

**BY- LAWS**  
**OF**  
**THE BOARD OF TRUSTEES**  
**OF THE**  
**MIDDLESEX PUBLIC LIBRARY**

Adopted: September 12, 2012

Amended: November 10, 2014

## **ARTICLE I ORGANIZATION**

### SECTION 1. Purpose.

These By-Laws are intended to govern the administration of the Middlesex Public Library (hereinafter "Library"), a non-profit corporation organized as a municipal library under N.J.S.A. 40:54-1 et seq. of the New Jersey Statutes Annotated.

### SECTION 2. Fiscal Year.

The Board of Trustees shall determine the fiscal year of the corporation.

### SECTION 3. Principal Office.

The principal office of the Library is located at 1300 Mountain Avenue, Middlesex, NJ 08846.

## **ARTICLE II BOARD OF TRUSTEES**

### SECTION 1. Express and Implied Powers and Duties.

The business and affairs of the Library shall be conducted under the management, direction and control of the Board of Trustees (hereinafter "Board"), which shall have all those powers granted to it by these By-Laws and by law. The Board may delegate to duly established committees, to the Library Director (hereinafter "Director"), or to any other employee or duly appointed agent, such duties and functions as it deems necessary. Such duties and functions shall include, but shall not be limited to:

1. Employing a competent and qualified Library Director;
2. Determining and adopting written policies to govern the operation of the library including personnel policies, financial and investment policies, and policies governing the use of the library and the selection and use of library materials, supplies and equipment;
3. Reporting to and cooperating with other public officials, boards and the community as a whole to support the goals of the library;
4. Assisting in the preparation of, and seeking support for, the annual operating budget as well as funds for capital improvement projects; and
5. Developing long-range goals for the library and working to achieve them.

### SECTION 2. Number and Qualifications.

Pursuant to N.J.S.A. 40:54-9 the Board of Trustees shall consist of seven (7) to nine (9) persons designated by the Mayor for terms of five (5) years. The Mayor and Superintendent of Schools shall be trustees and may appoint an alternate to act in their place to attend meetings and vote on all questions.

Each member of the Board shall take the required oath of office before the Borough Clerk, or before a person authorized to take oaths in the State of New Jersey, on his/her appointment.

Vacancies occurring on the Board shall be filled for the unexpired term only. Resignations shall be submitted, in writing, to the Mayor with a copy to the Board President.

### SECTION 3. Officers.

The Officers shall be President, Vice President, Secretary and Treasurer. The officers shall be elected at the Annual Meeting of the Board of Trustees. The President shall appoint a nominating committee and the committee will present a slate of officers at the Annual Meeting. Additional nominations may be made from the floor. A vote will be taken on all contested offices. For non-contested offices, the Secretary shall cast one vote for that person. Officers shall serve for a term of one year from the annual meeting, at which they are elected.

### SECTION 4. Vacancies in Office.

In the event of a vacancy in the office of President, the Vice President shall assume the office for the remainder of that term. In the event of a vacancy in any other office, the President shall appoint a member to assume that office for the remainder of that term.

### SECTION 5. Duties of Officers.

A. The President shall preside at all meetings of the Board, authorize calls for any special meetings, appoint all committees, execute all documents authorized by the Board, serve as an ex-officio member of all committees, and generally perform all duties associated with the office of President. In the event of the absence of the President from a Board meeting, the Vice President, or a temporary chairperson selected by the members present, shall assume and perform the duties and functions of the President.

B. The Vice President shall assist the President in all matters and perform all the duties of the President during his/her absence, and generally perform all the duties associated with the office of Vice President.

C. The Secretary shall see that a true and accurate account of all the board meetings is kept. The Secretary shall issue all notices of all regular meetings in compliance with State law regarding the holding of meetings and shall have custody of the minutes and other records of the Board of Trustees and perform all other duties associated with the office of Secretary. The Secretary may delegate any of these responsibilities to the Library Director (hereinafter "Director") with the approval of the Board.

D. The Treasurer shall be responsible to present reports on the Library's finances, review all vouchers and, with the Director, present all bills for approval to the Board. The Treasurer shall have the authority to approve bills for payment when there is no meeting due to a lack of quorum. The Treasurer shall also review and prepare the

annual budget with the assistance of the Director and the Finance Committee, and present the budget to the Board for approval. The Treasurer shall make provisions for the Library to maintain adequate bond or insurance to insure the faithful performance and discharge of his/her duties. The Treasurer shall also make provisions for the Library to receive from the Borough the funds collected by the Borough for the Library as provided for in N.J.S.A. 40:54-14. The Treasurer, with input from the Finance Committee, will provide investment recommendations as needed.

SECTION 6. Filing of Appointments.

A Certificate of Incumbency setting forth the name and appointment of each Trustee shall be recorded in the Middlesex County Registrar's Office and with the Secretary of State as provided in N.J.S.A. 40:54-11.

SECTION 7. Meetings of the Board; Notices; Waiver of Notice.

The first meeting of the Board after January 1 of each year shall be the Annual Meeting of the Board, at which time officers shall be elected as provided in Article II, Section 3.

Regular meetings of the Board shall be held monthly on a day and time set by the Board. Meetings shall be held each month, with the exception of July and August, which shall be a combined meeting. All meetings will be held in accordance with the Open Public Meetings Act (Chapter 231, P.L. 1975: see also N.J.S.A. 10:4-6). Notice of regular meetings of the Board shall be given to each trustee by hand delivery, mail or email at least three (3) days prior to the day of the meeting.

Special meetings of the Board may be called by the President or upon request of 3 trustees. Notice of such meetings must state the purpose. Except in cases of emergency, 48 hours notice shall be given to the trustees of a special meeting.

