

CONSTITUTION AND BY LAWS

OF THE

ANDREW CARNEGIE FREE LIBRARY

OF CARNEGIE, PA

DECLARATION OF TRUST.

Amended July 29, 2003

To All Persons to Whom these Presents Shall Come:

We, WILLIAM HILL, JOHN A. BELL, JAMES D. GLOVER, DANIEL BODEN, JAMES J. BROWN, J. CHARLES BEDELL, JOHN KUMPF, OLIVER R. COOKE, ROBERT P. BURGAN, JOHN S. ROBB, JR., as Life Trustees chosen by ANDREW CARNEGIE, and DR. EDWARD GREGG HUSLER, Burgess, and W. G. BIGHAM, WM. H. SHINN, T. J. KEARNS, J. B. HANNA, GEORGE Z. HOSACK, and ROBERT BELL, JR., members of the Town Council of the Borough of Carnegie, and Trustees by virtue of said offices, all being residents of the Borough of Carnegie, in the County of Allegheny and State of Pennsylvania, send Greeting:

Whereas, ANDREW CARNEGIE has heretofore expressed his intention of founding a Free Public Library, in connection with which shall be a public hall or halls, and such other buildings and appurtenances as may be proper and necessarily incident thereto, for the use and benefit of the people of the Town of Carnegie; and in furtherance of his intention so expressed has signified his determination of donating the sum of Two Hundred Thousand (200,000) Dollars, to be expended in the purchase and beautifying of a convenient and suitable site or location for such library; the erection, construction and equipment of a suitable building or buildings thereon; and in the perpetual endowment of such institution; and the further sum of Ten Thousand (10,000) Dollars to be expended in the purchase of the first installment of books for such library.

And Whereas, it is the expressed wish of the said ANDREW CARNEGIE that the management and control of such library, buildings and appurtenances, and all matters and things appertaining thereto, shall devolve upon a Board of Trustees, to be composed of fifteen (15) members, and their successors, as hereinafter provided; twelve elected for three-year terms and three ex-officio members of the local government appointed annually by Borough Council. Four members shall be elected annually for three-year terms. An elected trustee may serve two consecutive terms and is not eligible for re-election or reappointment until one year has elapsed following the second consecutive term.

And Whereas The Mansfield Land Company, a corporation duly incorporated,

and having its domicile in said Borough of Carnegie, has by its deed bearing date the 27th day of March, A. D. 1899, for the consideration of Twenty-six Thousand (26,000) Dollars, granted and conveyed unto the parties above named as Trustees as aforesaid, as a location or site for such Library.

All the following described pieces or parcels of land situate in the Second Ward of the Borough of Carnegie, in the County of Allegheny and State of Pennsylvania, being Lots Numbered 114, 115, 116, 117, 118, 119, 120, 121, 122, 123, 124, 125, 126, 127, 128, 129, 130, 131, 132, 133, 134, 135, 136, 137, 138, 139, 140, 141, 142 and a part of 143, in a Plan of Lots in said Borough, laid out by the Mansfield Land Company, and recorded in the office for the recording of deeds, etc., in and for said County of Allegheny, in Plan Book, volume 16, page 39; said pieces or parcels of land being more particularly described as follows, to wit:

Said Lots Numbered 114, 115, 116, 117, 118, 119, 120, 121, 122, 123 and 124, being contiguous and together bounded as follows, to wit:

Beginning at a point on the easterly side of Beechwood Avenue, at the corner of Lot number 113 in said plan; thence easterly by line of said Lot No. 113, one hundred (100) feet to the line of a street or avenue marked Broadway Extension on said plan; thence by line of said street or avenue, North three degrees and forty-eight minutes East (N. $3^{\circ} 48' E.$), three hundred and eighty-three and $33/100$ (383.33) feet to a point at an angle in said street or avenue, thence continuing by line of said street or avenue, North thirty-seven degrees and nineteen minutes West (N. $37^{\circ} 19' W.$) one hundred and fifty-two and $6/100$ (152.06) feet to the intersection of said street or avenue and Beechwood avenue; thence by line of said Beechwood avenue, South three degrees and forty-eight minutes West (S. $3^{\circ} 48' W.$), four hundred and ninety-eight (498) feet to the corner of said Lot No. 113 at the place of beginning.

