MANHEIM COMMUNITY LIBRARY
LEARN. CONNECT. GROW.
15 East High Street, Manheim, PA 17545
manheimlibrary.org
717.665.6700

Board of Directors Meeting

October 21, 2024 6pm

Minutes

Call to Order: The meeting was called to order by Ken Hameloth at 6:04 PM

Members Present: Ken Hameloth, President: Barb Horst, Treasurer; Beth Sauder; Dorothy Love; Stacey Barrick

Library Staff Present: Linda Kean, Director: Vicki Breinich: Mary Martin

Others: Ed Miller – District Service Manager

Guests: Earl Kean; David Breinich; Chet Martin

Approval of Agenda: K. Hameloth added IT discussion to new business and made a motion to accept, B. Sauder seconded, all in favor- motion carries. Motion made by S. Barrick to approve the agenda, second by D. Love, all in favor, motion carried

Public Comment: Comments were made by the public at 6:07 PM and closed at 6:10 PM

Approval of Minutes:
Sept. 9, 2024 meeting minutes - L. Kean made a few minor suggestions to the meeting minutes. The changes were adjusted on the minutes. Motion made by K. Hameloth to accept the minutes with minor changes suggested by L. Kean and S. Barrick seconded. D. Love and B. Sauder abstained. Motion carried.

Special Meeting October 14, 2024 meeting minutes; Board agreed to remove specific comments about guest participation in the meeting – Motion to accept by K. Hameloth, seconded S. Barrick– all in favor – Motion carried

Reports:

1. Treasurer Report (Barb) – Barbara Horst reviewed the YTD income statement. Barb is going to work on separating contributions for new library vs. operations and showing

the proper designation on acknowledgment letters; K. Hameloth motioned accept report for auditors, seconded by S. Barrick, all in favor- motion carries

2. Director Report (Linda) – letter presented from L. Kean that she will no longer be employed by the Library as a result of constructive discharge. Her last day of service will be October 31st, 2024 with her final day in the office October 21, 2024. L. Kean will be on terminal leave until October 31, 2024. K. Hameloth requested L. Kean reconsider and invited her to continue in her role at the library. L. Kean declined to do so.

3. Friends of the Library Report (Stacey) – S. Barrick went over upcoming fundraisers; book sale is November 13-16th; Holiday Crossings will be at the train station Dec. 7th and 8th; Murder Mystery at Mount Hope in March; October renewal mailings went out with promotional material

Ratify Motions:

- The Board authorizes the selection of materials for the fit out of the Library space under the Keystone Grant. The Board President will work with the Library System Director Karla Trout to select materials as well as the locations of the IT equipment for the new library. This will be communicated to Gary Gaissert of PVRC so that they can get the bidding process started for the Keystone Grant. Motion K. Hameloth, second B. Horst – D. Love and B. Sauder abstain – motion carries.
- Authorize Board President and Board Treasurer to sign agreement with Penn Township to allow for the Grant process to begin - Motion K. Hameloth, second B. Horst– D. Love and B. Sauder abstain – motion carries.
- Restrict communication with the currently contracted attorney, and any future contracted attorney to board members only. Motion K. Hameloth, second B. Sauder, no discussion – D. Love abstained – motion carries.
- Executive Director Evaluation Motion: Executive Director Evaluation to be delayed until April 1, 2025 with a Job Description completed by the Board by December 1st. This will necessitate a list of job duties or a draft Job Description to be submitted to the Board by November 1st. Dorothy Love will head the task. Motion to ratify by K. Hameloth, D. Love seconds – all in favor – motion carries.
- Accept as Manheim Community Library policy the attached Public Comment Policy effective 10/18/2024 – Motion by K. Hameloth, seconded by D. Love – all in favor, motion carries

Old Business:

- Bylaws revisions – K. Hameloth motioned to approve revisions to bylaws made at the October 14, 2024 meeting, which are included as an attachment. Seconded by B. Sauder – no discussion, all in favor- motion carries.
- Bonding of Treasurer – Baron Insurance Group quoted $359 for a full year of coverage. Library will pay the pro-rated insurance rate to bond Treasurer for the remainder of 2024. Library Director does not need coverage because they are a paid employee. K. Hameloth motions to bond the Treasurer with B.I.G. through end of 2024, D. Love seconds motion, all in favor – motion carries

New Business:

- Executive Director Focus and Costars "shopping" list for the new facility – K. Hameloth motioned to accept, D. Love seconds – all in favor, motion carries
- Attorney letter – letter received from E. Kean and the attorney will be sending correspondence back to K. Hameloth
- Nominations for Board positions
    - Ken Hameloth - President
    - Barb Horst - Treasurer
    - Dorothy Love - Vice President
    - Beth Sauder - Secretary
- Campaign fundraising receipt letter – need to have a clear separation of general donations and capital campaign fundraisers/pledges
- 2023 Audit Status – Barb to find out who the new contact is at the firm to get a status update on audit
- 2025 Budget – Barb to work on the budget, tabled for next meeting. Barb will get access for state aid from Ed Miller
- System IT – discussed Lancaster Library System using new location as a secondary failover site. Memo of understanding will be requested from LSLC.

