

BY-LAWS

FRIENDS OF THE BERNARDSVILLE PUBLIC LIBRARY, INC.

ARTICLE I. NAME

The name of this organization shall be “Friends of the Bernardsville Public Library, Inc.” (the “Friends”).

ARTICLE II. PURPOSE

The purpose of the Friends shall be to engage in activities, offer programs, and provide financial resources so as to assist and promote the Bernardsville Public Library in the Borough of Bernardsville, County of Somerset, and the State of New Jersey (the “Library”).

ARTICLE III. MEMBERSHIP

Anyone who makes a monetary or time contribution to the Friends shall thenceforth be eligible to become a member of the Friends. Anyone contributing on or before August 31 shall be a member until the end of the year in which the contribution was made. Anyone contributing on or after September 1 shall be a member until the end of the year following the year in which the contribution was made. From time to time, the Board may establish categories of membership and determine the benefits and privileges of each category.

ARTICLE IV. DIRECTORS

Section I. Organization. The affairs of the Friends shall be managed by a Board of eighteen directors (the “Board”). Six directors shall be elected by the members of the Friends at each annual meeting of the Friends as described in Article VII, Section II below. Each director so elected shall serve for a term of three years beginning at the close of the Annual meeting. Each director can only serve three full consecutive three year terms. Therefore, the maximum number of

consecutive years a director can serve is ten (should a vacancy in the second year of a term occur then they could serve ten years). A Director is eligible to return to the Board after a one year absence. Nominations may be made from the floor with the consent of the nominee. At any annual meeting at which these By-Laws or any amendment thereto is adopted, all directors previously elected for fixed terms extending beyond the meeting shall continue in their terms. The terms “director” and “directors” as used in these By-Laws shall refer only to a voting director or voting directors elected pursuant to Article VII, Section II below.

Section II. Non-Voting Directors. The director of the Library and the president of the Board of Trustees of the Library, or their respective designees from time to time, shall be non-voting members of the Board. The Board also may appoint, as non-voting members of the Board:

- A. One or more honorary directors, each of whose appointment shall be for one or two three-year terms as specified by the Board; and
- B. As an emeritus director, a retiring president who is not continuing as voting member of the Board, whose appointment shall be for one three-year term.

Non-voting directors shall have the right of notice, attendance, and speech at all meetings of the Board, but they may not vote on any matter.

Section III. Vacancies on the Board. In case of a vacancy or anticipated vacancy on the Board, the Recording Secretary of the Board shall post a notice of the vacancy in the Library and on the Library website. Individuals interested in contributing their time and talent to the Board may indicate such interest to the Nominating Committee of the Board. Interested individuals shall be contacted to meet with a minimum of two members of the Nominating Committee to discuss in greater detail how the Board operates and the applicant’s interests and qualifications. If the Nominating Committee approves the applicant, the Committee shall recommend to the Board that he or she be elected to fill a current or anticipated vacancy on the Board. If the Board accepts the recommendation, then the Board may either immediately appoint the individual recommended, on an interim basis, to fill a vacancy for the balance of the term applicable to the vacancy, or direct that the name of the individual be placed on the slate of proposed Board members to be elected at the next annual meeting of the members of the Friends.

Section IV. Removal. An officer, director or chair of a standing committee may be removed for cause by a vote of two-thirds of the Board after (1) at least one month's notice is given to the individual by letter from the Board, and (2) the individual has been provided with an opportunity to be heard by the Board. Cause for removal shall include: in the case of a Board member, failure, without excuse, to attend three consecutive Board meetings; in the case of an officer or committee chair, repeated failure to perform his or her duties and responsibilities; and, in the case of a Board member, officer or committee chair, any other egregious action or inaction detrimental to the interests of the Friends.

