

Susquehanna County Historical Society and Free Library Association

BYLAWS

Article 1 - NAME

The name of this organization shall be "The Susquehanna County Historical Society and Free Library Association," hereinafter referred to as the "Association."

Article 2 - MISSION AND PURPOSE

The mission of the Association is to support the appreciation and preservation of local history, and to nourish the joy of reading, the discovery of ideas, and the power of information.

The purpose of the Association is to operate a free public library system for the use and benefit of all the residents of Susquehanna County. The Association provides materials and services to assist users in obtaining information to meet their personal, recreational, and educational needs. Special emphasis is placed on stimulating children's appreciation for reading and learning.

The Association maintains an historic museum in order to provide a safe and permanent place for the collection and preservation of the history of Susquehanna County and the genealogy of Susquehanna County families. Personnel and services are made available to assist in the use of Historical Society materials.

Article 3 - VOTING MEMBERSHIP

Annual individual Membership in the Association, with voting rights, shall be gained by making a minimum financial donation to either the Library or Historical Society during the annual support drive for the year in question. The Board of Trustees shall, annually and in collaboration with the CEO, Head Librarian and Curator, approve the required minimum donations for Library membership, Family membership and Historical Society membership prior to the start of the annual support drive. Family membership will grant voting rights to all adult family members residing in the same household, so long as their names are provided at the time the donation is made. Voting members, who provide identification, may participate in the election for directors each year at the annual membership meeting held in January. The Board also reserves the right to provide the Membership with additional "members-only" benefits, opportunities and/or incentives. The use of library services is not dependent on or affected by membership in the Association.

Article 4 - TRUSTEES

a: The management of the Association shall be vested in a Board of up to sixteen Trustees, two of whom shall be appointed by the Commissioners of Susquehanna County and the balance elected by the membership.

b: There shall be a representative Trustee for each library location and the Historical Society. Such representatives shall provide communication between the Board and the operations of each respective location.

c: All Trustees shall be residents of Susquehanna County, members of the Association by contribution to the Association's annual support drive, and also members of the Historical Society.

d: The Board of Trustees may, without amendment to these Bylaws, reduce the number of Trustees to a number not fewer than nine, including two Trustees appointed by the Commissioners of Susquehanna County; such reduction shall take place by eliminating not more than two Trustee positions in any two-year period.

e: At least three months before the annual membership meeting, if Board vacancies are anticipated, the President shall appoint a Nominating Committee of three Trustees, who in consultation with the Board Development Committee shall present a slate of proposed Trustees for approval of the Board prior to submission for voting by the Association members.

f: Each full term of office for a Trustee shall be four years. After being elected by a majority vote of the members present and serving one four-year term, each Trustee may serve one additional consecutive four-year term with no membership vote required, for a total of eight years of elected service. A Trustee who has served on the Board for two consecutive four-year terms may be reelected or re-appointed to the Board after an absence of two years/election cycles.

If a Trustee vacates his/her position on the Board before completing a four-year term, the partial-term vacancy shall be filled by appointment of the Board in consultation with the Board Development Committee. Appointed Trustees may serve for the remainder of their predecessor's term. Filling an unexpired term will not constitute a full term of service, and an appointed Trustee may continue to serve by being elected through a membership vote at the conclusion of their term. An annual term begins on February 1 and ends on January 31.

The election cycle framework for a 12-member Board shall be based on a four-year cycle with three Trustees assigned to each year of the cycle. 2027 will be considered year one of the four-year election cycle. Elections will occur annually providing there is at least one seat requiring a members' vote. In the event that the Board elects to increase or decrease the number of seated Trustees, one seat may be added or deducted per each election cycle/annual term through the established election and reduction processes (see Article 4 section d).

Trustees appointed to the Board by the County Commissioners will adhere to the same term limits and serving restrictions as Trustees who are otherwise appointed or elected, but will not be voted on by members.

Candidates shall be recommended by the Board Development Committee (and Nominating Committee when required) (see Article 4 Section e). There shall be one candidate on the ballot for each open seat, providing there is an Association member in good standing who has submitted an application, meets the residency requirement and any additional requirements established by the Board Development Committee. Should a candidate not be approved by the membership, the Board Development Committee will make a recommendation to the Trustees to appoint an Association member who meets the aforementioned requirements to fill the vacancy according to the established appointment process.

ADDENDUM TO ARTICLE 4f AMENDMENT PROPOSAL a.

