

BYLAWS OF
PENNSYLVANIA CITIZENS FOR BETTER LIBRARIES

Approved by the PCBL Board
March 12, 2010;
Revised at PCBL Annual Meeting
October 20, 2013;
Approved by the PCBL Board
June 5, 2015

MISSION STATEMENT:

The Mission of the Pennsylvania Citizens for Better Libraries is to:

Persuade public officials that libraries are essential community services
Collaborate with other library associations, agencies and community groups
Be a voice for improved library funding and appropriate legislation
Lead efforts to encourage, train and support library Friends

ARTICLE I

Name and Offices

Section 1.1 The name of the organization is Pennsylvania Citizens for Better Libraries, hereinafter referred to as PCBL, an IRS approved 501(c)(3) tax exempt non-profit. The registered office as identified in the Articles of Incorporation shall be located at Walnut and Commonwealth Avenue, Harrisburg, Pennsylvania 17126.

Section 1.2 The Corporation may also have offices at such other places as the Board of Directors may from time to time determine.

ARTICLE II

Members

Section 2.1 There shall be seven classes of members of the corporation as follows: Personal Members, consisting of individuals . regular or emeritus; Sustaining Members, consisting of individuals only; Participating Organizations, consisting of organizations only; Affiliate Organization Members, hereinafter referred to as Affiliate Members, consisting of those certified annually by application to the treasurer as 501(c)(3)Friends of the Library, hereinafter known as Friends, Affiliate Organizations; Sponsors, consisting of individual and/or organizations; and Patrons, consisting of individuals and/or organizations. All voting rights and other rights and interests of members shall be equal.

Section 2.2 All members, except emeritus, shall pay dues or assessments, or both, in such amounts and payable at such times and by such methods of collections as the board of directors may by resolution prescribe.

Section 2.3 A member who fails to pay yearly dues or assessments shall be considered to have resigned 90 days after written dues notice is given.

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Section 2.4 Affiliate Organization Membership Status: Federal 501(c)(3) tax exemption under PCBL's IRS Group Determination Letter is available to local Friends groups that are awarded Affiliate Membership status. Applicants for this status may apply by securing the necessary forms from the Executive Secretary.

1. The application packet consists of:
 - a) Articles of Association.
 - b) Copy of governing documents which includes the IRS required wording.
 - c) Copy of the minutes of the meeting at which application for Affiliate status in PCBL was authorized.
 - d) Copy of the group's most recent financial statement.
 - e) Application for Organizational Membership.
 - f) Check for payment of Affiliate Organizational Membership dues.
 - g) Requirement to submit a calendar year financial report to the Assistant Treasurer by a date as determined by the Assistant Treasurer for PCBL to submit a consolidated federal Form 990 to the IRS.
2. Upon receipt of the completed application packet, the Assistant Treasurer will submit the name of the applying Friends group to the next regular meeting of the Board of Directors of PCBL for acceptance as an Affiliate Member.
3. Upon approval by the PCBL Board, the Assistant Treasurer will then notify the applicant Friends group of its acceptance and the awarding to them of 501(c)(3) federal tax exempt status.

The approved Friends group will receive copies of the following:

- a) PCBL's own recognition as a 501(c)(3) tax exempt organization by the IRS.
 - b) PCBL's Group Determination Letter from the IRS enabling it to award federal tax exemption to its Affiliate Members.
 - c) A certification of Tax Exemption from the Pennsylvania Department of Revenue.
 - d) A copy of a PCBL Sales Tax exemption form for the Affiliate Member to use when purchasing taxable items for its legitimate organizational purposes.
4. Continued membership as an Affiliate Member will be permitted only so long as the annual Affiliate Membership dues are paid, the required calendar year financial report referred to in 1(g) above is submitted by the February 15 due date, and the purposes and activities of the Friends group have not changed from those certified in the Affiliate Membership application.

ARTICLE III

Meetings of Members

Section 3.1 Meetings of members may be held at places and times determined by the board of directors.

Section 3.2 A meeting of members shall be held in each calendar year for the election of officers and directors at such place, date and time as the board of directors shall determine. If

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the annual meeting shall not be called and held within a calendar year, any member may call such a meeting at any time thereafter.

Section 3.3 Written notice of the annual meeting of members specifying the place, date and hour of the annual meeting shall be given at least thirty days prior to the meeting.

Section 3.4 Special meetings of the members, for any purpose or purposes, other than those regulated by statute or by the Articles of Incorporation, may be called at any time by the president, or the board of directors, or ten per cent (10%) of the members, upon written request delivered to the secretary of the corporation. Upon receipt of any such request, it shall be the duty of the secretary to fix the time of the meeting, which shall be held not more than sixty days thereafter. If the secretary shall neglect or refuse to fix the date of the meeting, the person or persons calling the meeting may do so.

Section 3.5 Written notice of any special meeting of members, stating the place, the date, and the hour and the general nature of the business to be transacted shall be given to each member of record entitled to vote at such address as appears on the books of the corporation, at least thirty days before such meeting, unless a greater period of notice is required by statute in a particular case.

