

**Volume I:
Mission, Vision & Bylaws of the Corporation**

Policies and Procedures Manual



BRADFORD AREA PUBLIC LIBRARY

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Bradford Area Public Library
Policy and Procedure Manual
Volume 1: Mission, Vision & Bylaws of the Corporation

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Approved April 16, 2012

Mission/Vision

The mission of the Bradford Area Public Library:

To provide the resources to inform, educate and enrich our community in a way that demonstrates:

- *Literacy;*
- *Equal Access and Diversity;*
- *Life-Long Learning;*
- *Fiscal Responsibility and Integrity;*
- *BAPL's Rich Heritage.*

The vision of the Bradford Area Public Library:

To be a recognized premier library in service to our community

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Adopted November, 2010
Amended April 2011 , December 2013, December 2014

Bylaws of the Corporation

ARTICLE I

Section 1.1

Name. The name of the Corporation is the Bradford Area Public Library, Inc. (BAPL).

Section 1.2

Principal Office. The location of the principal office of BAPL is 67 West Washington Street, Bradford, Pennsylvania.

Section 1.3

Fiscal Year. The fiscal year of BAPL shall begin on the first day of January in each year.

Section 1.4

Board of Trustees Powers. The Board of Trustees shall have the following powers with regard to the Corporation:

- (a) Appoint the Executive Director of the Corporation and fix the compensation of the Executive Director;
- (b) Approve the Corporation's board members;
- (c) Approve the adoption and amendment of the Corporation's bylaws;
- (d) Approve the Corporation's annual operating and capital budgets;
- (e) Approve the Corporation's business, marketing and strategic plans;
- (f) Approve and may initiate the commencement and settlement of litigation by the Corporation;
- (g) Approve the incurrence of any debt by the Corporation other than vendor debt incurred in the ordinary course of business and not inconsistent with a budget approved by the Corporation;
- (h) Approve all contracts or services agreement to which the Corporation is a party;
- (i) Approve compensation for all the Corporation's employees;
- (j) Approve all capital purchases over \$1,500.00;
- (k) Report annually to the Community;
- (l) Approve all policy and procedures and assure the convenient and free use by the public;
- (m) Appoint the Corporation's auditor and legal counsel;
- (n) Exercise any power specifically and explicitly given by laws of the Commonwealth of Pennsylvania, laws of the local governments, and rules and regulations of the Pennsylvania Department of Education, Office of Commonwealth Libraries.

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ARTICLE II

Section 2.1

Management of the Corporation. The governance of the Corporation is hereby vested in the Board of Trustees, which shall have the full legal authority and responsibility for the conduct of the Corporation. The Board of Trustees shall manage the property, business and affairs of the Corporation. The Trustees shall act in all matters as a Board and the powers of the Board shall not reside in Trustees individually.

Section 2.2

Composition of the Board of Trustees. The Board of Trustees will consist of no more than nine (9) members. Two (2) members shall be appointed by the Bradford Area School District; two (2) members shall be appointed by the City of Bradford; Foster Township and Bradford Township shall appoint one (1) member each; the Board of Trustees will appoint two (2) members and Lafayette Township and Lewis Run Borough will share one (1) apointee. The Executive Director and one appointed member of the Friends of the BAPL are Ex-officio members.

Section 2.3

Terms. The voting Trustees shall be elected to a three (3) year term. As these terms expire, the Board will nominate and elect new Trustees or re-elect existing Trustees at its discretion for three (3) year terms. No Trustee, other than non-voting Trustees, may serve in that capacity for more than nine (9) consecutive years. Appointees for 2015 and 2016 may be nominated for 1 or 2 years to stagger the number of members leaving in one year.

Section 2.4

Qualifications of Trustees. The Board, in its reasonable business judgment, will seek board representation that has knowledge, experience, expertise and commitment that will contribute to the provision of library services to the community.

Section 2.5

Vacancies. In the event a vacancy in the Board shall arise among its elected members, the Board shall cause the vacancy to be filled.

Section 2.6

Resignation; Removal. Any Trustee may resign by delivering a written resignation to the Chairman of the Board of Trustees. Such resignation shall take effect upon the receipt thereof by the Chairman of the Board of Trustees. The BAPL Board of Trustees may remove a Trustee with or without cause. A Trustee who is absent from three (3) consecutive Board of Trustee meetings may be terminated by the Board of Trustees. In the event a resignation or removal of a Trustee, who is a Board Officer, occurs, the Board of Trustees shall appoint a successor within a reasonable length of time.

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ARTICLE III

Section 3.1

Annual Meeting. Unless otherwise fixed by the Board of Trustees, their annual reorganizational meeting shall be the third (3rd) Monday in December. An annual meeting to report to the community shall be held the third (3rd) Monday in March, immediately following the regular meeting of the Board of Trustees.

Section 3.2

Regular Meetings. The regular meeting of the Board of Trustees, unless otherwise designated, shall be held the third Monday of each month at 67 West Washington Street, Bradford, PA at a time to be determined by the Board of Trustees.

Section 3.3

Special Meetings. Special meetings of the Board of Trustees shall be held whenever called by the Chairman or three (3) or more Trustees. Notice of each special meeting shall be given to each Trustee electronically or hand delivery twenty-four (24) hours before the meeting or by mail five (5) days before the meeting time. Every such notice shall state the date, time, place, and topic of the meeting.

Section 3.4

Quorum. The quorum of the Board of Trustees shall be six voting members.

Section 3.5

Voting. Except as otherwise provided by law or in these Bylaws, all matters shall be decided by a majority of Trustees present at the time of the vote, if a quorum is present at such time. Each elected Trustee shall be entitled to one (1) vote.