ARTICLE V. OFFICERS

Section I. Titles. The officers of the Board shall be a President, Vice-President, Recording Secretary, Corresponding Secretary, and Treasurer, of whom all except the Treasurer must be directors. The Board may, from time to time, create, fill, or eliminate such positions of Assistant Vice-Presidents, Assistant Secretaries, and Assistant Treasurers as it may deem appropriate, and may, at its annual meeting described in Article VII, Section I below, create co-holders of any office for the following year.

Section II. Election. Election of officers shall take place at the annual meeting of the Board. Each officer shall serve for a term of one year commencing immediately upon election. There shall be no limit on the number of one-year terms an officer may serve so long as (except in the case of the Treasurer) he or she is a director.

Section III. Vacancies. In the event of a vacancy in an office, the Nominating Committee shall submit to the Board the Committee's recommendation of a member of the Board to fill the vacancy on an interim basis until the next annual meeting of the Board. The Board shall have the authority either to appoint the recommended individual to fill the vacancy immediately, or direct that the name of the individual be included in the slate of officers presented at the next annual meeting of the Board.

Section III. Duties of Officers.

A. President. The President shall preside at all meetings of the Board, exercise general supervision over the affairs of the Friends, and shall have all of the powers and obligations set forth in these By-Laws. The President shall serve as an ex-officio member of all committees except the

Nominating Committee. The President shall serve as liaison to the Board of Trustees of the Library.

B. Vice-President. The Vice-President shall, at the request of or in the absence of the President, discharge the duties of that office and at all times render such assistance as the President may require. The Vice President shall serve as liason to the Bernardsville Library Foundation.

C. Recording Secretary. The Recording Secretary shall keep the minutes of all meetings of the Board and of the annual meeting of the members of the Friends, register the names of all committee members and file their reports, and file all records of the Friends in the archives to be kept in the Library or other location or locations designated by the Board. The Recording Secretary shall notify the Board in January of all scheduled meeting dates, shall post the meeting schedule in the Library, and shall give notices of meetings of the Board and of the members of the Friends as required by these By-Laws. The Recording Secretary shall retain the seal of the Friends.

D. Corresponding Secretary. The Corresponding Secretary shall conduct the external correspondence of the Board and shall report to the Board regarding any correspondence received.

E. Treasurer. The Treasurer shall keep safely the financial assets of the Friends, shall pay all bills and expenses authorized by the budget or approved by the Board, subject to limits set by the Board on the Treasurer's authority to sign instruments, and shall keep a record of all receipts and payments. The Treasurer shall render an account to the Board at each regular meeting and shall present an annual report for the previous year no later than the July Board meeting. The Treasurer shall prepare and file, in a timely manner, all reports and returns required by federal, state, and local laws and regulations. The Treasurer shall be a member of the Finance Committee.

Each of the foregoing officers shall have such other duties and responsibilities as are set forth in these By-Laws.

ARTICLE VI. COMMITTEES

Section I. Executive Committee. The Executive Committee shall consist of the five officers described in Article V, Section III above and the chairs of the

Finance, Fundraising, Nominating, Program, Volunteer Recognition and Public Relations Committees. The Executive Committee shall have all of the powers and authority of the Board if decisions or actions are necessary during the intervals between regular meetings of the Board and the convening of a special or emergency meeting of the Board is impractical. In no event, however, may the Executive Committee (1) expend, allocate, or commit any monies of the Friends unless such expenditure, allocation, or commitment is contemplated in the budget then in effect, (2) amend the Articles of Incorporation of the Friends, (3) amend these By-Laws, or (4) take action on any matter reserved to the full Board by law or by these By-Laws. A quorum for an Executive Committee meeting shall consist of five members. Actions of the Executive Committee shall be reported to the Board at the Board's next meeting, and the Board shall have the authority to overturn or modify the decision or action of the Executive Committee.

Section II. Standing Committees. There shall be six standing committees: Finance, Fundraising, Nominating, Program, Public Relations, and Volunteer Recognition. The President shall name the members of each standing committee.

