

# BYLAWS OF THE BOARD OF TRUSTEES OF THE FREE PUBLIC LIBRARY OF THE TOWNSHIP OF WEST ORANGE

*Adopted 3/13/51*

*Amended 1/12/74*

*Gender Changes 5/23/79*

*Amended 12/19/90*

*Amended 5/27/93*

*Amended 8/25/16*

## **ARTICLE I: ORGANIZATION, OFFICERS, DUTIES**

**Section 1.** The Board of Trustees is a corporate body under the name of "The Trustees of the Free Public Library of the Town of West Orange" by virtue of law (NJ Revised Statutes 40:54-11). The Board is constituted, authorized under, and governed by the Statutes of the State of New Jersey. These bylaws are in every detail subject to the State Statutes, and are intended only to supplement said laws and not to contravene them.

**Section 2.** The Board shall hold in trust and manage all property of the Library. It may rent rooms, or, when proper, cause to be constructed buildings for the use of the Library, purchase books, pamphlets, documents, papers and other reading matter, hire librarians and other necessary personnel and fix their compensation, make proper rules and regulations for the government of the Library, and generally do all that is necessary and proper for the establishment and maintenance of the free public library in the municipality. (NJ.S.A. 40:54.12)

**Section 3.** Trustees: Number, Appointments and Terms (NJ, Revised Statutes 40:54-9). The Board of Trustees shall consist of from seven to nine members, one of whom shall be the Mayor of the Township of West Orange, one the Superintendent of Schools of West Orange, and five to seven citizens to be appointed by the Mayor with the consent of the governing body of West Orange. At least four of these citizens shall be residents of the municipality. The Mayor and Superintendent of Schools serving as members of the Board may respectively appoint an alternate to act in place of each. The alternate may attend all meetings of the Board and vote on all questions before the Board. The term for service on the Board of Trustees for the five to seven appointed members is five years. Whenever a board is expanded to include a sixth or seventh citizen, the additional members shall serve terms of five years.

**Section 3.1.** Any board member who is absent from four consecutive regular board meetings without prior notice to the board president shall be assumed to have vacated their seat. A motion for removal from office will be placed on the agenda for the next meeting. A two-thirds

vote of the board shall be required for such removal.

**Section 4.** Board vacancies: Upon the expiration of the term of office of any trustee, the Mayor with the consent of the governing body of the Township of West Orange shall appoint a citizen for a term of five years. Vacancies occurring in the Board of Trustees shall be filled for the unexpired term only, in the same manner as the original appointments are made.

**Section 5.** The election of officers for the Board shall be held at the Annual Meeting in January. Election will be by a majority of those Board members present.

**Section 6.** The officers shall be a President, Vice President, Secretary and Treasurer. They will serve for one year and until their successors are elected and qualify. They shall be members of the Board.

**Section 7.** Vacancies in offices shall be filled by election for the unexpired term at the first regular meeting of the Board after the vacancy occurs.

**Section 8.** The President shall preside at all meetings of the Board of Trustees, appoint all committees and chairpersons, authorize calls for special or emergency meetings of the Board of Trustees, execute all documents authorized by the Board of Trustees, serve as an ex-officio voting member of all committees, and generally perform all duties associated with that office. The President shall notify the appointing authority of any vacancies on the Board of Trustees.

**Section 9.** In the absence of the President, the Vice-President shall act in her/his stead. In the absence of both the President and Vice-President, a trustee designated by the Board shall exercise the President's functions.

**Section 10.** The Secretary shall see that a true and accurate account of all proceedings of Board meetings is kept. The Secretary shall see that the minutes and other records of the Board are filed in a safe and secure manner in the Library.

**Section 11.** The Treasurer shall oversee the keeping of the accounts of the Board by the board accountant. The Treasurer shall examine all bills and co-sign checks for their payment upon approval of the Board. (If the Treasurer is unavailable to examine bills and co-sign checks, any Board member may substitute.) The Treasurer shall oversee the preparation of a monthly and annual report of all monies received and disbursed by the Board.

**Section 12.** No individual officer or member of the Board has authority to issue orders for or in the name of the Board unless especially empowered to do so by a majority of the Board so voting at a regular or duly called special meeting of the Board where a quorum is present.

**Section 13.** The Board of Trustees and its officers shall also be governed by all other regulations specified in Library Laws of New Jersey and by all other applicable State legislation.

