

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

Amended December 2013

**1. THE BOARD OF TRUSTEES** (hereinafter “Board”) shall be in charge of the affairs, governance and property of the Library & Music Hall (herein after “Organization”) and shall ensure successful management of the Organization. It shall be comprised of no more than twelve and no fewer than seven elected members, one third of whom shall be elected each year for a three-year term, plus three ex-officio trustees designated annually by the Carnegie Borough Council from its members and the Mayor. An ex officio shall have full privileges of Board membership, except ex officio members may not serve as an officer of the Board. Ex officio members are appointed annually by Carnegie Council.

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 interim appointments. A member 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.

Each member is entitled to one vote. In addition to those members who are physically present at a meeting, 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. Fifty percent of members rounded down to the nearest integer 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.

**2. 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.

**3. 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 written 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.

**4. 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 or such member(s) designated by the President or By-Laws 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. The President shall not vote except as necessary to break a tie.

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

**6. 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 communicate 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.

**7. TREASURER** shall have custody of the Board's funds and securities. He/She shall maintain adequate records of all financial transactions and give written reports to the Board at scheduled meetings or additionally as called for. He/She shall prepare the books for an annual audit as required by law.

**8. STAFF:** The Board shall hire and dismiss the Executive. The Executive Director shall be responsible for implementing the mission of the organization including hiring and dismissal of all other staff, fund-raising, other operational activities, and keeping the Board informed of important organizational issues. No trustee may be employed by the Organization.

**9. 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.

**10. 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 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 and develop and maintain 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 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.

**11. 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 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 members. The Committee shall be appointed annually by the President of the Board.

**12. FACILITIES COMMITTEE** shall: Oversee the building and grounds and ensure stewardship of the Organization's historic facility and direct major 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; unless otherwise authorized by the Board. In the event of an emergency that jeopardized the integrity of the facility, the Facilities Committee may act to the minimum possible extent prior to Board authorization.

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

**13. 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 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; Serve as the Audit Committee for the Organization; the Treasurer shall report to such committee and 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 member. The chair of the Governance Committee shall be an ex officio member of the Finance Committee and shall lead the audit reviews by the Finance Committee. The Committee shall be appointed annually by the President of the Board.

**14. 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 member and the Executive Director and Library Director in an ex officio capacity. The Committee shall be appointed annually by the President of the Board.

**15. INSTITUTIONAL ADVANCEMENT COMMITTEE** shall Oversee 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.

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.

**16. PERSONNEL COMMITTEE** shall Review annually the performance of the Executive Director and 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 member and shall include at least one other member. The Committee shall be appointed annually by the President of the Board.

**17. 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**

**18. REGULAR MEETINGS** of the Board shall be scheduled at least six times per year in the Library & Music Hall facility on a days and times to be determined by the Board and shall be advertised. The meetings shall comply with the Sunshine law.

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

**20. 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.

**21. ATTENDANCE:** Any member who misses three meetings within a 12-month span without giving at least twenty-four hours' notice with a reasonable excuse, shall be automatically removed from office. When a member is to be automatically removed, the Secretary will notify the Chair of the Governance Committee and/or President, one of whom will notify the member of his or her removal from office. Trustees must be present for more than half of a meeting to be considered in attendance.

**22. 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.

**23. 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.

**24. 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.