

**By-Laws Adopted November 10, 2004**

Proposed Changes July 20, 2007

BY-LAWS

ARTICLE I: NAME

The name of this organization shall be Friends of the Bernardsville Public Library, Inc. hereinafter referred to as the Association.

ARTICLE II: PURPOSE

The purpose of this Association shall be to assist and promote the Free Public Library of the Borough of Bernardsville in the county of Somerset and the state of New Jersey (the "Library") and to act generally as "Friends of the Library."

ARTICLE III: MEMBERSHIP

Anyone who contributes time or money to the Library or the Association shall thenceforth be a member of the Association. Anyone contributing before October 1 shall be a member until the end of the calendar year in which the contribution was made. Anyone contributing after September 30 shall be a member until the end of the calendar year following the year in which the contribution was made.

ARTICLE IV: DIRECTORS

Section 1. Organization. The affairs of the Association shall be managed by a Board of eighteen directors, six of whom shall be elected each year at the annual meeting from and by the members for terms of three years beginning at the close of the meeting. Nominations may be made from the floor with the consent of the nominee. At the annual meeting at which this code of by-laws is adopted, all directors with fixed terms extending beyond the meeting shall continue in their terms; all other directors shall be divided into classes by agreement or by lot so as to provide three classes of six and shall be elected as such.

Section 2. Non-voting directors.

- a. The director of the Library and the president of the board of trustees of the Library, or the designee of either from time to time, shall be non-voting directors.
- b. One or more honorary directors may be appointed by the Board for stated or unlimited terms as non-voting directors.
- c. A retiring president may be appointed by the Board for one two-year term as an emeritus non-voting director.
- d. Non-voting directors have the right to notice of and to attend and speak at all meetings of the board, but may not vote on any question.

Section 3. Vacancies. In case of a vacancy on the board or in any office or chair of a standing committee, , the Board may fill the vacancy for the remainder of the term.

Section 4. Removal. A director or chair of a standing committee may be removed for cause by a vote of two-thirds of the entire Board after notice is given by letter from the Board or Executive Committee and an opportunity to be heard is provided. Cause for removal may include failure without excuse to attend three consecutive meetings. Cause may also include failure to perform duties by any officer or committee chair.

ARTICLE V: OFFICERS

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Section 1. There shall be a president, vice-president, recording secretary, corresponding secretary and treasurer, of whom all but the treasurer must be members of the Board. The board may from time to time by resolution 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 create co-holders of any office for the following year. Officers may be removed by the board at any time with or without cause.

Section 2. Election. Officers shall be elected by the Board at its annual meeting for the term of one year commencing immediately. .

Section 3. Duties of officers. The president shall preside at all meetings of the Board, exercise general supervision over the affairs of the Association and shall have the power to call special or emergency meetings of the Board whenever, in his or her judgment, such meetings are necessary. The president shall call a special or emergency meeting whenever requested in writing by any three directors. 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.

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 may be required. The vice-president shall be a member of the Program Committee.

The recording secretary shall keep the minutes of all the meetings, register the names of all committee members, file their reports, and file all records of the Association in the archives to be kept in the Library or other location designated by the Board. The recording secretary shall notify the Board in January of all scheduled meeting dates and post the meeting schedule in the Library. The recording secretary shall retain the seal of the Association.

The corresponding secretary shall conduct the external correspondence of the Board and give notice of meetings of members.

The treasurer shall keep safely the financial assets of the Association, shall pay all bills and expenses authorized within the budget or approved by the Board subject to limits set by the Board on authority to sign instruments, shall keep a record of all receipts and payments, shall render an account to the Board at each regular Board meeting, and shall present an annual report for the previous fiscal year not later than the May meeting.

## **ARTICLE VI: COMMITTEES**

Section 1. Executive Committee. The five officers and the chairs of the finance, program and public relations committees shall serve as the members of the Executive Committee. Except for the powers to amend the Articles of Incorporation or the Bylaws or to do other acts reserved to the full Board by law, the Executive Committee shall have all of the powers and authority of the Board in the intervals between meetings of the Board. A quorum for the Executive Committee shall consist of three members. Actions of the Executive Committee shall be reported to the Board at its next meeting.

Section 2. Standing Committees. There shall be six standing committees: Finance, Fund Drive, Nominating, Program, Public Relations and Volunteer Recognition.

