

BY-LAWS OF WARREN LIBRARY ASSOCIATION

ARTICLE I. MEMBERS

Section 1. Any adult person 18 years or older desiring to sponsor, promote, and advance the development of the Warren Public Library is eligible for election to membership in Warren Library Association upon payment of annual or life membership dues in accordance with the following schedule:

| | |
|-------------------|----------|
| Individual Annual | \$ 10.00 |
| Individual Life | \$250.00 |

In addition, any individual making a gift of at least ten dollars (\$10.00) or more to the library's Annual Giving Campaign in any given year will also be granted membership in the Warren Library Association for that year. Election to membership occurs, subsequent to payment of the fee of choice or Annual Giving gift, at the annual meeting or in the interim between Annual Meetings, when the Board of Directors may elect to membership at any stated meeting of the Board.

Membership may be continued in ensuing years by payment of dues annually, except in the case of Life membership, or by contribution as stated above to the library's Annual Giving Campaign.

~~Annual dues and Annual Giving gifts received after October 31st in any given year will be credited as membership for the next ensuing calendar year.~~

~~**Section 2.** Membership dues will be applied to defray operating expenses of the Warren Library Association, at the discretion of the Board of Directors.~~

Adopted January 7, 1917

Amended March 17, 1975

Amended March 19, 1979

Amended May 5, 1981

Amended April 30, 1990

Amended May 14, 1992

Amended April 8, 2003

Amended May 16, 2004

Amended May 16, 2005

Amended May 19, 2025

BY-LAWS OF WARREN LIBRARY ASSOCIATION

ARTICLE II BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of ~~twelve (12)~~ **nine (9)** members. ~~Seven~~ **Five** members shall be elected from the Association membership by the Association. ~~One member shall be appointed by the City of Warren.~~ Four members shall be appointed by the Board of Warren County Commissioners. The term of office of a member shall be three years and until that member's successor is elected. A board member elected by the Association may serve for two **consecutive** three-year terms, after which that member shall not be eligible to serve again until one year has elapsed from the expiration of the second term. At least two, but no more than three members from the Association shall be elected annually.

Adopted January 7, 1917

Amended July 18, 1960

Amended September 19, 1961

Amended September 21, 1964

Amended March 17, 1975

Amended August 16, 1976

Amended March 19, 1979

Amended June 2, 1994

Amended May 7, 2001

Amended May 19, 2025

Section 2. The Board of Directors shall have general charge and management of the affairs and property of the Association; it shall have power to incur necessary liabilities on behalf of the Association and apply its revenues in liquidation thereof.

Adopted January 7, 1917

Section 3. The Board of Directors shall hold meetings at such times and places as may to them seem necessary or advisable and they shall have power to delegate from time to time such authority as they may deem necessary to any one or more members of the Board as a committee or in order that the business of the Association may be transacted with promptness and dispatch. The president shall be ex-officio a member of all standing committees.

Adopted January 7, 1917

Section 4. Stated meetings of the Board shall be held nine times per year (January, March, April, May, June, August, September, October, and November) at such time and place as the Board may from time to time designate and may be adjourned by the members present to any other time and place. Special meetings may be called at any time by the President

BY-LAWS OF WARREN LIBRARY ASSOCIATION

or any three members of the Board of Directors. A majority of the members of the Board shall constitute a quorum for the transaction of business.

4.1 Business matters may be presented to the Board of Directors for a vote without a meeting by emailing the individual Directors notice of the matter and request for a vote. The notice will describe the matters to be voted upon and the deadline for voting, which shall be at least forty-eight (48) hours from the time that the notice is sent to Directors. Directors may submit their votes in writing by mail, ~~facsimile transmission~~ or email. Upon receipt of the notice, and prior to the close of voting, any two (2) Directors may demand that the vote be tabled until the next regular or special meeting of the Board. The affirmative vote of at least one-half of the Directors shall be required for the approval of any matter presented to the Board of Directors without a meeting, except for any proposed amendment to the By-Laws, which will continue to be governed by Article ~~XV~~ XVI of these By-Laws.

Adopted January 7, 1917

Amended May 21, 2007

Amended June 1, 2009

Amended May 15, 2017

Amended May 19, 2025

Section 5. The Board of Directors shall have the right to adopt such rules and regulations for the conduct of the library and the affairs of the Association and from time to time alter and amend the same as to them may seem proper.

Adopted January 7, 1917

Section 6. ~~The members of the Board of Directors, together and severally, shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action in fulfilling their responsibilities as the Board of Directors, pursuant to 8364 of Act 1986-145 of the Laws of Pennsylvania.~~

The members of the Board of Directors, together and severally, shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action in fulfilling their responsibilities as the Board of Directors, pursuant to the Non-Profit Corporation Law of 1988, 15 Pa.C.S.A. §5701, et seq., as amended.