Said Lots Numbered 125, 126, 127, 128, 129, 130 and 131, being contiguous and together bounded as follows, to wit:

Beginning at a point on the westerly line of said Beechwood avenue at its intersection with the northerly line of Home street, and at the corner of Lot No. 125, thence by line of Home street, North eighty-six degrees and twelve minutes West (N. $86^{\circ} 12' W.$), three hundred (300) feet to the line of Mary avenue; thence by line of Mary avenue, North three degrees and forty-eight minutes East (N. $3^{\circ} 48' E.$), one hundred and twenty (120) feet to the line of Cottage street; thence by line of Cottage street, south eighty-six degrees and twelve minutes East (S. $86^{\circ} 12' E.$), three hundred (300) feet to the line of Beechwood avenue aforesaid; and thence by line of

Beechwood avenue, South three degrees and forty-eight minutes West (S. 3° 48' W.) one hundred and twenty (120) feet to the line of Home street, at the place of beginning.

Said Lots numbered 132, 133, 134, 135, 136, 137 and 138, being contiguous and together bounded as follows, to wit:

Beginning at a point on the westerly line of said Beechwood avenue at its intersection with the northerly line of Cottage street, and at the corner of Lot No. 132 in said plan; thence by line of Cottage street, North eighty-six degrees and twelve minutes West (N. 86° 12' W.), two hundred and ninety-seven and 9/100 (297.09) feet to the line of Mary avenue; thence by line of Mary avenue, North-easterly forty-two and 59/100 (42.59) feet to the line of Short alley; thence by line of Short alley, North fifty-two degrees and forty-one minutes East (N. 52° 41' E.), one hundred and twenty-three and 43/100 (123.43) feet to the line of an alley twenty (20) feet wide; thence by line of said alley South eighty-six degrees and 12 minutes East (S. 86° 12' E.), one hundred and ninety-nine and 3/100 (199.03) feet to the line of Beechwood avenue aforesaid; and thence by line of said Beechwood avenue, South three degrees and forty-eight minutes West (S. 3° 48' W.) one hundred and twenty (120) feet to the line of Cottage street at the place of beginning.

Said Lots numbered 139, 140, 141, being contiguous and together bounded as follows, to wit:

Beginning at a point on the westerly line of said Beechwood avenue, at its intersection with the northerly line of an alley twenty (20) feet wide, and at the corner of Lot No. 139; thence by line of said alley, North eighty-six degrees and twelve minutes West (N. 86° 12' W.), one hundred and seventy-six and 12/100 (176.12) feet to the line of Short alley; thence by line of Short alley, North fifty-two degrees and forty-one minutes East (N. 52° 41' E.), two hundred and thirty-three and 77/100 (233.77) feet to the line of Beechwood avenue aforesaid; and thence by line of said Beechwood avenue, South three degrees and forty-eight minutes West (S. 3° 46' W.), one hundred and fifty-three and 74/100 (153.74) feet to the line of said twenty (20) foot alley, at the place of beginning.

Said Lot numbered 142 and the portion of Lot No. 143 herein conveyed being contiguous and together bounded as follows, to wit:

Beginning at a point on the south-easterly line of Main street at its intersection with the south-westerly line of Broadway, and at the corner of Lot No. 142; thence South fifty-two degrees and forty-one minutes West (S. 52° 41' W.), thirty-five (35) feet

to a point in the front line of said Lot No. 143; thence south-easterly, by a line parallel with the line of Broadway, and through or over said Lot No. 143, ninety-five (95) feet, more or less, to the line of Beechwood avenue aforesaid; thence by line of Beechwood avenue, North three degrees and forty-eight minutes East (N. 3° 48' E.), fifty-three and 58/100 (53.58) feet, more or less, to a point at its intersection with Broadway; thence by line of Broadway, North thirty-seven degrees and nineteen minutes West (N. 37° 19' W.), fifty-four and 63/100 (54.63) feet to the line of Main street, at the place of beginning.

Which said consideration or sum of TWENTY-SIX THOUSAND (\$26,000.00) was paid by the said ANDREW CARNEGIE.

Now know ye, that we, William Hill, John A. Bell, James D. Glover, Daniel Boden, James J. Brown, John Kumpf, J. Charles Bedell, Oliver R. Cooke, Robert P. Burgan and John S. Robb, Jr., Life Trustees as aforesaid, and Dr. Edward Gregg Hussler, Burgess, and W. G. Bigham, William Shinn, Thomas J. Kearns, J. B. Hanna, George Z. Hosack and Robert Bell, Jr., members of Council and Trustees *ex officio*, do hereby accept said trust, and by these presents make known, admit and declare that said premises were so conveyed to us, and that we now hold and will continue to hold the same in trust only, for the use and benefit of the people of the Town of Carnegie, as the site or location for a Free Public Library to be founded thereon as aforesaid.