Section 3.6

Executive Session. The Trustees shall meet in executive session at the call of the Chairman or any three (3) Trustees when deemed necessary and appropriate, and in accordance with all applicable laws. The Trustees, while in executive session, may, by unanimous decision of the Trustees present, invite the attendance of persons who are not Trustees.

ARTICLE IV

Section 4.1

Standard of Care. No Compensation. The Trustees shall discharge their duties in good faith and with that degree of diligence, care, and skill ordinarily prudent persons would exercise under similar circumstances. A Trustee shall not receive compensation for services performed as a Trustee.

Section 4.2

Annual Evaluation. The Board of Trustees shall evaluate the Board's own process of governance and make recommendations for any necessary changes, including amendments to the Bylaws, annually.

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ARTICLE V

Section 5.1

Chairman of the Board of Trustees. The Chairman of the Board of Trustees shall exercise overall supervision of the Board of Trustees affairs and preside at all meetings of the Board of Trustees; appoint members of ad hoc committees and their chairman with the consent of the Board of Trustees; provide leadership to ensure that Board committees and trustees complete their assigned responsibilities; serve as an ex-officio member of all Board Committees; and direct the preparation of the agenda for Board meetings. The Chairman will have the power to call an executive session of the Board of Trustees when determined by the Chairman to be necessary and appropriate in the management of the property, business or affairs of the Corporation. The Chairman shall do and perform such others duties and have and exercise such other powers as from time to time may be assigned to him/her by the Board of Trustees of the Corporation.

Section 5.2

Vice Chairman. The Vice Chairman shall act as Chairman in the absence of the Chairman, and when so acting shall have all the power and authority of the Chairman.

Section 5.3

Secretary. The Secretary shall keep or cause to be kept a full and accurate record of all Board meetings and their proceedings and shall perform like duties for all committees when required; insure that all reports, resolutions, and documents upon which action has been taken by the Board are filed in a timely and appropriate manner. The Secretary shall cause proper notice to be given of all meetings; insure all required reports are prepared and submitted as required; and that accurate statistics as are required for reporting purposes are maintained. The Secretary shall insure that all gifts to BAPL are acknowledged and report to the Board on all relevant correspondence. The Secretary shall perform such other duties as are incidental to the office and as the Board may prescribe.

Section 5.4

Treasurer. Subject to the supervision of the Board, the Treasurer shall have custody of the funds and securities of the Corporation. The Treasurer shall keep or cause to be kept accurate accounts of receipts and disbursements in the books of the Corporation, and shall deposit or cause to be deposited all money and other such valuable effects in the name and to the credit of the Corporation in depositories designated by the Board of Trustees. The Treasurer shall insure all disbursements are signed by any two (2) of the following: Chairman, Vice Chairman, Executive Director, Secretary or Treasurer. The Treasurer shall report to the Board of Trustees monthly financial reports as the Trustees may request for approval.

Section 5.5

Executive Director. The Corporation will be operated and managed on a daily basis by the Executive Director. The Executive Director shall report and be responsible for the performance of BAPL to the Board of Trustees. The Board of Trustees shall appoint and have the authority to remove the Executive Director.

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ARTICLE VI

Section 6.1

Committees. The Board of Trustees shall have the following standing committees:

Building and Grounds
Community Relations
Technology
Finance and Investments
Audit and Compliance
Human Resources
Governance
Nominating
Resource Development

Section 6.2

Membership. Meetings. The Chairman of the Board of Trustees shall appoint the chairperson of each Committee at the annual organizational meeting. All committees shall be chaired by a Trustee. Committees may have non-Trustee members. Each committee shall have no less than three (3) members. Committees shall hold meetings as often as is deemed necessary, but not less frequently than quarterly. Meetings will be scheduled at the convenience of the members. Written reports of Committee meetings will be included with the Board information for the next Board meeting following the Committee meeting.

Section 6.3

Ad hoc Committees. The Chairman may appoint ad hoc committees as he/she deems necessary. Ad hoc committees shall be chaired by a Trustee. Ad hoc committees will disband upon completion of their work. Ad hoc committees shall report to the Board of Trustees at least annually.

ARTICLE VII

Section 7.1

Conflicts of Interest. Conflicts of interest are those circumstances in which personal, financial or professional interests may conflict with the interests of the Corporation. Members of the Board of Trustees, officers, managers, and member of committees with board-delegated powers shall be required to comply with the Corporation's conflicts of interest policy and procedure, including the disclosure of conflicts as required by the policy. The Board of Trustees shall furnish to members of the Board of Trustees, officers, managers, and members of committees with board-delegated powers a copy of such policy, as revised from time to time. Each trustee, officer, manager and member of committees with board-delegated powers shall file with the Corporation a conflict of interest statement at the annual meeting of the Corporation.

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ARTICLE VIII

Section 8.1

Contracts. Service Agreements. Except as otherwise provided in these Bylaws, the Board of Trustees may authorize any officer or officers, agent or agents to negotiate and/or enter into any contract or service agreement or to execute any instrument on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 8.2

Deposits. All funds of the Corporation shall be deposited at least three (3) times weekly to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may approve or designate, and all such funds shall be withdrawn only upon checks signed by two (2) of the following: Chairman, Vice Chairman, Secretary, Treasurer, or Executive Director.

Section 8.3

Amendments. Revisions. These Bylaws may be amended or revised by a two-thirds vote of the members of the Board of Trustees at any meeting, provided that a notice of such proposed amendment or revision has been given at a previous meeting.