Section 3.6 Business transacted at all special meetings shall be confined to the business stated in the call.

Section 3.7 The number of members entitled to vote and present in person at any meeting of members or adjournment thereof shall constitute a quorum for all purposes at such meeting or adjourned meeting of the members, except as otherwise provided by statute or by the Articles of Incorporation or by these bylaws.

Section 3.8 When a quorum is present at any meeting, the vote of a majority of the members having voting powers shall decide any question brought before such meeting, unless the question is one which, by express provision of the statutes or of the Articles of Incorporation or of these bylaws, a different vote is required in which case such express provision shall govern or control the decision of such question.

Section 3.9 Except as otherwise provided by statute or the Articles of Incorporation, each member in good standing shall be entitled to one vote on each matter submitted to a vote at any meeting of members.

Section 3.10 The board of directors shall select a nominating committee to present a slate of officers and directors to the board of directors at least two weeks before the annual meeting. The slate shall be voted on at the annual meeting. Nominations may be made from the floor by any voting members. All nominees shall be members of the corporation.

ARTICLE IV

Directors

Section 4.1 The business and affairs of the corporation shall be managed by the board of directors that includes the officers and no more than twenty-one additional directors.

Section 4.2 Except as hereinafter provided in the case of vacancies, members of the board of directors, except for officers, shall be elected by the members for two year terms with one half of such directors elected at each annual meeting. A minimum of one third of directors shall be representatives from Friends Group Affiliate Members.

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Section 4.3 The president shall ask the Nominating Committee to present nominees to fill vacancies to the board of directors for their approval by majority vote. Each person so elected shall serve for the balance of the unexpired term.

Section 4.4 The executive committee of the board of directors shall consist of the officers and such other directors as designated by the president. The executive committee shall meet at the discretion of the president and act for the board when designated.

Section 4.5 The meetings of the board of directors may be held at such place within or without the Commonwealth of Pennsylvania as a majority of the directors may from time to time appoint, or as may be designated in the notice calling the meeting.

Section 4.6 Except as otherwise provided by statute for the organizational meeting of initial directors named in the Articles of Incorporation, the first meeting of each newly elected board may be held at the same place and immediately after the meeting at which such directors were elected and no notice need be given to the newly elected directors in order legally to constitute the meeting; or it may convene at such place, date and time as may be fixed by the consent in writing of a majority of all the directors.

Section 4.7 Regular meetings of the board may be held at such place, date and time as shall be determined from time to time, by resolution of at least a majority of the board at a duly convened meeting, or by unanimous written consent. Notice of each regular meeting of the board shall specify the place, date and hour of the meeting and shall be given each director at least 14 days before the meeting. A minimum of four regular meetings shall be held each year.

Section 4.8 Special meetings of the board may be called by the president on 14 days notice to each director; special meetings shall be called by the president or secretary in like manner and on like notice on the written request of two directors. Notice of each special meeting of the board shall specify the place, date, and the specific item of business to be conducted.

Section 4.9 At all meetings of the board one half of the directors in office and eligible to vote shall be necessary to constitute a quorum for the transaction of business and the acts of directors at a meeting at which a quorum is present shall be the acts of the board of directors, except as may otherwise be specifically provided by statute or by the Articles of Incorporation or by these bylaws. If a quorum shall not be present at any meeting of the directors, the directors present may adjourn the meeting. It shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted there at other than by announcement at the meeting at which such adjournment is taken.

Section 4.10 The president may appoint committees consisting of members of the corporation in order to conduct business and to perform all necessary and appropriate activities required to achieve the goals set forth by the board of directors. Each committee shall have a designated chair or co-chairs responsible for reporting to the board of directors.

Section 4.11 One or more directors may participate in a meeting of the board or of a committee of the board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and all directors so participating shall be deemed present at the meeting.

Section 4.12 Any action which may be taken at a meeting of the directors or of the members of a committee of the board may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the directors or the members of the committee, as the case may be, and shall be filed with the secretary of the corporation.

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Section 4.13 The directors of the corporation shall serve without compensation for their services as directors.

Section 4.14 A board member who resigns membership in the corporation shall be considered to have resigned from the board of directors. A board member who does not attend three consecutive regularly scheduled board meetings without notification of absence shall be considered to have resigned as a board member and will receive written notice of the change of status.

Section 4.15 The board will adopt a resolution defining the rights and responsibilities of emeritus individual membership and providing the process for selecting individuals for the life-time honor.

ARTICLE V

Officers

Section 5.1 The officers of the corporation shall be elected at the annual meeting by the members for two year terms and shall be a president, a vice-president, a secretary, a treasurer and an assistant treasurer. The president, secretary and assistant treasurer shall be elected in odd numbered years; the vice-president and treasurer in even numbered years.

Section 5.2 The board of directors may choose such other officers and assistant officers and agents as the need of the corporation may require who shall hold their offices for such terms and shall have such authority and shall perform such duties as from time to time shall be determined by resolution of the board.