And we do further make known and declare in conformity with the foregoing, and in furtherance of said object, the following:

First—Said institution shall be known as the ANDREW CARNEGIE FREE LIBRARY.

Second—Vacancies in the Board of Trustees, occasioned by the death, resignation or disqualification of any of the twelve elected Trustees, shall be filled by the remaining Trustees, by ballot at a special meeting duly called by the President, or upon request of three or more members, after five (5) days' notice, in either case; of which said meeting a majority of such surviving Trustees shall constitute a quorum, and a majority vote of such meeting so constituted shall be necessary to elect; and to depose, or disqualify, an elected Trustee for cause at least ten (10) votes shall be required; *provided, however*, that any person or persons holding the office of Mayor or member of Council shall not at the same time be eligible to serve as an elected Trustee.

Third—The remaining three members of the Board of Trustees, who shall be selected annually by the six (6) members of council of the municipality within which said Library shall be located, from among the members of council and the mayor, shall be

ex officio members of said Board of Trustees.

Fourth—The officers elected annually from the Board of Trustees shall consist of a President, a Vice President, a Secretary, a Treasurer, and such other officers as may be deemed necessary.

Fifth—A majority of the members of the Board of Trustees shall constitute a quorum for all purposes except as hereinafter provided.

Sixth—The Board of Trustees shall have power, by a two-thirds vote of all its members to adopt such By-Laws, not inconsistent with this instrument, nor with the laws of this Commonwealth, as they may deem necessary and proper for the management and control of said Library, Building and Grounds, and for the proper and efficient administration of said Trust, and by like vote may alter and amend the same; and may also from time to time adopt such rules and regulations, not inconsistent herewith, as may tend to the orderly conducting of their affairs and the use of said Library.

Seventh—The Library shall be free to the people forever, but a charge may be made for the use of the halls for entertainments, concerts and other suitable performances or assemblages; the proceeds from such charges to be added to the general operating fund.

Eighth—An annual report of the officers of the Board of Trustees, including a financial statement of the Endowment Fund and of the receipts and expenditures in connection with said Trust shall be made to the legislative body of the municipality within which the Library is situated, and for the purpose of enforcing the provisions of this section, the chief executive of such municipality, for the time being is hereby constituted visitor of said Institution, and for all other purposes the said ANDREW CARNEGIE shall be visitor during his life time, and after his decease, such person and the successor of such person as he may by will appoint, and in default of such appointment, the proper lawful or public authority.

Ninth—The Trust created and regulated by these presents shall be subject to such regulations and control as the Legislature of this Commonwealth may hereafter from time to time, by general laws, prescribe, saving the right to the Board of Trustees by majority vote to assent or dissent when the same may be necessary and proper.

Tenth—That the trust hereby accepted, and the declarations and admissions herein made, shall apply to and include, as well the said Real Estate, and the erection and construction of said buildings; the improvement of said grounds; the management,

control and operation of said Library and appurtenances, and of the said Endowment Fund, in so far as the same may be entrusted to the care of said Board of Trustees, and of all things necessarily incident to the proper and faithful administration of said Trust, in accordance with the true intent and meaning thereof.

In my opinion no body of Citizens of Carnegie will ever enter upon a trust more beneficial for the town of Carnegie, however great the future of that town may be.

ANDREW CARNEGIE.

New York, April 20, 1899.

In witness whereof, we, the said parties, Trustees as aforesaid, have hereunto set our hands and seals this 20th day of April, A. D. 1899.

WILLIAM HILL,	[seal]
JOHN A. BELL,	[seal]
JAMES D. GLOVER,	[seal]
DANIEL BODEN,	[seal]
JAMES J. BROWN,	[seal]
JOHN KUMPF,	[seal]
J. CHARLES BEDELL,	[seal]
OLIVER R. COOKE,	[seal]
ROBERT P. BURGAN,	[seal]
JOHN S. ROBB, JR.,	[seal]

Life Trustees.

EDWARD GREGG HUSLER,	[seal]
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Burgess.