In the event an emergency meeting is required to deal with matters of such importance that delay for the purpose of providing adequate notice (as required above) would likely result in substantial harm to the public interest, such meeting may be held provided it conforms to the provisions of N.J.S.A. 10:4-9.

Except as herein provided, the conduct of meetings shall be governed by ROBERT'S RULES OF ORDER, latest edition.

SECTION 8. Quorum and Adjourned Meetings.

At all meetings of the Board, a majority of the trustees shall constitute a quorum for the transaction of business. For purposes of establishing a quorum, "majority" means *more* than one-half the total number of trustees then presently existing on the Board.

The votes of a majority of the trustees present and voting at a meeting at which a quorum is present shall constitute a valid decision. If at any meeting of the Board there shall be less than a quorum present, the meeting shall be adjourned to a new date.

The vote of a majority of those trustees present at a Board meeting at which a quorum is present shall be necessary for valid action by the Board on any matter except as otherwise provided herein.

SECTION 9. Indemnification.

Each trustee, officer or committee member of the Library, shall be indemnified by the Library against the actual amount of net loss including counsel fees, reasonably incurred by or imposed upon him in connection with any action, suit or proceedings to which he/she may be a party by reason of his/her being or having been a trustee, officer or committee member.

SECTION 10. Immunity.

Unless acting in reckless disregard for the duties imposed by the position, neither the Board as a body nor any trustee, officer or any committee member, shall be personally liable for any damages, claims, losses or injuries for any action of lack or action arising out of the execution of his/her office to the fullest extent available pursuant to N.J.S.A. 2A:53A-7.3 (c.1989, c.171-1).

**ARTICLE III  
POWERS AND DUTIES OF THE BOARD OF TRUSTEES**

SECTION 1. General Powers and Privileges.

The Board shall have the independent power to manage and operate this Library and all those powers specifically prescribed in N.J.S.A. 4:54-1 et seq., together with such other powers as may be provided herein which may be necessarily implied.

SECTION 2. Duties and Responsibilities.

It shall be the obligation and duty of the Board to perform the following:

- (a) The Board shall hold in trust and manage all property of the Library.
- (b) The Treasurer shall give bond or adequate insurance in the amount fixed by the Mayor payable to the Borough to insure the faithful performance of the Treasurer.
- (c) The Board shall receive from the disbursing officer of the Borough the money raised for library purposes pursuant to its taxing authority in N.J.S.A. 40:54-8.
- (d) The Board shall make an annual report to the financial officer of the Borough setting forth a statement of all public revenues received, all state aid, all expenditures and the balance of the funds available. The annual report shall also include an analysis of the state and condition of the library to be sent to the Borough and to the New Jersey State Library, Library Development Bureau.

**ARTICLE IV  
LIBRARY DIRECTOR AND COMMITTEES**

SECTION 1. Director.

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. The Director shall attend all Board meetings unless otherwise excused or directed.

The responsibilities of the Director shall include, but are not limited to:

1. Securing adequate professional personnel and other staff members as needed for the efficient operation of the library within limitations of the annual budget;
2. Directing the library staff in the performance of their duties;
3. Caring for the building and equipment;
4. Providing library service programs that reflect community needs and interests;
5. Pre-auditing all proposed expenditures, keeping within the limits set by the annual budget and the Board;
6. Maintaining and preserving minute books and all current financial records, making them available for inspection by members of the Board upon request;
7. Accounting of all monies received from fines, donations and other sources and depositing them to appropriate accounts;
8. Submission of a monthly written report to the Board describing the operations of the library.

SECTION 2. Committees.

The President shall appoint committees of one or more members each for such specific purposes as the business of the Board may require. There shall be five (5) standing committees of not less than three (3) members: the President acting as ex-officio, a chairperson and one other trustee. The standing committees are:

- a. By-Laws Committee
- b. Finance Committee
- c. Personnel Committee
- d. Policy Committee
- e. Sunshine Committee

Special committees for the study and investigation of special problems or to deal with special issues shall be considered to be discharged upon the completion of the purpose for which they were appointed and after their final report is made to the Board.

All committee final reports are to be made in writing and conveyed to the secretary for filing. Progress reports shall be presented to the Board at each of its meetings.

No committee shall have other than advisory powers unless, by suitable action of the Board, it is granted specific power to act.

**ARTICLE V  
FISCAL MANAGEMENT**

SECTION 1. Annual Financial Reporting.

The Board shall make an annual report to the Chief Financial Officer (CFO) of the Borough as provided in N.J.S.A. 40A:54-15, to detail all public revenues received, State aid, all expenditures and balances of all funds.

SECTION 2. Accounts.

The Board shall invest its funds in any interest bearing obligation of the United States or interest bearing bonds of the State of New Jersey, any county, municipality or in any other securities authorized for investment by trustees under and in accordance with the provisions of Article 2 of Chapter 15 of Title 3A of New Jersey Statutes (NJ Prudent Investment Law 3B:20-12 et seq.).

SECTION 3. Income from Fines/Copiers.

All fines and money from operation of copy machines may be used and expended in the same manner as those funds appropriated by the Borough and paid to the Library.

**ARTICLE VI  
AMENDMENTS**

These By-Laws may be amended at any regular meeting of the Board by an affirmative vote of two-thirds (2/3) of the members present, provided written notice of the proposed amendment shall have been mailed to all members at least ten (10) days prior to the meeting at which action is proposed to be taken.

**ARTICLE VII  
NOTICE**

Any notice required to be sent by the By-Laws shall be deemed to have been properly sent and notice thereby given when hand delivered, mailed by regular post with postage prepaid, or when emailed as provided herein.

Adopted September 10, 2012 by the Board of Trustees of the Free Public Library of Middlesex Borough.

---

James L. Benson, President