Adopted May 3, 1988

Amended May 19, 2025

Section 7. Membership on the Warren Library Association Board of Directors shall be for the length of the designated term unless three regular meetings in a row are missed. Should this situation occur, the President of the Board of Directors shall send a letter of inquiry to determine the member's desire to maintain membership. If the member desires to

BY-LAWS OF WARREN LIBRARY ASSOCIATION

remain on the Board and a second notice is necessary, then the member will be asked to resign.

Adopted April 29, 1996

Amended May 21, 2007

ARTICLE III OFFICERS

Section 1. The officers of the Association shall be a President, a Vice-President, a Secretary, and a Treasurer. These officers shall be elected by the Board of Directors from the members of the Board of Directors and shall serve as officers of the Board of Directors and the Association until their successors are elected.

Adopted January 7, 1917

Amended July 13, 1925

Amended March 19, 1979

Section 2. The Board of Directors shall appoint the subordinate officers, agents, ~~and employees~~ **and Executive Director** of the Association to hold their offices subject to the pleasure of said Board, prescribe their compensations and take from them such bonds with security as they may see fit.

Adopted January 7, 1917

Amended May 19, 2025

ARTICLE IV DUTIES OF PRESIDENT

Section 1. The President shall preside at all meetings of the Association and of the Board of Directors, preserve order, regulate debate according to parliamentary rules and appoint all committees as recommended by the Board.

Adopted January 7, 1917

BY-LAWS OF WARREN LIBRARY ASSOCIATION

ARTICLE V DUTIES OF VICE-PRESIDENT

Section 1. In the absence of the President, the Vice-President shall perform all duties of the President.

Adopted January 7, 1917

ARTICLE VI DUTIES OF SECRETARY

Section 1. The Secretary shall, under the direction of the President, be present at all meetings of the Association and of the Board of Directors and keep a record of the same for preservation ~~in a suitable book, keep an accurate list of the members of the corporation, notify the members of all meetings, have charge of the corporate seal and of the books, records, and papers of the corporation~~ and perform all the duties which are customary and incident to the office of Secretary of like corporations., ~~and in the absence of the President and Vice-President shall preside at meetings.~~

Adopted January 7, 1917

Amended March 19, 1979

Amended May 19, 2025

ARTICLE VII DUTIES OF TREASURER

Section 1. ~~The Treasurer shall, under the direction of the President, have general charge of the fund of the corporation, receive all monies and pay out same and make such reports of the receipts and disbursements in such form and manner as the Board of Directors may direct.~~

The Treasurer shall, under the direction of the President, be fully aware of the Library's finances and act as second signatory on all checks, and in the absence of the President and Vice-President shall preside at meetings.

Adopted January 7, 1917

Amended July 8, 1929

Amended May 19, 2025

**ARTICLE VIII
DUTIES OF WARREN LIBRARY ASSOCIATION ADMINISTRATION**

- Section 1.** Warren Library Association Administrative Staff shall keep a record of meeting minutes in a suitable book for preservation, keep an accurate list of the members of the corporation, notify the members of all meetings, have charge of the corporate seal and of the books, records, and papers of the corporation.
- Section 2.** The Warren Library Association Business Manager shall, under the direction of the President and Executive Director, have general charge of the funds of the corporation, receive all monies and pay out same and make such reports of the receipts and disbursements in such form and manner as the Board of Directors may direct.

Adopted May 19, 2025

**ARTICLE IX
COMMITTEES**

- Section 1.** The committees appointed by the President as recommended by the Board of Directors may include but not be limited to:
- ~~a) Personnel~~
 - ~~b) Finance~~
 - ~~c) Building and Grounds~~
 - ~~d) Community Relations/Development~~
 - ~~e) Annual Giving~~
 - ~~f) Representatives to Seneca District Advisory Council~~
 - ~~g) Executive~~
 - a) Executive
 - b) Finance
 - c) Governance
 - d) Fundraising
 - e) Facilities
- Section 2.** Committee members shall, for the sake of continuity, remain on their appointed committees until the end of their term except as noted:
- a) upon resignation
 - b) upon dissolution of the committee
 - c) upon specific request, either by the committee member or the President

BY-LAWS OF WARREN LIBRARY ASSOCIATION

Adopted June 6, 1995

Amended May 21, 2007

Amended May 19, 2025

ARTICLE X **DUTIES OF THE COMMITTEES**

Section 1. All committees having been established by the Board and appointed by the President shall function as follows:

- a) Shall establish a list of objectives for the current year of office, to be presented by the September Board meeting including requirements for budget requests.
- b) Shall revise and update stated long term goals as appropriate.
- c) Shall report to the Board of Directors at each meeting.
- d) Shall maintain a file of documented activity to include a summary of activity at year-end for the following committee's use.