W. G. BIGHAM,	[seal]
WILLIAM H. SHINN,	[seal]
T. J. KEARNS,	[seal]
J. B. HANNA,	[seal]
GEORGE Z. HOSACK,	[seal]
ROBERT BELL, JR.,	[seal]

Members of Council

and Trustees ex officio.

Signed, sealed and delivered in presence of J. B. FIFE.

BY-LAWS OF THE ANDREW CARNEGIE FREE LIBRARY AND MUSIC HALL

Amended February 27, 2008

THE BOARD OF TRUSTEES shall be in charge of the affairs, management and property of the Library & Music Hall (herein after "ACFL&MH"). It shall be comprised of twelve elected members, four of whom shall be elected each year for a three-year term, and three ex-officio trustees designated annually by the Carnegie Borough Council from its members and the Mayor. No member of the Borough government shall be eligible for an elected position on the Board while in office. An ex officio member of the Board shall be entitled to attend and participate in all meetings of the Board and may serve on any committee to which they may be appointed. However, the ex officio member shall not be a voting member of the Board.

Elected members shall serve a term of three years and may be re-elected once, thus permitting him or her to serve for two consecutive terms. After an absence of not less than twelve consecutive months from the Board, an elected member may be re-elected to the Board. The Board of Trustees shall have the power to fill vacancies of members on the Board with temporary appointments until the next Annual Meeting. A member elected to fill a temporary appointment may then be eligible to be re-elected for up to two consecutive three-year terms after fulfilling a temporary appointment.

Each member is entitled to one vote. In addition to those members who are physically present at a meeting, elected members shall be deemed present at such meeting if a telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each other at the same time, is used. A majority shall constitute a quorum at any regular or special meeting. Any Trustee deemed by the Board to be disqualified because of an actual or apparent conflict of interest on any matter, shall not vote or use his/her actual or personal influence on that matter.

ADVISORY BOARD - The Board of Trustees may appoint up to twelve persons with expertise and talents that will benefit the ACFL&MH, and they shall serve at the pleasure of the Board. They may attend Board meetings but do not have the right to vote.

OFFICERS - The officers of the Board of Trustees shall be elected members and shall consist of a President, a Vice President, a Secretary, a Treasurer, and any other officers

deemed necessary. They shall be elected by ballot by majority vote of the Trustees at the Annual Meeting to hold office for one year, and until their successors are elected and qualified. All Officers shall be bonded in an amount to be determined by the Board.

PRESIDENT shall be the chief executive officer and shall preside at all meetings of the Board of Trustees, and shall have the power to enforce all the By-Laws, regulations and policies. He/She shall sign and execute all documents, contracts, warrants for money, or agreements authorized by the Board. He/She shall appoint annually the Standing Committees and their Chairpersons as soon after the annual meeting as practicable and shall be an ex-officio member of all Standing Committees, except the Governance Committee. Vacancies occurring on any of said committees shall be filled by the President. He/She shall give an annual written report of the Board's activities at the annual meeting.

VICE PRESIDENT - The powers and duties of the President, in his/her absence or inability to act, shall devolve upon the Vice President.

SECRETARY shall keep the minutes of all the meetings of the Board, have custody of all papers and documents, execute such documents as require his/her signature, and perform such other duties as may from time to time be assigned him/her. He/She shall mail meeting notices, minutes and an agenda to the Board at least three days prior to all regular or special meetings, except that a meeting to ratify by-laws changes shall require fifteen days notice.

TREASURER shall have custody of the Board's funds and securities and shall pay all warrants duly countersigned by the President and Secretary. He/She shall maintain adequate records of all financial transactions and give written monthly reports to the Board. He/She shall prepare the books for an annual audit as required by law.

HEADS OF DEPARTMENTS - The Board of Trustees shall hire and dismiss the Executive Director, Library Director, and any other agents as may be necessary. The Executive Director and Library Director shall hire and dismiss all other personnel. No trustee may be employed by the library.

STANDING COMMITTEES - Chairpersons appointed by the President shall be elected members, but members of the committees need not be Trustees. Each committee shall meet at least twice a year and each shall give an annual written report at the annual meeting.

EXECUTIVE COMMITTEE shall have the power and authority of the Board to: Transact

all business of the organization in the intervals between meetings of the Board with any decisions subject to confirmation by the full Board at its next meeting provided, however, the Executive Committee shall not take any action to override any previous decision of the Board; Oversee the business affairs of the organization; Annually review the performance of the Executive Director; Make recommendations to the Board concerning all personnel matters; and develop and maintain a long range plan for the organization. Meetings of the Executive Committee shall be at the discretion of the Chairperson.

