

**BYLAWS
EDISON TOWNSHIP FREE PUBLIC LIBRARY
BOARD OF TRUSTEES**

ARTICLE I - BOARD OF TRUSTEES

The Edison Township Board of Trustees is duly incorporated and exists as a body by virtue of the provisions of Chapter 54 of the laws of the State of New Jersey, Title 40, and exercises the powers and authority, and assumes the responsibilities delegated under said law.

ARTICLE II - PURPOSE

The purpose of the Board of Trustees is to support the growth of public library services to all residents of Edison Township and advocate for excellence and adequate funding in accordance with the laws of the State of New Jersey, the regulations of the State Library and applicable local ordinances.

ARTICLE III - BOARD MEMBERSHIP

- A. The Board of Trustees shall consist of nine members as follows:
 - a. Seven members appointed by the Mayor, at least four of whom are residents of the Township;
 - b. The Mayor or the Mayor's representative;
 - c. The Superintendent of Schools or the Superintendent's representative.
- B. Board members appointed by the Mayor serve five-year terms.
- C. Members of the board shall serve without salary or other compensation.
- D. Board of Trustees members whose terms have expired shall serve in a hold over capacity until official appointments have been made.
- E. Appointment Recommendations:
 - a. Upon request, the Board of Trustees shall recommend a list of prospective candidates for open Board seats to the Edison Mayor by November 1 of each year. Said candidates will be determined based on the skills needed to ensure that the Board of Trustees carries out its legal responsibilities regarding the library.
 - b. Candidates recommended for Board positions should have an active Edison Public Library card, an articulated interest in serving on the Library Board of Trustees, and an understanding of contemporary library issues and functions.
 - c. All trustee candidates should complete an Edison Application Form for Appointment to Boards, Committees, and Commissions, available from the Municipal Clerk's Office, for consideration for a Board position.
- F. Any trustee, by notice in writing to the Mayor and a copy to the Board president, may resign at any time.
- G. Any trustee may be removed from office for cause (NJSA 40A:9-12, 1 et seq.). The Board of Trustees shall make recommendations for removal to the Mayor upon two-thirds vote of the trustees.
- H. Only the President of the Board of Trustees shall speak on behalf of the Board of Trustees and shall do so consistent with the Board's actions and the consensus of its deliberations.
- I. Board of Trustees members who leave a meeting with the intent to stand in the way of library business, avoid taking part in a vote, and/or break a quorum shall automatically forfeit their seat on the Board of Trustees. The President or next ranking Board member in attendance shall notify the Mayor that the seat has been declared vacant, and the

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Mayor shall proceed to fill the vacancy.

ARTICLE IV - BOARD RESPONSIBILITIES

- A. The Board of Trustees of the Edison Township Free Public Library shall:
 - a. Hold in trust and manage all Library property.
 - b. Diligently seek to secure adequate funds to support the Library.
 - c. Oversee the Library staff's expenditure of funds collected, donated, or appropriated for the Library, and approve the annual audit.
 - d. Establish policies to govern the use, operation and governance of the Library.
 - e. Stay abreast of library trends and the needs of the community with regard to library services.
 - f. Select, appoint, supervise and evaluate a qualified Library Director and determine compensation for that position.
 - g. Work with the Library Director to set short- and long-term goals for the Library.
 - h. Advocate on behalf of the Library with public officials and other boards and community groups.
 - i. Attend all Board meetings.

ARTICLE V - OFFICERS

- A. The officers of the Board shall be President, Vice-President, Treasurer and Secretary, elected from among the appointed Trustees at the annual reorganization meeting in January and shall serve one-year terms. Nominations of officers may be proposed by any Board member at the January meeting. Ex-officio board members or their representatives are not eligible to serve as officers.
- B. The President shall preside at all meetings, appoint all committees, authorize calls for any special meetings, confer with the Director regarding the agenda for each Board meeting; and generally shall perform the duties of a presiding officer and the duties associated with the office.
- C. The Vice-President shall exercise the duties of the President in the President's absence. The Vice President shall have such powers and discharge such duties as may be assigned, from time to time, by the Board, and generally shall perform the duties associated with the office.
- D. The Treasurer shall be the disbursing officer of the Board, and shall be bonded in such amount as required by law. He or she shall countersign all expenditures of the Library after approval by the Board, and generally shall perform the duties associated with the office. In the absence or unavailability of the Treasurer, the Treasurer's duties may be performed by the Vice President.
- E. The Secretary shall ensure that full and correct records of the proceedings of the Board are taken and maintained, and generally shall perform the duties associated with the office.
- F. A vacancy in office shall be filled by election of a successor for the unexpired term of the vacant office, except for the office of President, which shall be filled by the Vice President for the unexpired term.