Section III. Duties of Standing Committees.

A. Finance Committee. The Finance Committee shall develop a proposed annual budget for the Friends, arrange for an independent annual review of the financial books and records of the Friends, arrange for the appropriate insurance coverage for the Friends, manage the investments of the Friends, and ensure that the Treasurer has filed, in a timely manner, all reports and returns required by federal, state, and local laws and regulations. The Finance Committee shall submit the annual budget to the Board for approval before the budget is presented at the annual meeting of the members of the Friends. The Finance Committee shall submit any proposed changes to the budget to the Board for approval.

B. Fundraising Committee. The Fundraising Committee shall plan, organize and carry out the annual fund drive of the Friends and develop, implement, and oversee other fundraising activities.

C. Nominating Committee. The Nominating Committee shall perform the duties and responsibilities set forth in Article IV, Section III above, shall present a slate of directors at the annual meeting of the members of the Friends, shall present a slate of officers and committee chairs at the annual meeting of the Board, and shall, as necessary from time to time, propose candidates for vacancies on the Board and in officer and committee chair positions. The Recording Secretary shall post the

proposed slate of nominees for the Board in the Library and on the Library website a minimum of two weeks prior to the annual meeting of the members of the Friends.

D. Program Committee. The Program Committee shall propose adult programs for the Library and coordinate such programs with the Library staff. The committee chair will hold and administer a petty cash fund in an amount determined by the Board, the status of which will be reported as part of the Committee's regular report to the Board.

E. Public Relations Committee. The Public Relations Committee shall publicize the activities of the Friends.

F. Volunteer Recognition Committee. The Volunteer Recognition Committee shall develop and implement methods and events to show appreciation for and recognize the services of the regular and special Library volunteers.

Section IV. Special Committees. The President may appoint special committees to fulfill purposes as needed. Each of these committees shall be considered discharged upon completion of the purpose for which it was appointed and presentation of a report to the Executive Committee or full Board, as appropriate.

Section V. Composition of Committees. Except for committee chairs, who shall be elected by the Board as provided in Article VII, Section I of these By-Laws, the composition of committees shall be at the discretion of the President subject to the following:

- A. each committee shall have at least three members who shall be directors and may have additional members who need not be directors;
- B. the chair of each committee shall be a director, and
- C. the Finance Committee shall include the Treasurer.

ARTICLE VII. MEETINGS

Section I. Board of Directors. Immediately following the annual meeting of members as described in Section II below, the Board shall conduct its annual organizational meeting in November; which shall include the election of officers and committee chairs. Thereafter, the Board shall meet every month from January to November on a Wednesday of each month at 7:30 p.m. at the Library, unless a different schedule shall be approved by the Board. Each director and the Treasurer (if not a director) shall provide

to the Recording Secretary his or her telephone number and e-mail address. The Recording Secretary shall notify the Board in January of all scheduled meeting dates and post the meeting schedule in the Library and on the Library website. The President shall have the right and authority, in his or her sole discretion, to convene a special or emergency meeting of the Board. In addition, the President shall be required to convene a special or emergency meeting of the Board to address a specific matter or specific matters if requested to do so by not fewer than six voting members of the Board. A single written request shall be submitted to the President. The request shall specify the matter or matters to be considered at the meeting and shall contain the signature of each of the six or more voting members of the Board who join in the request. The Recording Secretary shall give notice of any special or emergency meeting not later than 24 hours before such meeting by telephone or, to those Board members having provided e-mail addresses, by e-mail. Either telephonic or e-mail notice shall be sufficient. If the Treasurer is not a member of the Board, then notice also shall be given simultaneously to the Treasurer by telephone or e-mail. The notice shall specify those matters to be considered at the special or emergency meeting. If a Board member fails to respond to such notice, the Board member shall be deemed to have consented to all actions by the Board with respect to the matters contained in the notice. If a Board member shall respond to such notice, by telephone or e-mail, with an objection to an action proposed to be taken as set forth in the notice, the Recording Secretary shall bring such objection to the attention of the Board at the meeting. The submission of an objection in itself shall not qualify the objecting Board member to be counted for purposes of satisfying the quorum requirement set forth above, nor shall the submission of an objection be deemed a vote. A quorum for all Board meetings, regular, special and emergency, shall be eight voting directors. All matters before the Board shall be decided by a majority vote of the directors present except as required by Article IV, Section IV and by Article XII of these By-Laws.

