

BY-LAWS
of the
BOARD OF TRUSTEES
of
THE FREE LIBRARY OF PHILADELPHIA

I. PURPOSE

The Board of Trustees of the Free Library of Philadelphia (the “Free Library”) is an independent body with the power and duty to oversee the operation of the Philadelphia public library system. Such powers include but are not limited to the selection of and determination of compensation for the President and Director of the Free Library, management and expenditure of certain trust and endowment funds, and adoption of policies and procedures governing the operations of the public library system.

II. MEMBERS

1. As specified by the Philadelphia Home Rule Charter, the Board of Trustees shall be composed of twenty-two voting members and the Parks and Recreation Commissioner. Eighteen members shall be life members of the Board, vacancies among them being filled alternately by election by the Board and appointment by the Mayor. The remaining four members shall be appointed by the Mayor as term appointees. The Board of Trustees shall elect the Chairperson of the Free Library of Philadelphia Foundation as one of its members. Members shall be residents of Philadelphia or of one of the adjacent Pennsylvania counties.

2. Each member is expected to attend regularly scheduled meetings of the Board of Trustees and the meetings of all committees to which he or she has been appointed.

3. The Chairperson shall have the power to make recommendations to the Board of Trustees with respect to any member who has a prolonged period of unexplained absences from regularly scheduled Board of Trustees meetings, which shall include seeking the Board’s approval to request the resignation of any such member.

III. EMERITUS BOARD

Upon recommendation of the Governance Committee of the Board of Trustees, the Board may elect a retiring Trustee to serve on the Emeritus Board, which shall also include emeritus members of the Free Library of Philadelphia Foundation Board of Directors. Trustees eligible for the Emeritus Board shall have served on the Board of Trustees with distinction for at least ten years and shall have made and be expected to continue to make valuable contributions to the mission of the Free Library. An emeritus Trustee shall be invited to attend all regularly scheduled Board of Trustees meetings but shall not have a vote or be present for executive sessions of the Board of Trustees, and

may not serve as an officer of the Board of Trustees. Emeriti Trustees may, however, serve on any standing or ad hoc committees as the Chairperson may direct other than the Executive Committee.

IV. OFFICERS

1. The Officers of the Board of Trustees of the Free Library shall consist of a Chairperson, one or more Vice Chairpersons, a Secretary, and a Treasurer, whom the Board shall elect biannually at its June annual meeting. The term of such officers shall be two years, beginning July 1 immediately following their election, except that they shall continue to hold office until the election of their successor. The Chairperson of the Free Library of Philadelphia Foundation shall be the ex-officio Vice Chairperson of the Board of Trustees. No officer may serve more than three consecutive two-year terms in a single office, and no Trustee shall serve as an officer for more than an aggregate total of ten years. The Board of Trustees may appoint an assistant to the Secretary and to the Treasurer, each of whom may be an employee of the Free Library. The Treasurer may be a corporation. A vacancy arising in any office may be filled at any regularly scheduled meeting of the Board of Trustees, provided that five (5) days' written notice thereof has been duly given to each member.

2. The Chairperson shall preside at all meetings of the Board and shall perform such other duties as ordinarily pertain to that office. He or she shall be a member ex-officio of all Board of Trustees committees.

3. A Vice Chairperson, in the absence of the Chairperson or in the case of his or her inability to act, shall discharge the duties of the Chairperson. In the absence of the Chairperson and all Vice Chairpersons and in the case of the inability of all of the latter to act, the Secretary shall discharge the duties of Chairperson.

4. The Secretary shall keep minutes of the meetings of the Board, record all votes, send all notices of meetings, and perform all other appropriate duties.

5. The Treasurer shall oversee all financial matters of the Free Library and all trusts and endowments under the control of the Board of Trustees. The Treasurer shall serve as liaison with the Free Library of Philadelphia Foundation Board of Directors Finance Committee. The Treasurer shall regularly submit to the Board of Trustees a complete statement of receipts and expenditures, together with a complete statement of the financial condition of the trust and endowment funds of the Free Library.

V. PRESIDENT AND DIRECTOR

The Board of Trustees shall appoint a President and Director, who shall report to the Board of Trustees. The President and Director serves as the executive and administrative officer of the Board of Trustees and of the Free Library, and is responsible for the management of the Free Library and all of its employees, subject to the policies determined by the Board of Trustees. He or she shall attend all meetings of the Board of Trustees, and, upon request, shall attend all meetings of committees of the Board.

VI. MEETINGS

1. A regular meeting of the Board shall be held no fewer than four (4) times annually, at such time and place as may be fixed by the Chairperson. The annual meeting shall be held in the month of June, at a time and place to be fixed by the Chairperson.

2. A quorum shall consist of a majority of all of the members of the Board of Trustees then in office. No vote of the Board of Trustees shall be taken or deemed approved unless there is a quorum present and the matter receives an affirmative vote of the majority of the members present.