The Executive Committee shall be composed of the officers of the Board of Trustees, Chairperson of the Governance Committee, and the Executive Director in ex officio capacity. The President of the Board of Trustees shall serve as the Chairperson of the Executive Committee.

GOVERNANCE COMMITTEE shall be responsible for: Nominating Trustees and Officers of the Board and be on the agenda at the regular meeting preceding the annual meeting and, as the need arises to replace a Trustee, at the meeting preceding his or her nomination; Identify the needs of the Board in accordance with Board policy; Conduct an analysis of the current Board and identify needs of Board membership in the future; Maintain documents on the qualifications, roles, and expectations of potential Board members; Conduct periodic Board evaluation; and Serve as the Audit Committee of the Board. The Governance Committee shall meet at the discretion of the Chairperson of the Committee, but at least twice per year.

The Governance Committee shall be chaired by an elected member and shall include at least two additional elected members. The Committee shall be appointed annually by the President of the Board.

FACILITIES COMMITTEE shall have charge of the building and grounds and direct all repairs on such property; shall seek Board approval of any work, not budgeted for, that exceeds one thousand dollars and if work to be done is expected to exceed two thousand dollars, three bids shall be presented to the Board for its decision.

The Facilities Committee shall be chaired by an elected member and shall include at least one additional elected member. The Committee shall be appointed annually by the President of the Board.

FINANCE COMMITTEE shall: Have the responsibility for the overall direction and control of the finances of the organization; Prepare an annual budget to be adopted by the Board each January; Arrange for an annual audit of financial operations and report the

results to the Governance Committee and then the full Board; Report to the Board other financial matters as deemed appropriate by the Board; Review monthly and quarterly financial reports on income and expenditures; Appoint an Assistant Treasurer to collect and deposit funds received and to prepare checks for all expenses of the library for approval and issuance by two officers of the board. The Treasurer shall report to such committee, and, when requested, furnish a statement of balance on hand and any other information concerning the funds in his/her charge.

The Finance Committee shall be chaired by the Treasurer of the Board and shall include at least one additional elected member. The Committee shall be appointed annually by the President of the Board.

OPERATIONS COMMITTEE shall: provide policy and general oversight of the administration and programmatic initiatives of the Library, Music Hall, Civil War Room, and facility rental activities; Ensure optimal use and programming of all assets; and Supervise the preparation of leases and contracts for approval by the Board.

The Operations Committee shall be chaired by an elected member and shall include at least one additional elected member and the Library Director in an ex officio capacity. The Committee shall be appointed annually by the President of the Board.

INSTITUTIONAL ADVANCEMENT COMMITTEE shall: Have the responsibility for raising funds for operating and capital needs of the organization; Oversee marketing and public relations for the organization including events at the Library, Music Hall, and Civil War Room; Provide oversight and leadership on all fundraising initiatives including an annual fund and capital campaign; Ensure communications with all constituents of the organization through regular newsletters, announcements, or other appropriate media..

The Institutional Advancement Committee shall be chaired by an elected member and shall include at least one additional elected member. The Committee shall be appointed annually by the President of the Board.

OTHER COMMITTEES – The President of the Board shall have the authority to establish special and/or ad hoc committees from time to time to address designated purposes or missions. All committees shall be chaired by an elected member.

MEETINGS

REGULAR MEETINGS of the Board shall be scheduled at least six times per year in the Library on a days and times to be determined by the Board and shall be advertised.

The meetings shall comply with the Sunshine law.

THE ANNUAL MEETING, at which four trustees and all officers of the Board are to be elected, shall be held in March of each year on the regular meeting date.

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 U.S. Mail or electronic means by the Secretary not less than three days before any regular or special meeting.

ATTENDANCE - Any member who misses three meetings without giving at least twenty-four hours notice with a reasonable excuse, shall be considered absent and this will be held as "cause" for removal. Trustees must be present for more than half of a meeting to be considered in attendance.

AMENDMENTS TO BY-LAWS - These By-Laws, 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.

PARLIAMENTARY AUTHORITY - The rules contained in Roberts Rules of Order, latest revision, shall govern the society in all cases to which they are applicable, when they are not inconsistent with the By-Laws or Trust as amended.

DISSOLUTION STATEMENT - Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or 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 of Trustees 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 corporation 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, February 27, 2008