To facilitate an equitable and orderly transition to the updated election process, the Board Development Committee will recommend to the Board the order in which Trustees are assigned to an election year in the four-year cycle, based primarily on current consecutive years of service and with the optimal goal of affording Trustees the opportunity to serve a full eight years. Commissioner-appointed Trustees may not

be assigned to the same year in the cycle. The Board shall approve the election cycle assignments by majority vote.

g: Each Trustee is required to give notice to the President or Vice President if unable to attend a regularly scheduled meeting. If a Trustee has three unexcused absences from regularly scheduled meetings in one calendar year, it will be the responsibility of the President to inform that Trustee by letter of his/her delinquent attendance. If a fourth meeting is missed, it will be assumed the Trustee's intention is to resign from the Board and from all committees, which resignation shall be confirmed in writing by the President.

h: A Trustee may be removed by a vote of two-thirds of all Trustees for non-performance of duties or when the best interests of the Association so require provided that such action shall have been set forth in writing to all Trustees not fewer than ten days in advance of the vote.

i: Trustees shall serve without compensation.

j: No Trustee shall have or acquire any interest, direct or indirect, in any contract or proposed contract for materials or services in any lease, mortgage, sale, or contract of any nature whatever relating to the Association without forthwith making written disclosure to the Association of the nature and extent of such interest. No Trustee who has such an interest shall vote on any matter relating thereto. Trustees shall act to preserve the best interests and ensure the best public perception and reputation of the Association. No Trustee or Administrator/Librarian shall be the parent, child, or spouse of any Trustee or employee of the Association. Upon election to the Board, each Trustee shall sign and return to the Board the required statement that he/she understands and accepts the obligations of office under these Bylaws, supports the Mission and Purposes of the Association, and agrees to use best efforts to promote the work of the Board of Trustees.

k: The Association shall carry directors' and officers' liability insurance. No Trustee shall be personally liable for an act or failure to act in his/her capacity as such, except as provided by the Non-Profit Corporation Law or the criminal laws of the Commonwealth of Pennsylvania.

Article 5 - POLICIES

The Board of Trustees shall establish or amend Policies for the governance and administration of the Association by a vote of at least three-fourths of all Trustees. Policies shall be recorded in a permanent form accessible to the Board and the staff.

Article 6 - OFFICERS

a: The officers of the Association shall be a President, a Vice President, a Recording Secretary, and a Treasurer.

b: Officers shall be elected by the Board from among its members. The term length for officers shall be two calendar years; officers may be re-elected for one additional consecutive term to equal a total of four years in that office, and thereafter may be re-elected after an absence of two years. The filling of an unexpired term of office does not constitute a full term.

c: At least one month before the election of officers, the President shall appoint a Nominating Committee of three Trustees, who in consultation with a Board Development Committee shall present a slate of officers to the Board. Additional nominations may be made from the floor at the time of election.

d: The President, or in his/her absence the highest officer present, shall preside at all meetings of the Board or the membership and regulate the order thereof and, when required, cast the deciding vote. The President shall be an ex-officio member of all committees except the Nominating Committee.

e: The Vice-President shall serve as presiding officer in absence of the President, shall be responsible for all correspondence to and from the Board, for maintaining a record of all policies formally adopted by the Board, and for such other duties as the President shall assign.

f: The Recording Secretary shall keep minutes of all meetings of the Association and of the Board, and shall provide minutes of the previous meeting to the Trustees in advance of each meeting. Any changes of substance or content to the minutes as submitted by the Recording Secretary may be made only by vote of the Board.

g: The Treasurer shall be the chief fiscal officer of the Board; he/she shall maintain records of all income, expense, and financial assets of the Association for an annual audit, report to the board and the membership as requested, and serve as Chair of the Finance Committee.

Article 7 -COMMITTEES

a: There shall be three Standing Committees: a Finance Committee, a Personnel Committee, and a Board Development Committee. All members of the Standing Committees shall be Trustees. Standing Committees may invite others including non-Trustees to attend their meetings.

b: There shall be such other committees of a permanent or temporary nature as the President may appoint. Each such committee shall include at least one Trustee. Other members of the committees need not be Trustees but must be approved by the President in consultation with the Administrator/Librarian. Such committees may invite others including non-Trustees to attend their meetings.

c: Each committee shall report to the Board in writing annually or at such other times as the President may direct.

d: No committee shall have other than advisory powers unless specifically granted by the Board.