Adjournment

7:44PM and move to Executive Session by B. Horst, seconded by B. Sauder, all in favor- motion carries.

Executive Session: Entered 7:49 PM to address personnel matters

Reconvened at 8:39 pm
K. Hameloth motioned to approve B. Sauder as interim Secretary until end of 2024. B. Horst seconded – all in favor, motion carries.

Adjournment

B. Horst made a motion to Adjourn at 8:46 PM, B. Sauder seconded – all in favor – motion carried.

The next library meeting is on November 12th at 6:00 PM.

MANHEIM COMMUNITY LIBRARY
BYLAWS

ARTICLE I.
NAME

The name of this organization is the Manheim Community Library and shall be herein after referred to as the "Organization." The current library resides in the Manheim Borough Building, 15 East High Street, Manheim, PA, 17545.

ARTICLE II
PURPOSE

The Purpose of the Organization

The Organization is a non-profit 501(C)3 corporation, directed by a Board of Directors selected accordingly from the residents of the organization's service area, which includes Manheim Borough, Penn Township and Rapho Township also known as the Manheim Central School District. The organization's purpose is to provide the Manheim Community with a free and public library, including a representative collection of materials, related resources, and technologies and to serve as a center of community information, awareness and enrichment.

ARTICLE III
RULE OF ORDER

Robert's Rules of Order shall be used throughout the meetings where said rules do not conflict with the provisions of these bylaws.

ARTICLE IV
BOARD OF DIRECTORS

Section 1
Board Membership

The Board shall be comprised of ~~seven~~ nine members, each appointed for a three-year term with a maximum of three consecutive terms, with the terms of three members expiring each successive year on December 31.

Section 2
Qualification for Board Membership

Board membership shall be comprised of ~~seven~~ nine (9~~7~~) individuals who demonstrate a commitment to Library goals and objectives. Current Board Members will make the final determination of membership eligibility.

1. The ~~seven~~ nine members of the Board of Directors shall be appointed as follows:
   a. ~~One~~Three directors shall be approved by the Board of Supervisors of Penn Township;
   b. Three ~~One~~ directors shall be approved by the Board of Supervisors of Rapho Township;
   c. Three ~~One~~ directors shall be approved by the Manheim Borough Council; and
   ~~d. One director shall be approved by the Manheim Chamber of Commerce.~~
   ~~e. The remaining three at large members should reasonably represent the three municipalities and/or expertise requirements of the Board.~~
   ~~f. One Friends of the Manheim Community Library board member shall serve ex officio.~~
   ~~g. The Library Director shall serve as a non-voting member of the Board of Directors.~~

2. Filling of Vacancies
Any vacancy on the Board, occurring before the expiration of a term, will be filled by the Board of Directors, in conjunction with the original approving municipalities or organization. Such appointees will serve until that term expires.

Section 3
Executive Board

The Organization's Board of Directors shall elect the following officers on an annual basis from the currently appointed members: President, Vice President, Treasurer, and Secretary as its Executive Board.

Section 4
Responsibilities of Board Members

1. Members of the Board of Directors of the Organization must attend a minimum of 4 meetings per calendar year. Missing 3 consecutive meetings could be cause for removal.
2. All Board members shall actively participate in at least one standing committee.
3. Board members will fulfill duties listed in their respective job description.
4. All Board members shall make a financial contribution to the library that is meaningful to them.

Section 5
Termination of Members

Members of the Board of Directors of the Organization may be terminated in any one or more of the following ways**:** by voluntarily tendering a resignation in writing, by removal for malfeasance of office, or by removal for just cause. Removal for any reason will be based on a decision by 2/3 majority vote.

ARTICLE V
MEETINGS OF THE BOARD OF DIRECTORS

Section 1
Regular and Special Meetings

There will a minimum of 6 meetings in one calendar year to be scheduled regularly throughout the year. Special meetings of the Board of Directors may be called by the President or by ~~any three (3) or more~~ a majority of Board members provided that notice is given to all members at least twenty-four hours in advance of the special meeting.

Section 2
Quorum and Voting

1. A quorum must be present to conduct the business of the organization.
2. A quorum of the members of the Board of Directors will consist of 45 or more directors (or a simple majority of current sitting board members) with one of the members being an elected officer.
3. If a meeting cannot be organized because of a lack of a quorum, those present may suspend the meeting until a quorum is present.
4. To change policy, borrow money, pledge credit, or to agree on or obtain a mortgage or pledge any real or personal property requires 2/3 majority vote.