Section 5.3 The officers of the corporation shall hold office until their successors are elected and have qualified. Any officer or agent elected or appointed by the board of directors may be removed by the board of directors whenever in its judgment the best interest of the corporation will be served thereby. If the office of any officer becomes vacant for any reason, the vacancy shall be filled by the board of directors.

Section 5.4 The president shall be the chief executive officer of the corporation, shall preside at all meetings of the members and directors, shall have general and active management of the business of the corporation, shall see that all orders and resolutions of the board are carried into effect.

Section 5.5 The president shall execute bonds, mortgages, and other contracts requiring a seal, under the seal of the corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the board of directors to some other officer or agent of the corporation.

Section 5.6 The vice-president shall, in the absence or disability of the president, perform the duties and exercise the powers of the president, and shall perform such other duties as the board of directors or executive committee may prescribe or the president may delegate.

Section 5.7 The secretary shall attend all sessions of the board and all meetings of the members and record the minutes and all the votes of the corporation. The executive secretary shall keep the minutes, official reports and correspondence on file and shall perform like duties for the committees of the board of directors when required. The executive secretary shall give, or cause to be given, notice of all meetings of the members and of special meetings of the board of directors, and shall perform such other duties as may be prescribed by the board of directors or president. The secretary shall perform such other functions as may be incidental to the office.

Section 5.8 The treasurer shall have the custody of the corporate funds and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation, and shall deposit all moneys and other valuable effects in the name and to the credit of the corporation in such depositories as shall be designated by the board of directors. The assistant treasurer shall, in the absence or disability of the treasurer, perform the duties and exercise the powers of the treasurer and oversee the affiliate memberships. The president, treasurer, assistant treasurer and executive secretary shall be bonded.

Section 5.9 The treasurer shall disburse the funds of the corporation as may be ordered by the board, taking proper vouchers for such disbursements, and shall render to the president and directors, at the regular meetings of the board, or whenever they may require it, an account of all transactions as treasurer and of the financial condition of the corporation. The treasurer shall submit a proposed budget at the first regularly scheduled meeting of the board of directors after the annual meeting.

ARTICLE VI

General Provisions

Section 6.1 The directors of the corporation shall present annually to the members a report, the contents of which are prescribed in 15PA C.S.A. Sec. 5553, a copy of which report shall be filed with the minutes of the annual meeting of the members.

Section 6.2 All checks or demands for money and notes of the corporation shall be signed by such officer or officers as the board of directors may from time to time designate.

Section 6.3 The fiscal year of the corporation shall be the calendar year. The board of directors shall approve a budget, recommended by the treasurer, no later than the second regularly scheduled board of directors meeting after the annual meeting.

Section 6.4 Whenever, under the provision of the statutes or of the Articles of Incorporation or of these bylaws, notice is required to be given to any person, it may be given to such person either personally, or by sending via e-mail, or by sending a copy thereof by first class mail, postage prepaid, charges prepaid, to the person's address appearing on the books of the corporation or, in the case of the directors, supplied by director to the corporation for the purpose of notice. If the notice is sent by mail, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail. A notice of meeting shall specify the place, day and hour of the meeting and any other information required by the Pennsylvania Nonprofit Corporation Law of 1972 (or any successor Act or provisions).

ARTICLE VII

Amendments

Section 7.1 The bylaws may be altered, amended or repealed by the majority vote of the members present at any regular or special meeting duly convened after not less than thirty days notice to the members of that purpose, or by a majority vote of those present of the members in office of the board of directors at any regular or special meeting duly convened, subject always to the power of the members to change such action by the directors, and except that the board of directors shall not adopt a bylaw on any subject which is committed exclusively to the members as described in 15PA C.S.A. Sec. 5504.

Section 7.2 The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or proceeding, including actions by or in the right of the corporation, whether civil, criminal, administrative or

investigative, by reason of the fact that such person is or was a director or officer of the corporation or is or was serving while a director or officer of the corporation at the request of the corporation as a director, officer, employee, agent, fiduciary or other representative of another corporation or profit or not-for-profit, partnership, joint venture, trust, employee benefit plan or other enterprise, against expense (including attorneys' fees), judgments, fines, excise taxes and amount paid in settlement actually and reasonably incurred by such person in connection with such action or proceeding unless the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.

Section 7.3 In the event of dissolution of this corporation, all assets remaining shall be transferred to such other IRS-approved library related non-profit organization, by the majority vote of the board of directors.

VISION STATEMENT

By the year 2010, Pennsylvania Citizens for Better Libraries will be acknowledged as the leading organization advocating for library users and Friends Groups throughout the Commonwealth. In cooperation with other organizations, PCBL will advocate to improve free access to library services for all. We will maintain open communication with all public officials and advocate for stabilized funding sources for all libraries.

Adopted by the PCBL Board, November 2, 2005

DRAFT of NEW VISION STATEMENT- still under consideration by the PCBL Board

By the year 2020, Pennsylvania Citizens for Better Libraries will be a statewide network of library friends working to achieve and maintain dedicated funding for public libraries and free access to library services for all.