Article 8 - STAFF

a: The Chief Executive officer (CEO) shall be appointed by and be responsible to the Board of Trustees. He/she shall have general supervision over Susquehanna County Historical Society and Free Library Association, shall hire personnel to fill such staff positions, as are authorized by the Board, with the exception of the Head Librarian and Curator which shall be hired only by the Board, and shall implement all policies and procedures as authorized and directed by the Board. The CEO shall also be responsible for the recording and acknowledgment of all monetary gifts of substance to the Association with the date of the gift, the name of the donor,

and the designation if any.

b: The Curator shall be appointed by the Board. He/she shall have general supervision over the museum and Historical Society, and shall hire personnel to fill such staff positions as are authorized by the Board and CEO and shall implement all policies and procedures as directed and authorized by the Board and the CEO. The Curator shall be responsible for the recording and acknowledging of all gifts and bequests to the Historical Society with the date and the name of the donor; deeds of gifts and records of loans shall be maintained.

c: The Head Librarian shall be appointed by the Board. He/she shall have general supervision over all the library branches and shall hire personnel to fill such staff positions as are authorized by the Board and the CEO, and shall implement policies and procedures as authorized and directed by the Board and the CEO.

d: "The Board of Trustees delegates to the CEO, who may delegate to the Head Librarian and/or Curator, the responsibilities of applying and communicating policy to the staff and the public, as well as creating procedures and protocols for the clear implementation of approved policies in a manner that aligns with the Association's Mission and Bylaws.

Article 9 - MEETINGS

a: A meeting of the membership of the Association shall take place prior to December of each year, and at such other times as the Board may decide. Notice of all meetings shall be given at least fourteen days in advance by publication in a newspaper of general circulation in Susquehanna County. Action of the membership shall be taken by a majority of the members who are present at the meeting.

b: Regular meetings of the Board of Trustees shall take place at least nine times per year, at times and places determined by the Board, with notice to all Trustees. Additional meetings of the Board may be called by the President or by any three Trustees, with five days' notice to all Trustees. A majority of the Trustees shall constitute a quorum for action by the Board; a special meeting may be called in absence of a quorum.

Article 10 -LIBRARY LOCATIONS

Library locations shall be established by the Board of Trustees and shall be subject to the policies and governance of the Association. The Chief Executive Officer, with the approval of the Board of Trustees, shall appoint a Manager for each location, who, with the Head Librarian, shall hire staff and shall encourage the formation of an active Library Friends group.

Article 11- THE HISTORICAL SOCIETY

a: No person shall have access to records, books, microfilm, or any object belonging to the Historical Society unless a member of the paid Historical Society staff is present.

b: No records, books, microfilm, or any object belonging to the Historical Society shall be taken from the Historical Society/Museum without the permission of the Curator and

c: No records, books microfilm, or any object belonging to the Association shall be loaned to another museum or institution without the recommendation of the Curator and Chief Executive Officer and permission of the Board of Trustees. The said museum or institution must meet the criteria as outlined in the Museum's policy on loans.

Article 12- FRIENDS GROUPS

Friends Groups shall assist with fundraising and such other activities as their members may decide or the Board of Trustees may request. Friends Groups are subject to the policies and governance of the Board of Trustees.

Article 13 - REPORTS AND PLANNING

a: The Association shall report annually to the citizens of Susquehanna County at a membership meeting and to the Board of County Commissioners through the Trustees who are Commissioner appointees on the condition of the Association, its progress, and its goals.

b: The Board of Trustees, in consultation with the Chief Executive Officer, the Head Librarian, the Curator, and staff shall develop and maintain a strategic plan for the improvement of the Association and its growth, and shall review and revise the plan at least annually.

Article 14 - DISSOLUTION

Except as otherwise herein provided, dissolution of the Association shall be accomplished in accordance with the provisions of the Pennsylvania Non-Profit Corporation Law. Any surplus of assets remaining after payment of or provision for all liabilities of the Association shall be donated to a non-profit corporation chosen by the Board of Trustees and qualifying as such under Internal Revenue Service Regulations in effect at the time of the proposed distribution. In designating such a recipient non-profit corporation, the Board of Directors shall seek an organization as closely in keeping with the Association's purposes as possible and one which shall benefit, to the greatest degree possible, the residents of Susquehanna County.

Article 15 - AMENDMENT.OF BYLAWS

a. These Bylaws may be amended at a stated meeting of the Board of Trustees by a vote of two-thirds of the Trustees present. A quorum of the Trustees at the stated meeting must be met.

b: These Bylaws shall be reviewed every five years by a Committee of the Board of Trustees which shall make recommendations to the Board for revisions or additions.

Date: Last amendment proposed on February 17, 2026

Accepted and approved: February 17, 2026