Section 3
Action Without Meeting

Any emergency action, which may require immediate attention, may be taken outside a scheduled meeting if and only if the Board is polled by telephone, electronic communications, or written communication. A two-thirds (2/3) approval must be obtained. Written acknowledgment of the vote shall be forwarded to the Secretary by each polled officer within three (3) business days. Any emergency action vote will be approved at the next scheduled Board meeting.

ARTICLE VI
DUTIES OF OFFICERS OF THE BOARD OF DIRECTORS

Section 1
Duties of the President

a. Will preside over all meetings of the Board of Directors.
b. Will see that all orders and resolutions of the Board of Directors are carried out.
c Will have the general superintendence and direction of all other officers of the Organization and see that their duties are properly performed.
d. Will sign any agreements for legal representation as approved by Board motion once the Board has reviewed the agreement in question.
~~d~~e. Will ensure and require that all regulatory and legal requirements are adhered to.
f~~e~~. Will be an ex-officio member of all standing committees and will appoint all committee chairpersons except as otherwise provided herein.
g~~f~~. Other duties as required.

Formatted: Indent: Left: 0.24", First line: 0"

Section 2
Duties of the Vice President

a. The Vice President will serve in the absence of the president, performing all duties,
b. Will have such other duties as may be determined by the Board of Directors.

Section 3
Duties of the Secretary

a. The Secretary will keep a full record of any/all proceedings.
b. Provide each member of the Board of Directors with a copy of the minutes prior to the next meeting of the Board; and
c. Provide written correspondence as directed by the Board of Directors.

Section 4
Duties of the Treasurer

a. The Treasurer will oversee all funds received and disbursed.
b. Will make ~~regular~~ monthly financial reports to the Board.
c. Will present an annual report and a proposed annual budget to the Board for the following calendar year.
d. Will sign all checks for expenditures in the approved budget and any other checks up to $200. ~~Checks~~Disbursements above $200 for ~~expenses~~ ~~not~~expenditures not included in the approved budget must be approved by the President or designee(s) or by a majority of the Board.
e. Will supply all financial records as needed, directed, or required
    i. To the board of directors
    ii. To the designated licensed tax preparation professional for completion and submission of required forms to the appropriate agency
    iii. and to the designated professional(s) for audit or review as directed by the Board
f. Will ensure adherence to all regulatory requirements.
g. The Board of Directors shall require the Treasurer and any other officers to be bonded as

it deems necessary**.**

ARTICLE VII
COMMITTEES

Section 1

a. All committees shall be appointed by the president, with executive board approval.
b. Committees will be established based on need and the term, direction and duties will be determined and regulated by the board.
c. The Library Director shall serve ~~on all committees~~ as assigned by the Board ~~except Nominations Committee.~~

Section 2
Standing and Special Committees

a. **Nominations** – By October 15, a slate of nominees will be posted for consideration. Voting will take place at the November board meeting or final official meeting of the year.

b. **Public Relations** – The Public Relations Committee will work with the Community Relations Coordinator to assure accurate, timely and pertinent information is provided to the public.

c. **Property** – The Property Committee will be responsible for arranging for and overseeing any improvements or maintenance work required at the library.

d. **Budget** – The Budget Committee will be responsible for assuring funds are available to meet the annual budget. This can include developing funding sources, capital campaigns, and short-term fundraising projects. This committee will be chaired by the Treasurer.

e. **Personnel** – The personnel committee will be responsible for matters dealing with personnel and evaluations of staff and related programs. This committee will be chaired by the President or Vice President.

f. **Special Committees -** these shall be appointed by the board as needed.

ARTICLE VIII
LIBRARY DIRECTOR

The Library Director will be responsible for the overall operation of the library. The duties and responsibilities are delineated in a formal position description adopted by the Board.

ARTICLE IX
INDEMNIFICATION

The Organization shall indemnify any person whose indemnification is required by law at the time the action giving rise to such indemnification is successfully completed. The Library may indemnify such other persons and under such other circumstances as the Organization may decide, except as limited by law.

ARTICLE X
AMENDMENTS

The by-laws will be reviewed every five years and on an as needed basis. They may be amended by 2/3 vote of the Board of Directors upon written notice of such proposed amendments presented at the Board meeting before

the one in which the vote is held. Either meeting can be called as a Special meeting.

ARTICLE XI
CONFLICT OF INTEREST

All officers and appointed members must disqualify themselves from voting if a conflict of interest is present. They may participate in discussion regarding the subject.

ARTICLE XII
DISSOLUTION

Upon dissolution of the Organization, all legal obligations will be paid and any property belonging to the District Library Center will be returned. All remaining assets will be conveyed and divided among the three municipalities and school district that encompass the organization's coverage area.

Adopted: December 18, 1995

Restructured and Revised:
Amended August 19, 2024 – Remove Sunshine
Revised October 21st, 2024

Formatted: Superscript