## **ARTICLE II: COMMITTEES**

### **Section 1. Standing Committees**

- A. There shall be five standing committees: Building & Grounds; Finance; Personnel; Operations & Policy; and Board Membership, Nominations & Bylaws. Additional committees can be formed as needed by a majority board vote.
- B. Membership in these committees shall be established at the annual organizational meeting each year, and by appointment of the President of the Board. Updates to committee assignments may be made as needed throughout the year.
- C. Committee members are expected to serve until the next annual meeting unless assignments are revised by the board.

**Section 2. Building & Grounds:** The Building & Grounds Committee shall have general charge and advise on the maintenance and upkeep of the Library building and grounds.

**Section 3. Finance:** The Finance Committee shall meet with the Library Director to oversee preparation of the annual operating budget for the approval of the Board. The Treasurer shall be one of the members of this committee.

**Section 4. Personnel:** The Personnel Committee shall annually review the provisions of the personnel policy and make recommendations for revisions as necessary. The Personnel Committee, along with the President of the Board, may be consulted on, or apprised of personnel issues. The Personnel Committee shall receive the evaluations of the Library Director from all members of the Board and, based on those evaluations, prepare an overall evaluation.

**Section 5. Operations & Policy:** The Operations & Policy Committee will review with the Director any and all outreach, promotional, programmatic and policy changes that are being considered by the Library, and determine whether the Board should be briefed before action is taken.

**Section 6: Board Membership, Nominations & Bylaws:** The Board Membership, Nominations & Bylaws Committee shall review annually the bylaws and policies (except for personnel policies) of the Library and make recommendations for revisions as necessary.

**Section 7. Special Committees:** Special committees may be appointed at any time by the

President or authorized and appointed by the Board. They shall be advisory only unless otherwise authorized.

## **ARTICLE III: MEETINGS**

**Section 1.** All meetings of the Library Board of Trustees or any committee of the Library Board will be held in compliance with the Open Public Meetings Act, and notice of that will be read in advance of any meeting.

**Section 2.** Annual Organizational Meeting: This meeting will be held in January of each year. At this time, the Board of Trustees will select the meeting dates and times for its regular Board meetings for the next twelve months. It will designate the official newspapers for the Library, designate the banks for the Library, and announce the award of professional services contracts.

**Section 3.** Regular Meetings: These meetings will be held monthly on the fourth Thursday of each month. In accordance with the Open Public Meetings Act, a schedule of the meetings will be made public immediately following the Annual Meeting.

**Section 4.** Special Meetings: Special or emergency meetings may be called by the President or at the written request of two Trustees and the notices for such meetings shall state the object or objects for which they are called.

**Section 5.** A quorum at all meetings shall consist of a majority of the Board. An affirmative vote of a majority of those present shall be necessary to pass any official action.

**Section 6.** The President or other presiding officer shall determine the Order of Business at all meetings.

## **ARTICLE IV: AMENDMENTS**

**Section 1.** These Bylaws may be amended at any meeting of the Board by a majority vote of the entire Board, provided that specific notice of the proposed amendments shall have been given in writing to all members at least ten days prior to the meeting.

**Section 2.** These Bylaws may be amended at the suggestion of the Operations & Policy Committee, the Board Membership, Nominations & Bylaws Committee, or any member of the Board

## **ARTICLE V: PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of *Robert's Rules of Order, Newly Revised* shall govern the Board in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules which the Board may adopt.

## **ARTICLE VI: CONFLICTS OF INTEREST**

**Section 1.** Board members shall observe ethical standards with absolute truth, integrity and honor. Board members shall avoid situations in which personal interests might be served or financial benefits gained at the expense of library patrons, colleagues or the institution. Board members will not use the library for personal advantage or the personal advantage of friends or relatives.

**Section 2.** Library Board members and their dependents are prohibited from having a pecuniary interest in or prohibited from deriving a profit from a contract or purchase connected with the library unless the interest or profit is specifically permitted by law and the Board member makes a public conflict of interest disclosure in accordance with NJ State law.

**Section 3.** Board members will declare any conflict of interest between their personal life and their position on the Board and avoid voting on issues that appear to be a conflict of interest. It is incumbent upon any Board member to disqualify or recuse him/herself from voting immediately whenever the appearance of a conflict of interest exists.

## **ARTICLE VII: INDEMNIFICATION OF BOARD MEMBERS**

Notwithstanding any other provision of law to the contrary, no person serving as a member of the West Orange Public Library Board of Trustees shall be liable for damages resulting from the exercise of judgment or discretion in connection with the duties of his office unless the actions evidence a reckless disregard for the duties imposed by the position. (N.J.S.A. 2A: 53A-7.3. (L.1989, c. 171, § 1). The West Orange Public Library carries Directors and Officers Liability Insurance and Employment Practices Liability Insurance.