Section 3. Duties of Standing Committees. It shall be the duty of the Finance Committee to develop a proposed annual budget, arrange for an independent annual financial review, arrange for the appropriate insurance coverage for the Association and manage the investments of the Association. The Board must approve the budget and changes in the budget.

It shall be the duty of the Fund Drive Committee to plan, organize and carry out the annual fund drive of the Association and oversee other fundraising activities.

It shall be the duty of the Nominating Committee to present a slate of directors at the annual meeting of members and a slate of officers and chairs of standing committees at the annual meeting of the Board, and to propose candidates for vacancies on the Board, in offices or

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of committee chairs. The proposed slate of nominees for the Board and officer and committee chair positions must be posted in the Library at least two weeks prior to the November annual meeting. No person who has served as a director five or more years of the six years preceding the election may be included in the slate of directors.

It shall be the duty of the Program Committee to propose adult programs for the library and to coordinate such programs with the library staff. The Committee's chairperson will hold and administer a petty cash fund, the status of which will be reported as part of the regular committee report.

It shall be the duty of the Public Relations Committee to publicize the activities of the Association.

It shall be the duty of the Volunteer Recognition Committee to show appreciation for, and to recognize the services of, the regular and special library volunteers.

Section 4. Special Committees. The president may appoint special committees to fulfill purposes as needed. These committees shall be considered discharged at the completion of the purpose for which they were appointed and after their report is presented to the Executive Committee or full Board, as appropriate.

Section 5. Composition of Committees. Composition of committees shall be at the discretion of the committee chairs subject to the following provisions:

- a. All committees shall have at least three members of the Association, including the chair who must be a director.
- b. The Nominating Committee shall consist of the chair, a voting member of the Board who is not an officer and a member who is not a director.
- c. The Program Committee shall consist of at least the chair, the vice president and a director who is not an officer.

## **ARTICLE VII: MEETINGS**

Section 1. Board of Directors. The Board shall meet immediately following the annual meeting of members to elect officers and chairs of standing committees and approve a budget, and shall thereafter meet every other month from January to September on the third Wednesday of each such month at 7 p.m. at the Library or on another schedule adopted by the Board. The quorum for all Board meetings shall be eight voting directors. The recording secretary will notify the Board in January of all scheduled meeting dates and post the meeting schedule in the Library. In case of an emergency or special meeting, telephone notice, or E-mail notice to those furnishing E-mail addresses, shall be given not later than 24 hours before such meeting. A simple majority of all votes cast by all voting directors present shall decide all questions put before a Board meeting except as required by Article IV Section 4.

Section 2. Members. The annual meeting of the Association shall be in November, for the purpose of electing directors, receiving reports, and any other business that shall come before the Association membership. The date as of which a person must be a member in order to vote at the annual meeting shall be 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 corresponding secretary shall give written notice of any meeting of members by posting it in the Library and sending an announcement to The Bernardsville News at least one month prior to such meeting. Notice of a special meeting shall state the purpose of the meeting and no business not stated in the notice may be transacted. A simple majority of all votes cast by the members present shall decide all questions put to a meeting of members..

Section 3. Parliamentary Authority. The rules contained in Robert's Rules of Order Revised shall govern in all cases where they do not conflict with these by-laws.

## **ARTICLE VIII: MONIES**

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Section 1. Fiscal Year. The fiscal year of the Association shall be the calendar year.

Section 2. All monies collected on behalf of the Association shall be deposited promptly in an account maintained by the Association with a bank, securities or other financial firm as authorized by the Board. No pecuniary liability shall be incurred or disbursement made unless specifically authorized by the Board through the budget or otherwise. The Association accounts shall be drawn upon by such one or more of the treasurer, president or other signatories as are authorized by the Board for that account and amount.

Section 3. Financial Review. The books of the Association shall be reviewed annually by a person or persons designated by the Finance Committee. Persons so designated shall not be officers of the Association or others authorized to sign checks or similar instruments.

**ARTICLE IX: AMENDMENT**

These by-laws may be amended by the board or by the members, but neither any by-law adopted by the members after the meeting at which this code of by-laws is adopted nor this by-law may be amended or repealed by the board

**ARTICLE X: PROXY**

A member may attend and vote by written proxy.

**ARTICLE XI: SEAL**

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

**ARTICLE XII: DISSOLUTION**

In the event of dissolution of this Association, its net assets shall be distributed to the Library.