Section II. Annual Meeting of Members. The annual meeting of the members of the Friends shall take place in November of each year. The purpose of the annual meeting shall be to elect directors, approve a budget for the following year (the budget previously recommended by the Board shall be presented for approval), receive reports, and conduct any other business that may come before the meeting. In order to vote at the annual meeting, a person must have been a member of the Friends as of the preceding September 30, unless another date is set by the Board. A special meeting of members for any purpose may be held at the request of the President or by resolution of the Board. A quorum at any meeting of members shall be eight members. The Recording Secretary shall give written notice of any meeting of members at least one month in advance by posting the notice in the Library, posting the notice on the Library website, and sending an announcement of the meeting to the Bernardsville News with a request that the notice be published in the next issue of the newspaper. Notice of a special meeting of the

members of the Friends shall state the purpose of the meeting, and no business not stated in the notice may be transacted. All matters before a meeting of the members of the Friends shall be decided by a majority vote of those members present and qualified to vote.

Section III. Parliamentary Authority. The rules contained in the latest revision of Robert's Rules of Order shall govern in all cases where they do not conflict with these By-Laws.

ARTICLE VIII. FISCAL YEAR; MONIES

Section I. Fiscal Year. The fiscal year of the Friends shall be the calendar year January 1 through December 31. The term "year" as used in these By-Laws shall mean the fiscal year.

Section II. Monies Collected. All monies collected by or on behalf of the Friends shall be deposited promptly in an account maintained by the Board with a bank or other financial firm as authorized by the Board. No monetary liability shall be incurred or disbursement made unless specifically authorized by the Board through the budget or otherwise. The Friends accounts shall be drawn upon by one or more of the President, Treasurer or other signatories as are authorized by the Board for that account and amount.

Section III. Financial Review. The financial books and records of the Friends shall be reviewed annually by a person or persons designated by the Finance Committee. Any person so designated shall not be an officer of the Friends and shall not otherwise be authorized to sign checks or similar instruments.

ARTICLE IX. EFFECTIVE DATE' AMENDMENT

These By-Laws shall become effective upon approval at an annual meeting of the members of the Friends. After such approval, these By-Laws may be amended by the Board at any time and from time to time. At least one month in advance of the meeting at which a proposed amendment will be presented, the Recording Secretary shall mail a notice of the meeting containing the proposed amendment to members of the Board and to the Treasurer if the Treasurer is not a member of the Board, shall post the notice in the Library, and shall post the notice on the Library website.

ARTICLE X. PROXY

A Board member may vote at a Board meeting by written proxy given to another Board member, which proxy shall be presented to the President at the meeting. A member of the Friends may vote at the annual meeting of the members of the Friends by written proxy given to another member, which proxy shall be presented to the President at the meeting.

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ARTICLE XI. SEAL

The seal of the Friends shall be circular in form, with the words “FRIENDS OF THE BERNARDSVILLE LIBRARY- 1902” around the circumference and the words “BERNARDSVILLE, NJ” in the center.

ARTICLE XII. DISSOLUTION

The Friends may be dissolved only by a vote of two-thirds of all voting directors. If fewer than all voting directors are present at the meeting at which the dissolution vote occurs, the vote of those directors present at the meeting shall be insufficient to approve dissolution. In the event of dissolution, the net assets of the Friends shall be distributed to the Library.