

**BY-LAWS of  
THE BOARD OF TRUSTEES of  
THE LODI MEMORIAL LIBRARY**

**Article I - IDENTIFICATION**

**Section 1.** This organization shall be called “The Board of Trustees of the Lodi Memorial Library” (hereinafter “Board”) a non-profit corporation organized as a municipal library under N.J.S.A.40:54-1 et seq. of the Laws of the State of New Jersey, and exercising the powers and authority and assuming the responsibilities delegated to it under the said statute.

**Section 2.** The organization serves the residents of the Borough of Lodi, New Jersey and through reciprocal borrowing, all members of the Bergen County Cooperative Library System (BCCLS) and all New Jersey Library Association interlibrary loans.

**Section 3.** The principal office of the Library is located at One Memorial Drive, Lodi, New Jersey 07644-1692.

**Section 4.** The mission of the Lodi Memorial Library is to provide quality services, resources and lifelong learning opportunities through books and other forms of media to meet the informational, educational, cultural and recreational needs and interests of its diverse and changing population, fostered by a dedicated staff committed to excellence in patron service.

**Article II - MEMBERSHIP**

**Section 1. Number and Composition of Trustees.** The Board of Trustees shall consist of seven members, one of whom shall be the Mayor (or his or her representative), the Superintendent of Schools or a designated representative, and five citizens to be appointed by the Mayor, at least four of whom shall be residents of the Borough of Lodi.

**Section 2. Term of Trustees.** Trustees serve five-year terms beginning with their appointment at the Borough annual meeting in January. The Mayor and Superintendent of Schools remain ex-officio trustees throughout the time they serve in those respective positions.

**Section 3. Vacancies.** Upon the expiration of the term of office of any trustee, the Mayor shall appoint a citizen for a term of five years in the same manner as the original appointment was made. Vacancies occurring in the board shall be filled for the unexpired term only. Resignations shall be submitted in writing to the appointing official with a copy forwarded to the President of the Board.

**Section 4. Oath of Office.** Each member of the Board of Trustees shall take the required Oath of Office before the clerk of the Borough of Lodi on his or her appointment.

**Section 5. Removal.** Members of the Board of Trustees shall be removed from the Board if, without prior approval from the President, they fail to attend three consecutive Board meetings

in a single year.

**Section 6. Powers and Duties.** 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.

### **Article III - OFFICERS**

**Section 1.** The Officers shall be a President, Vice-President, Secretary and Treasurer, who shall be elected at the annual meeting of the Board. Nominations shall be accepted from the floor. The election shall be by a majority vote of members of the Board of Trustees present and voting.

**Section 2. Term of Office.** Officers shall be elected for a two-year term. No person shall hold more than one office at a time. Officers shall take office immediately after their election beginning with "new business". Upon serving a term in the office, a member may serve again in that office only after an interim of at least one year.

**Section 3. Vacancies.** A vacancy in any of the offices shall be filled by election for the unexpired term at the first regular meeting of the Board after the vacancy occurs. The election shall be by a majority vote of members of the Board of Trustees present and voting. A person elected to fill an unexpired term shall be considered to have served the entire term if the vacancy occurred after less than six months into the calendar year.

**Section 4. Duties.** The President shall preside at all meetings of the Board and have the right to vote, execute all legal documents in accordance with the vote of the Board of Trustees and see that all reports, books and certificates as required by law are properly maintained, appoint the chair and members of all committees and performs such other duties as the Board of Trustees shall direct;

The Vice-President shall perform the duties of the President in all cases in which the President is absent or unable to serve. In the absence of both President and Vice-President, the members present may select a temporary chairman for the meeting.

The Secretary shall supervise the recording of the minutes at meetings of the Board of Trustees, supervise the sending of notices required by law, by resolutions or by these By-Laws and may authorize the recording of minutes to another person with permission of the Board of Trustees as well as perform such other duties as the Board shall direct.

The Treasurer shall report to the Board of Trustees on the financial condition of the organization, review as needed with the Library Director financial policies and procedures and report any recommendations to the Board of Trustees as well as perform such other duties as the Board of Trustees shall assign.

All members of the Board of Trustees shall be authorized to sign checks and perform such other duties as the Board of Trustees shall assign.

## Article IV - MEETINGS

**Section 1. Regular Meetings.** There shall be no fewer than ten monthly meetings of the Board of Trustees at such a time and place as the Board shall determine. Written notice of the time, place and dates of regular meetings of the Board of Trustees shall be provided as required by the New Jersey Open Public Meeting Law, 10:4-6.

**Section 2. Annual Meeting.** The annual meeting, at which officers are elected, shall be held in January of each year at such time and place as shall be fixed by a majority of the Board.

**Section 3. Order of Business.** The Order of Business at all regular meetings of the Board of Trustees shall be as follows:

- Call to order
- Salute to the Flag
- Attendance
- Open Public meetings Statement
- Approval of Minutes
- Treasurer's Report
- Correspondence
- Director's Report
- Committee Reports
- Public Portion
- Old Business
- New Business
- Date and Time of next meeting
- Adjournment

**Section 4. Agendas.** Meeting agendas shall indicate the time, date and place of the meeting and indicate all subject matters intended for consideration at the meeting.

