

BY-LAWS OF THE TRUSTEES OF THE FREE PUBLIC
LIBRARY OF THE BOROUGH OF BERNARDSVILLE
ADOPTED MARCH 6, 1979
AMENDED May 7, 1997
AMENDED November 12, 2002
AMENDED January 18, 2005
AMENDED April 12, 2011

ARTICLE I. Name

This corporation shall be called "The Trustees of the Free Public Library of the Borough of Bernardsville" existing by virtue of the provisions of Chapter 54, Title 40 of the laws of the State of New Jersey and its certificate of incorporation dated December 19, 1978 and recorded in the office of the Clerk of Somerset County. It shall exercise the powers and authority and assume the responsibilities delegated to it under the said statutes. A board of nine members will be appointed consistent with the said statutes.

ARTICLE II. Purpose

Having been created by the majority vote of the citizens of Bernardsville, the purpose of this corporation shall be to establish and maintain a public library in the Borough of Bernardsville, County of Somerset, State of New Jersey; and, when practicable, a place where people of said Borough may meet for discussion or study of literary and cultural matters, or for other lawful purposes approved by the board.

ARTICLE III. Meetings

Section 1: A regular meeting shall be held each month, the date and hour to be set by the board at its annual meeting. All meetings of the board shall be open to the public in accordance with the New Jersey Open Public Meetings Law.

Section 2: The annual meeting, which shall be for the purpose of organization and the election of officers, shall be held at the time of the regular meeting in January of each year.

Section 3: The order of business for a regular meeting shall include, but not be limited to, the following items

- (a) Notice required by Open Public Meeting Act
- (b) Roll Call of members
- (c) Disposition of minutes from last meeting
- (d) Director's report
- (e) Treasurer's report
- (f) Action on bills
- (g) Committee reports
- (h) Communications
- (i) Unfinished business
- (j) New business
- (k) Public presentations or comments, if any
- (l) Executive session
- (m) Adjournment

Section 4: A special meeting shall be called by the secretary at the direction of the president or at the request of three board members for the transaction of business as stated in the call for the meeting.

Section 5: A quorum for the transaction of business at any time shall consist of five members of the board.

Section 6: 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.

Section 7: Final approved minutes of all meetings will be available for public review as required by law.

ARTICLE IV. Officers

Section 1: The officers shall be a president, a vice president, a secretary, and a treasurer, elected from among the appointed trustees at the annual meeting of the board. A vacant office shall be filled for the unexpired term by election at a regular meeting of the board after the vacancy occurs. An officer may be removed from office for cause during his or her term by a majority vote of the board at a regular meeting. Such action to remove an officer must be commenced by a written request signed by at least three board members. Written notice of the proposed removal must be given to the officer, including the alleged reasons for his or her removal, at least ten business days before the meeting. Discussion of any such removal shall take place in executive session unless the officer in question requests that such discussion be held in public session.

Section 2: A nominating committee shall be appointed by the president one month prior to the annual meeting and will present a slate of officers at the annual meeting. Additional nominations may be made from the floor.

Section 3: Officers shall serve a term of one year from the annual meeting at which they are elected and until their successors are elected. The president may not serve more than five consecutive one-year terms.

Section 4: The president shall preside at all meetings of the board, appoint and make changes to all committees, execute all documents authorized by the board, and generally perform all duties associated with that office. The president may, but is not required to, serve as an ex-officio voting member of all committees except the nominating committee; the president may not serve on the nominating committee.

Section 5: The vice president, in the event of the absence or disability of the president, shall assume and perform the duties and functions of the president.

Section 6: The secretary shall keep a true and accurate record of all meetings of the board, shall issue notice of all regular and special meetings, and shall perform such other duties as are generally associated with that office.

Section 7: The treasurer shall oversee the budget and finances of the library and shall perform such duties as generally required by the office. The treasurer shall be bonded in an

amount as may be required by a resolution of the board. In the temporary absence of the treasurer, his duties shall be performed by such other member of the board as the board may designate.

ARTICLE V- -Library Director and Staff

Section 1: The board shall appoint a qualified library director who shall be the executive and administrative officer of the library on behalf of the board and under its review and direction. Purchasing and contracting authority shall be established by the board on no less than an annual basis.

Section 2: The director shall recommend to the board the appointment and specify the duties of other employees. In the case of part-time or temporary employees, the director shall have authority to appoint without prior approval of the board.

ARTICLE VI- -Committees

Section 1: The president shall appoint and disband committees as needed, which shall be comprised of one or more persons. Unless specified by the president as a standing committee, any committee shall be considered to be discharged upon the completion of the purpose for which it was appointed and after its final report is made to the board.

Section 2: Committees shall report at board meetings when appropriate.

Section 3: No committee will have other than advisory powers unless, by suitable action of the board, it is granted specific power to act.

ARTICLE VII- -General

Section 1: Except as otherwise provided in these bylaws, any time a quorum is present a majority of the board members present must vote to approve any action, except that if the quorum is of only five members, then at least four of the five members present must vote to approve an action. The president may vote upon and may move or second a proposal before the board.

Section 2: These bylaws may be amended only by an affirmative vote of at least five members of the board, provided written notice of the proposed amendment has been provided to all members at least ten days prior to the meeting at which such action is proposed to be taken, and also provided that at least two-thirds of the members of the board are present at such meeting.

Section 3. Trustees are expected to attend all board meetings. If a trustee misses meetings for a period of eight consecutive weeks, or for four consecutive regular meetings, whichever shall be of longer duration, his or her trustee position may be deemed vacant pursuant to N.J. S.A. 40A-9-12.1. If a trustee misses four or more meetings in a calendar year without suitable excuses, the board may request such trustee to resign so that a successor can be appointed.