3. The Chairperson may call a special meeting of the Board of Trustees at any time upon five (5) days' written notice and shall call such a meeting upon receipt of the written request of five (5) members. The purpose of the special meeting shall be stated in the notice thereof, which shall be delivered to all members by the best available means possible.

4. Members of the Board of Trustees may participate in all meetings of the Board or a Board committee by telephone or similar communication device that permits such member to hear those present at the meeting and to be heard by them. Such participation shall constitute attendance at the meeting for all purposes, including the determination of a quorum.

5. No Trustee shall vote on any matter in which he or she or any member of his or her immediate family (i.e., spouse or domestic partner, children, parents, siblings and in-laws) has a financial interest. A Trustee with any such financial interest shall timely disclose that interest to the Chairperson, who shall determine whether and when that interest should be disclosed to the Board.

6. All meetings of the Board of Trustees shall comply with the terms of the Pennsylvania Sunshine Act, 65 Pa.C.S.A. § 701 *et seq.*

VII. COMMITTEES

1. The Chairperson shall biannually appoint from the Board of Trustees the chairpersons and members of the standing committees identified below, members of joint committees with the Free Library of Philadelphia Foundation Board of Directors and such other committees as the Board of Trustees may authorize from time to time upon recommendation of the Chairperson. The members of all committees shall serve until their successors are appointed. The Chairperson may enlarge the membership of any committee on request of its members.

2. Executive Committee - This committee shall have no less than six members who shall be the Chairperson, Vice Chairpersons, Secretary and Treasurer, as well as the chairpersons of the Governance, Buildings and Library Services committees and the preceding Board Chairpersons, provided such persons are still serving as Trustees. It shall hold meetings at such times and places as shall be determined by resolution of the Committee and at such other times as the Chairperson may direct. The Executive Committee shall exercise all powers of the Board during the intervals between Board meetings, except that it may not amend these By-laws, appoint a new President and Director or fill a Board vacancy. A quorum of the Executive Committee shall consist of a majority of its members. The Executive Committee shall perform an annual evaluation of the President and Director, the results of which the Chairperson shall report to the Board of Trustees at its next regularly scheduled meeting.

3. Governance Committee - This committee shall consist of no less than three members and shall be responsible for identifying candidates to fill Board and officer vacancies, for biannually compiling a slate of officers to be proposed to the Board of Trustees for election and for nominating emeritus Trustees, all of whom are subject to election by the Board of Trustees.

4. Buildings Committee - This committee shall consist of no less than three members. It shall from time to time visit the properties occupied by the Free Library and report on their adequacy, equipment, and maintenance, and shall make recommendations for all major expenditures for construction, alterations, and repairs.

5. Library Services Committee - This committee shall consist of no less than three members. It shall advise the Board of Trustees and the President and Director on library operational policies, materials and services.

6. Finance Committee - This committee shall consist of no less than three members, including the Treasurer of the Board. It shall report regularly to the Board on the expenditure of state and city funds and provide oversight of the Trustees' endowment funds.

7. Diversity, Equity, and Inclusion Committee - This committee shall include no fewer than three Trustees, with the Chairperson appointing one Trustee member as the committee chair. The committee chair may appoint such other persons as may be appropriate to monitor and manage issues of diversity, equity, and inclusion at the Free Library of Philadelphia and assure equitable resources and services for employees, library users, and the general public.

8. Joint Committees with the Free Library of Philadelphia Foundation Board of Directors.

a. Special Collections Committee - This committee shall include no fewer than three Trustees and shall, along with the members designated by the Foundation Board of Directors, advise the President and Director on rare books and other special collections and formulate policies for the acquisition, lending, and disposition of such materials. The Trustee members of this joint committee shall report such advice to the Board of Trustees at such time as the Chairperson of the Board of Trustees directs.

b. Government Affairs Committee - This committee shall include no fewer than three Trustees and shall, along with the members designated by the Foundation Board of Directors, advise the President and Director on federal, state and local governmental initiatives that affect the Free Library. The Trustee members of this joint committee shall report such advice to the Board of Trustees at such time as the Chairperson of the Board of Trustees directs.

VIII. ETHICS

Trustees shall at all times be in compliance with all applicable ethics laws, rules, orders, and decisions of the Philadelphia Ethics Board, shall timely file all required financial disclosures and shall attend such training as may be required by any governmental entity.

IX. AMENDMENTS

These By-laws may be amended at any regular meeting of the Board of Trustees, provided that written notice of the proposed amendments shall have been given to all members at least ten (10) days prior to the meeting. Any such amendment must be approved by two-thirds of the members of the Board of Trustees then serving.

Adopted the 17th day of September, 1964

Amended the 21st day of December, 1967

Amended the 19th day of June, 1975

Amended the 17th day of November, 1977

Amended the 18th day of June, 1981

Amended the 15th day of December, 1983

Amended the 17th day of October, 1985
Amended the 18th day of June, 1987
Amended the 21st day of September, 1989
Amended the 22nd day of September, 2006
Amended the 4th day of June, 2009
Amended the 7th day of December, 2010
Amended the 5th day of April, 2017
Amended the 18th day of March, 2021