**Section 5. Minutes.** Minutes of all meetings shall include the date, time and place of the meeting, the names of Board members present and absent, the substance of matters proposed, discussed or decided, and a record and result of votes taken, the names of the public who appeared and substance of their comments and other meeting information that Board members request be entered in the record. Board minutes are available to the public according to the law.

**Section 6. Quorum.** A quorum for the transaction of business at any meeting shall consist of four members of the Board.

**Section 7. Special Meetings.** Special meetings may be called by the President or upon the request of three trustees, for the transaction of business as stated in the call for the meeting. Except in cases of emergency, at least 48 hours notice shall be given, according to the terms of the Open Public Meetings Law.

**Section 8. Emergency Meetings.** In the event that an emergency meeting is required, without time to provide adequate notice as required in Article I, Sec. 3, to deal with matters of such urgency and importance that a delay for the purpose of providing adequate notice 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. 10:49.

**Section 9. Parliamentary Authority.** The conduct of meetings shall be governed by Robert's Rules of Order, latest edition.

**Section 10. Motions and Voting.** The privilege of making motions and voting shall be limited to the members of the Board of Trustees. Voting shall be in person and no member shall cast more than one vote on each matter submitted to the Board. All motions and resolutions requiring the expenditure of monies shall be voted on by roll call of each member present. All other such matters requiring a vote shall be passed with a simple majority of those members present and voting.

All motions shall require for adoption a majority vote of those present and voting. A member may abstain from voting and the silence of a member on a vote shall be recorded as an abstention. Proxy voting is prohibited.

## **Article V - LIBRARY DIRECTOR AND STAFF**

The Board shall appoint a qualified library director who shall be the executive and chief administrative officer of the Library on behalf of the Board and under its review and direction.

The Library Director shall act as technical advisor to the Board. The Director shall attend and participate as a non-voting member in all Board meetings except those at which the Director's salary or appointment are to be discussed or decided. The Director may serve on Committees as directed by the Board of Trustees. The Director will employ and supervise such additional staff as the Board shall approve.

## **Article VI - COMMITTEES**

**Section 1. Standing Committees.** The President shall appoint committees of one or more members each for such specific purposes as the business of the library may require. There shall be the following standing committees of not less than three members: Personnel, By-Laws and Finance. Committee chairs are responsible for reporting to the Board and recommending action if and as needed.

**Section 2. Powers.** No committee shall have other than advisory powers unless by suitable action by the Board it is granted specific power to act.

**Section 3. Special Committees.** The President may appoint special committees for the study and investigation of special issues as warranted. Each special committee will serve until the completion of the work for which it was appointed.

## **Article VII - FISCAL MANAGEMENT**

**Section 1. Fiscal Year.** The fiscal year of the organization shall be on a calendar year basis: from January 1 through December 31.

**Section 2. Director Responsibilities.** The conduct of financial matters including the power to incur expenses within the limits of the annual budget and in accordance with the policies of the Board, the keeping of financial records, the power to disburse funds and the preparation and

submission of financial reports shall be carried out by the Library Director under the direction of the Treasurer and Board of Trustees.

**Section 3. Endorsement.** Any two authorized signatures shall be required on all vouchers and checks issued by the Board in order to make transfers of funds, payroll and vendor payments.

**Section 4. Audit.** A licensed independent auditing agency shall annually review and submit written reports on the finances of the organization to the Board.

**Section 5.** The Director as the Board's representative shall make a quarterly report to the Borough of Lodi setting forth a financial overview and an analysis of library performance.

### **Article VIII - CONFLICT OF INTEREST**

**Section 1.** Board members may not in their private capacity negotiate, bid for, or enter into a contract with the Lodi Memorial Library in which they have a direct or indirect financial interest.

**Section 2.** A Board member shall withdraw from discussion, deliberation and vote on any matter in which the Board member, an immediate family member, or an organization to which the Board member is associated or has a financial interest.

**Section 3.** A Board member may not receive anything of value that could reasonably be expected to influence his or her vote or other official action.

### **Article IX - GENERAL**

**Section 1.** Nothing in these By-Laws shall conflict with New Jersey Library Law or regulations or any other laws which shall supersede the same.

**Section 2. Amendments.** These By-Laws may be amended by a vote of not less than two-thirds of the members of the Board of Trustees present at any Board meeting, provided that: the proposals have been referred to the By-Laws Committee, the report of the By-Laws Committee has been reviewed by the Board of Trustees, and the revisions have been presented in writing and a copy thereof distributed to each member.

**Section 3. Dissolution.** The Lodi Memorial Library shall remain a municipal library as voted by public referendum until such time that a vote is taken by public referendum which would dissolve the library as a municipal entity.

By-Laws adopted June 1993

Revised February 15, 2012