

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

**ARTICLE I  
NATURE OF BY-LAWS**

SECTION 1. Purpose. These By-Laws are intended to govern the administration of the Rutherford Public Library, designated as “The Board of Trustees of the Free Public Library of Rutherford” (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 fiscal year of the corporation shall be determined by the Board of Trustees.

SECTION 3. Principal Office. The principal office of the Library is located at 150 Park Avenue, Rutherford, New Jersey 07070.

**ARTICLE II  
BOARD OF TRUSTEES**

SECTION 1. Express and Implied Powers and Duties. The property, affairs and business of the Library shall be managed by the Board of Trustees, which shall have all those powers granted to it by these By-Laws and by law.

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.

SECTION 3. Officers. The Officers shall be a President, Vice President, Secretary and Treasurer, who shall be elected at the first annual meeting of the Board. Vacancies in officer positions shall be filled by vote of the Trustees at the next regular meeting of the Board after the vacancy occurs. A nominating committee shall be appointed by the President prior to the annual meeting who shall present a slate of officers to be voted on at the first annual meeting. Additional nominations may be made from the floor. Officers shall serve a term of one year from the annual meeting at which they are elected. The President may not serve more than five consecutive years.

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 voting member of all committees, and generally perform all duties associated with that office. In the event of the absence of the President from a Board meeting, either 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 Secretary shall keep a true and accurate record of all proceedings of Board meetings, shall call the roll, and record votes, shall issue notices of all regular meetings, shall, on the authorization of the President, issue notices of special meetings, shall have custody of the minutes and other records of the Board, shall notify the appointing authority of any vacancies on the Board, and shall perform such other duties as are generally associated with that office. Notice of regular meetings shall be mailed to Board members at least five (5) days in advance of the meeting and shall include copies of the minutes of the prior meeting, agenda to be discussed at the scheduled meeting, and any reports considered essential to consideration of the agenda.

C. The Treasurer shall be responsible to present reports on the Library's finances, review all vouchers and with the Director, and present all bills for approval to the Board of Trustees. Treasurer shall also review and prepare the annual budget with the assistance of the Director and present same to the Board of Trustees for approval. The Treasurer shall make provisions for the Library to maintain adequate bond or insurance to insure the faithful performance and discharge of their 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.

SECTION 4. Filing of Appointments. A Certificate of Incumbency setting forth the names and appointment of each Trustee shall be recorded by the Borough Clerk as provided in N.J.S.A. 40:54-11.

SECTION 5. Vacancies. Vacancies in the Board caused by any reason, including removal, shall be filled by an appointment as set forth in Section 2 above after the occurrence of any such vacancy. Each person so appointed shall be a Trustee for the remainder of the term of the Trustee whose term he is filling and until his successor shall have been duly appointed.

SECTION 6. Meetings of the Board; Notices; Waiver of Notice. Regular meetings of the Board shall be held each month at the Library or another location, including online platforms, 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 e-mail at least five (5) days prior to the day of the meeting.

Special meetings of the Board may be called in accordance with the Open Public Meetings Act (N.J.S.A. 10:4-9).

Except as provided herein, the conduct of meetings shall be governed by ROBERT'S RULES OF ORDER, latest edition. The order of business for regular meetings shall include, but not be limited to, the following items, which shall be covered in the sequence shown so far as circumstances will permit:

- a. Announcement of compliance with Open Public Meetings Law
- b. Call to order

- c. Roll call of members
- d. Public discussion
- e. Approval of minutes of prior meetings(s)
- f. Director's report
- g. Financial report
- h. Action on bills
- i. Legal report
- j. Unfinished business
- k. New business
- l. Adjournment
- m. Closed session (if required)
- n. Adjournment of closed session

SECTION 7. Quorum and Adjourned Meetings. At all meetings of the Board, a majority of the Trustees shall constitute a quorum for the transaction of business and 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 majority of those present shall adjourn the meeting to a new date. At any such adjourned meeting at which a quorum is present, any business which may have been transacted at the original meeting may be transacted without further notice. The vote of a majority of those 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. For purposes of establishing a quorum, "majority" means more than one-half of the total number of Trustees then presently existing on the Board.

SECTION 8. Joinder in Meetings by Approval of Minutes. The transaction of any business at any meeting of the Board however called and noticed or wherever held, shall be valid as though at a meeting duly held after regular call and notice, if a quorum is present.

SECTION 9. Consent in Lieu of Meeting and Vote. Anything to the contrary in these By-Laws or the Articles of Incorporation notwithstanding, the entire Board of Trustees shall have the power to take action on any matter on which it is authorized to act, without the necessity of a formal meeting and vote if the entire Board, or all the Trustees empowered to act, whichever the case may be, shall consent in writing to such action. Any such action shall be promptly reported at the next meeting and recorded in the minutes.

SECTION 10. 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 proceeding to which he may be a party by reason of his being or having been a Trustee, officer, or committee member.

SECTION 11. 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 of the Association, shall be personally liable for any damages, claims, losses or injuries for any action or lack of action arising out of the execution of his 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 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. 40:54-1 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 affirmative and perpetual 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 an amount fixed by the Mayor and Council 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 setting forth a statement of all public revenues received, all state aid, all expenditures and the balance of funds available. The annual report shall be signed off by the Chief Financial Officer of the Borough and sent to the Bergen County Cooperative Library System (BCCLS) and the New Jersey State Library.

### **ARTICLE IV LIBRARY DIRECTOR/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 except those at which the Director's salary or appointment is to be discussed or decided.

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 four (4) standing committees of not less than three (3) members: the President acting ex-officio, a chair

and one other Trustee for the following committees:

- a. Building and Grounds
- b. Finance
- c. By-laws
- d. Personnel
- e. Nominating

Special committees for the study and investigation of special problems 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 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 of Trustees shall make an annual report to the Chief Financial Officer of the Borough as provided in N.J.S.A. 40:54-15, to detail all public revenues received, State aid, all expenditures and balances of all funds.

SECTION 2. Accounts The Board of Trustees shall invest its funds in any interest bearing obligations of the United States or interest bearing bonds of the State of New Jersey, any county, municipality or in any other securities authorized for investments 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:20-12et seq.).

SECTION 3. Income from Fines/Copiers All fines and money from operation of copy machines and printers 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, or any portion of them, may be altered or repealed, or any portion may be made, at any meeting of the Library duly held for such purpose by an affirmative vote of two thirds (2/3) of the Trustees.

**ARTICLE VII  
NOTICE**

Any notice required to be sent by these 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 e-mailed, or otherwise publicly communicated as provided herein.

**ARTICLE VIII  
CORPORATE SEAL**

The Association shall have a seal in circular form having within its circumference the words “The Board of Trustees of the Rutherford Public Library” and the year of incorporation.