

AS AMENDED 3/28/11

BY-LAWS OF THE BERNARDSVILLE LIBRARY FOUNDATION, INC.

ARTICLE I.

The Bernardsville Library Foundation, Inc. (the "Foundation") is a nonprofit corporation under the laws of the state of New Jersey.

ARTICLE II.

The Foundation's principal purpose is the support the Bernardsville Public Library. It shall establish and maintain its status as exempt under section 501 (c) (3) of the Internal Revenue Code or the corresponding section of any future federal tax code.

ARTICLE III.

Section 1--Board role and size: The Foundation shall be governed by a Board of Trustees, (the "Board") responsible for overall policy and direction of the Foundation. The Board may delegate responsibility for day-to-day operations to staff, if any, volunteers and board committees. The Board shall have up to 20 members, but not fewer than 3 members. The Executive Director of the Bernardsville Public Library, a trustee of the Bernardsville Public Library designated by its president and a trustee of the Friends of the Bernardsville Library designated by its president shall have ex officio, non-voting seats on the board.

The Board may elect from time to time honorary trustees as non-voting members of the Board who will offer to serve in that capacity to indicate their interest in the success of the Foundation and their willingness to lend the dignity of their lives' accomplishments to the success of the Foundation. The term of such trustees shall be three (3) years. All trustees shall carry over in office after the end of their term until their successors are elected.

Section 2—Terms: All elected trustees shall serve three year terms which shall initially be staggered. All shall be eligible for reelection for up to three consecutive terms.

Section 3 —Meetings and notice: The Board shall meet at least quarterly, at a time and place in Bernardsville designated by its chair. Each board member shall be given written notice at least two weeks in advance of a meeting.

Section 4—Board elections: During the last quarter of each calendar year the Board shall elect trustees to replace those whose terms will expire at the end of the year. This election shall take place during a regular meeting of the trustees.

Section 5—*Election procedures*: New trustees shall be elected by a majority of trustees present at such a meeting, provided there is a quorum present. Trustees so elected take office on the first day of the next year.

Section 6—*Quorum*: A Board meeting must be attended by at least fifty percent of the voting trustees in order for Board action to be taken.

Section 7—*Vacancies*: When a vacancy on the Board exists mid-term, the Board may elect a new trustee to fill the unexpired term.

Section 8—*Termination*: An elected trustee may be removed by a two-thirds vote of the remaining trustees.

Section 9—*Special meetings*: A special meeting of the Board may be called by the Chair or at the request of one-third of the trustees. Written Notice of a special meeting shall be provided by the secretary to each trustee member at least five days before the meeting.

Section 10—*Parliamentary authority*: Proceedings of all meetings shall be governed by *Robert's Rules of Order*, latest edition, in concert with these Bylaws. If there is a conflict, these Bylaws shall control. Proxies shall not be allowed.

Section 11—*Fiduciary responsibility* The Board will assume and exercise fiduciary responsibility with respect to all funds held or administered by the Foundation.

ARTICLE IV.

Section 1: There shall be four officers: a chair, a vice-chair, a secretary, and a treasurer, elected from among the trustees at the first meeting of each fiscal year. Officers shall serve one year terms. A vacant office shall be filled for the unexpired term by election at a regular meeting of the Board after the vacancy occurs.

Section 2: The chair shall convene and preside at Board meetings.

Section 3: The secretary shall be responsible for keeping records of Board actions, including the taking of minutes at all meetings, sending out meeting announcements, distributing copies of minutes and the agenda to trustees, and assuring that corporate records are maintained.

Section 4: The treasurer shall make a report at each Board meeting. The treasurer shall make financial information available to trustees and the public as directed by the Board.

ARTICLE V

Section 1 —*Committee formation*: The Board may create committees as needed, such as fundraising, public relations, etc. The chair shall appoint all committee members and chairs except for finance.

Section 2—*Executive committee*: The officers shall serve as the Executive Committee. Except for the power to amend the articles of incorporation and Bylaws and the power to fill vacancies, the Executive Committee shall have all the powers and authority of the Board in the intervals between Board meetings but shall always be subject to the direction and control of the Board.

Section 3—*Finance committee*: The treasurer is the chair of the Finance Committee, which shall include the chair and at least three other trustees. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget. The Board must approve the budget and all expenditures must be within budget. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the Board showing income, expenditures and pending income. The annual reports to the New Jersey Charities Registration Section and the income tax return on Form 990, filed with the Internal Revenue Service, are public documents and shall be made available to trustees and the public.

ARTICLE VI

These Bylaws may be amended when necessary by a vote of a two-thirds majority. Proposed amendments must be submitted to the secretary to be sent out with regular Board materials.

Certification: These Bylaws were approved at the January 28, 2011 meeting of the Board of Trustees by a unanimous vote.

/s/

William G. Fischer, Jr.

/s/

Edwin C. Landis, Jr.

/s/

Howard L. Lemberg

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