Adopted June 6, 1995

Amended May 21, 2007

Amended June 1, 2009

ARTICLE XI **MEETINGS**

Section 1. The regular annual meeting of the corporation shall be held in the spring of each year for the election of the Board of Directors and the transaction of general business. Special meetings may be called at the option of the President and shall be called by the President at the written request of five members. Notice of each special meeting must be given a week in advance by the ~~secretary~~ President and/or Warren Library Association Administrative Staff.

Adopted January 7, 1917

Amended January 10, 1921

Amended July 16, 1956

Amended July 18, 1960

Amended March 18, 1974

Amended March 17, 1975

Amended March 19, 1979

Amended May 19, 2025

BY-LAWS OF WARREN LIBRARY ASSOCIATION

Section 2. If a vacancy occurs on the Board of Directors between annual meetings, the Board may name a replacement to fill out the term of the vacating member if that member was elected by the Association.

Adopted March 17, 1975

Amended March 19, 1979

ARTICLE XII QUORUM

Section 1. ~~Ten members~~ A simple majority of the Association shall constitute a quorum to do business.

Adopted January 7, 1917

Amended May 19, 2025

ARTICLE XIII ELECTIONS

Section 1. ~~At the regular meeting of the Board of Directors in November of each year, the President shall select a nominating committee of no fewer than three Association members.~~ It shall be the duty of the Governance Committee to select candidates for the Board of Directors to be elected at the annual meeting in the spring. A list of candidates shall be submitted to the ~~Secretary~~ Warren Library Administrative Staff by the nominating committee and the names of persons so nominated shall be posted by ~~the Secretary~~ Warren Library Administrative Staff on the website and bulletin board of the Warren Public Library at least twenty (20) days before the annual meeting. Voting shall be by ballot in the manner prescribed by law.

~~Any ten (10) members of the Warren Library Association may make additional nominations from the Association membership by submitting same to the Secretary in writing at least ten (10) days before the date of the annual meeting, and these nominations shall be at once posted by the Secretary on the website and bulletin board of the Warren Public Library.~~

Adopted January 7, 1917

Amended July 13, 1925

Amended July 18, 1960

Amended March 18, 1974

Amended March 17, 1975

BY-LAWS OF WARREN LIBRARY ASSOCIATION

Amended March 19, 1979

Amended March 18, 2019

Amended March 15, 2021

Amended May 19, 2025

Section 2. Anticipating the annual meeting of the corporation, the ~~President~~ **Governance Committee** shall appoint a nominating committee to draw up a slate of officers for the coming year to be elected by the Board of Directors not later than their next regular meeting following the annual meeting.

Adopted July 13, 1925

Amended March 17, 1975

Amended March 19, 1979

Amended May 7, 1991

Amended May 19, 2025

ARTICLE XIV ORDER OF BUSINESS

Section 1. The order of business at the annual meeting of the Association shall be as follows:

1. Call to Order by President
2. Public Comments
3. Approval of Minutes of previous meeting
4. Executive Director's Report
5. Financial Report
6. Friends of the Library Report
7. ~~Reports of Committees~~ **Committee Reports**
- ~~8. Public Comments~~
- ~~8. Unfinished~~ **Old Business**
- ~~9. Such reports of officers as the Board of Directors may submit to the Association~~
9. Election of Association members to the Board of Directors
10. New Business

Adopted January 7, 1917

Amended March 19, 1979

Amended May 19, 2025

ARTICLE XV DISSOLUTION

Section 1. Except as otherwise provided herein, dissolution of the Corporation shall be accomplished in accordance with the provisions of the Non-Profit Corporation Law of 1988 (15 Pa.C.S.A. et seq.), as amended. Any assets remaining after payment of or

BY-LAWS OF WARREN LIBRARY ASSOCIATION

provision for all liabilities of the Corporation shall be donated to a charitable non-profit organization which shall at the time qualify as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code, as amended, (or the corresponding provision of any future United States Internal Revenue Law) chosen by the Board of Directors. In designating such a recipient non-profit charitable organization, the Board of Directors shall seek an organization as closely in keeping with the Corporation's purposes as is possible and one which shall benefit to the greatest degree possible the residents of Warren County.

Adopted: September 24, 2001

Amended May 19, 2025

ARTICLE XVI **AMENDMENTS**

Section 1. Amendments to these By-Laws may be made at any stated meeting of the Association, provided that no amendment shall be made at a special meeting unless the notice of the meeting shall specify the amendment as one of the purposes of the meeting.

Adopted January 7, 1917