATIONS: The resignation of an officer shall be submitted in writing, and shall be sent to the Secretary. Should the person resigning be the Secretary, the President shall be sent a copy of the letter of resignation.

REMOVAL: Any individual Officer may be removed from office with or without cause by a two-thirds ($\frac{2}{3}$) majority vote of the Board.

ARTICLE V: COMMITTEES

SECTION 1: APPOINTMENT OF COMMITTEES: The President shall, with the advice and consent of the Board, appoint the chairpersons and members of standing committees and, from time to time, members of ad hoc committees.

The President may appoint ad hoc committees as needed. Members of such committees shall serve for the time allocated by the President or until the work of the committee is completed.

ARTICLE VI: GENERAL PROVISION

SECTION 1: CONTRACTS: All purchases of goods and services over the amount established by the Board shall be approved by the Board of Trustees and signed by two Officers.

SECTION 2: ANNUAL REPORT: The Treasurer shall submit annually to the Board of Trustees a statement containing those details required to be included under the provisions of the Pennsylvania Nonprofit Corporation Law of 1988, the Library's Articles of Incorporation, any successor statute governing Pennsylvania nonprofit corporations, these By-Laws or any amendments thereto.

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SECTION 3: BOOKS AND RECORDS: This Library will keep accurate and complete books and records of accounts and will also keep minutes of the proceedings of its Board of Trustees and Committees. The Library will keep at its registered office the original or a copy of its By-Laws including amendments certified by the Secretary of the Library.

SECTION 4: TAX RECORDS: The Library shall maintain at its principal office a copy of its application for exemption and all tax returns filed with the Internal Revenue Service. Such documents shall be made available during regular business hours for inspection by any person as provided by law.

SECTION 5: INDEMNIFICATION: Each Officer or Trustee shall be indemnified by the organization against expense actually and necessarily incurred by them in connection with the defense of any action, suit, or proceedings in which they, or any of them, are made parties or a party to by reason of being or having been Officers or Trustees of the Library, except in relation to matters as to which any such Officer or Trustee or former Officer or Trustee shall be judged in any action suit, or proceeding, to be liable for negligence or misconduct in the performance of duty. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Laws or vote of the Board of Trustees.

ARTICLE VII: BY-LAW AMENDMENTS

SECTION 1: AMENDMENTS: These By-Laws may be amended at any regular or special meeting of the board. The Trustees may approve By-Law amendments by a majority vote of the Trustees present at a regular or special meeting.

ARTICLE VIII: DISSOLUTION

SECTION 1: DISSOLUTION: Upon dissolution of the Braddock Carnegie Library Association any excess of receipts over expenses, calculated according to the then commonly accepted accounting practices, shall be applied to education and/or non-profit services for the community at large as agreed upon by a two-thirds ($\frac{2}{3}$) vote of the Trustees.