ARTICLE VI - MEETINGS

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- A. The first regular meeting of the Board in January shall be the annual reorganization meeting. The Board shall elect officers, approve the official financial institutions and related signing authorities, and address any other organizational matters that may come before the Board.
- B. Regular meetings of the Board shall be held monthly on such dates and times as may be set by the Board. Notice of the regular meeting dates will be posted in the Library, filed with the Township Clerk, and sent to at least two official newspapers of the Township in accordance with applicable law.
- C. Special meetings may be called by the President or by any other officer of the Board acting on behalf of the President or, on five (5) days' notice by any three (3) members of the Board. Notices for such meetings shall state the time, place and specific purpose/business to be considered. Forty-eight (48) hours' notice of special meetings shall also be given to trustees and the public in accordance with applicable law.
- D. In the event that an emergency meeting is required without time to provide adequate notice to deal with matters of such urgency and importance that a delay would likely result in substantial harm to the public interest, such meeting may be held provided it conforms to applicable law regarding emergency meetings.
- E. Meetings shall be held in person, by conference call or through other virtual technology, so long as the public is included in accordance with the Open Public Meetings Act (N.J.S.A. 10:4-9.3).
- F. A quorum for the transaction of business at any meeting shall consist of half + 1 members (more than half) of the Board present in person. If a quorum is not present, the meeting shall be cancelled and rescheduled.

ARTICLE VII - ORDER OF BUSINESS

- A. The order of business at the regular meetings of the Board of Trustees shall be in the following sequence unless circumstances otherwise dictate:
 - a. Call to Order and Pledge of Allegiance
 - b. Open Public Meetings Act Statement
 - c. Roll Call
 - d. Approval of Minutes
 - e. Financial Report
 - f. Library Director's Report
 - g. Committees Reports
 - h. Unfinished Business
 - i. New Business
 - j. Public Portion
 - k. Closed Session
 - l. Return to Open Session
 - m. Adjournment
- B. The President or other presiding officer shall determine the Order of Business at all meetings.

ARTICLE VIII - RESOLUTIONS AND ORDERS

- A. A majority of votes of the members of the Board of Trustees present at any meeting shall

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- be necessary for the adoption or passage of any resolution or motion.
- B. Actions taken shall be determined by a voice vote unless a roll call vote is requested by a Board member.
 - C. All motions shall be stated in their proper form and restated before a vote is taken.

ARTICLE IX - LIBRARY DIRECTOR

- A. The Board shall appoint a Library Director who shall be the executive and administrative officer of the Library on behalf of the Board.
- B. The Library Director shall have sole charge of the administration of the Library under the direction and review of the Board. The Library Director shall be responsible for the care and maintenance of Library property, the supervision and evaluation of Library employees, the adequate and proper selection of materials in keeping with the stated policy of the Board, the efficiency of the Library's service to the public, and its financial operation within the limitations of the budgeted appropriations.
- C. The Library Director shall attend all Board meetings, except any portion of closed session meetings at which the Director's salary, appointment, or terms and conditions is to be discussed or decided.

ARTICLE X - COMMITTEES

- A. The President may appoint such committees of one or more members for such specific purposes as the business of the Board may require from time to time. If it shall appear that the purpose of and need for any such committee may be long term, the Board may confer the status of Standing Committee, whereupon it shall be the duty of the President to appoint such committee each year promptly after ~~at~~ the annual meeting; otherwise, a committee shall be considered to be discharged upon completion of the purpose for which it was appointed.
- B. Standing Committees shall be:
 - a. Facilities
 - b. Finance
 - c. Materials Review
 - d. Personnel
 - e. Policies & Bylaws
 - f. Strategic Planning
- C. All committees shall be advisory to the Board.

ARTICLE XI - AMENDMENTS

- A. These bylaws may be amended, without prior notice, at any meeting of the Board at which the entire Board of Trustees is present; or by a majority of the Board present at a regular meeting provided that written notice of proposed amendments shall have been sent to all members at least ten (10) days prior to the meeting at which such action is proposed to be taken.

ARTICLE XII - CHAIN OF COMMENT FOR PUBLIC COMPLAINTS AND INQUIRIES

- A. The following procedures will apply to the handling of public complaints and

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inquiries:

- a. Neither the Library Board of Trustees as a whole, nor any individual Board member, will entertain or consider communications or complaints from library employees, library patrons/users, residents or other citizens. Such communications will be referred to the Library Director.
- b. Complaints and inquiries should be submitted to the Library Director.
- c. The Library Director will make every effort to resolve the problem with the persons immediately involved.
- d. When satisfaction has not been achieved at this level, the Library Board will accept written complaints or inquiries from non-employees.
- e. Non-employees who request a hearing before the Board shall present written complaints to the Library Director in detail. After reviewing the evidence provided by the Library Director, if any, the Board will determine whether or not to grant a hearing to the requestor.
- f. Library employees shall follow the grievance procedures outlined in the Library's Policy Manual and/or applicable collective bargaining agreements.

ARTICLE XIII - CONFLICT OF INTEREST

- A. A Board member shall withdraw from Board discussion, deliberation, and vote on any matter in which the Board member, a family member, or an organization with which the Board member is associated, has a financial interest or other conflict.
- B. Board members shall not in their private capacity negotiate, bid for, or enter into a contract with the Edison Public Library in which they have a direct or indirect financial interest.
- C. A Board member may not receive anything of value (monetary or otherwise) that could reasonably be expected to influence their vote or other official action of the Board.

ARTICLE XIV - PARLIAMENTARY AUTHORITY

- A. 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, New Jersey law, Edison Township ordinances, or any special rules of order which the Board may adopt.

Approved by the Board of Trustees 3/10/2020

Revised by the Board of Trustees x/x/2020