

**PRINCETON PUBLIC LIBRARY
BOARD OF TRUSTEES
BYLAWS
Revised September 15, 2018**

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ARTICLE I — NAME AND LOCATION

The name of this organization is the Board of Trustees of the Princeton Public Library (Board of Trustees), which library is located at 65 Witherspoon Street, Princeton, NJ. The Free Public Library of Princeton was established as a municipal library by referendum and incorporated in 1909 (NJSA 40:54-1 et seq.). The Joint Free Public Library of Princeton Borough and Princeton Township was established by referendum and incorporated in 1961 (NJSA 40:54-29.3 et seq.). The voters of Princeton Borough and Princeton Township approved a ballot measure on November 8, 2011, to consolidate their two local governments (NJSA 40:43-66.59). The merger took effect on January 1, 2013, and the Board of Trustees incorporated on January 15, 2013, according to the provisions of Chapter 54 of the Laws of the State of New Jersey (Title 40) to exercise the powers and duties granted to it under said statute.

ARTICLE II — PURPOSE

The purpose of the Board of Trustees is to supervise the administration of the Princeton Public Library and its provision of free public library service to all residents of Princeton, each in accordance with New Jersey State law and regulation and local ordinances.

ARTICLE III — MEMBERSHIP

3.1 Size. The Board of Trustees shall consist of nine members. The Board of Trustees shall consist of:

- a. Seven members appointed by the mayor, at least four of whom shall be residents of the municipality
- b. The Mayor of Princeton or mayor's alternate
- c. The Superintendent of Schools or superintendent's alternate

Each trustee shall hold office until their resignation or until a successor is appointed.

3.2 Appointment Recommendations. Upon request, the Board of Trustees shall recommend a list of prospective candidates for open Board seats to the Princeton 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. Candidates recommended for Board positions should have an active Princeton Public Library card, an articulated interest in serving on the Library Board of Trustees, and an understanding of contemporary library issues and functions. All trustee candidates should complete a Princeton

Volunteer Application Form for Appointment to Boards, Committees, and Commissions, available from the Municipal Clerk's Office, for consideration for a Board position.

3.3 Resignation. Any trustee, by notice in writing to the Mayor and a copy to the Board president, may resign at any time.

3.4 Removal. 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.

3.5 Communication and Authority. Generally, 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.

ARTICLE IV — BOARD OF TRUSTEE RESPONSIBILITIES

4.1 Legal Responsibility. Legal responsibility for the operation of the Princeton Public Library is vested in the Board of Trustees. Subject to state and federal law, the Board has the power and duty to determine policies governing the library's operations and services.

4.2 Board Duties. The Trustees of the Princeton Public Library shall:

- Hold in trust and manage all library property;
- Diligently seek to secure funds necessary to support the library;
- Oversee the library staff's expenditure of funds collected, donated, or appropriated for the library, and approve the annual audit;
- Establish policies for the use, governance, and operation of the library;
- Stay abreast of library trends and understand the needs of the community with regard to library service;
- Select, appoint, supervise, and evaluate a certified and highly qualified library director and determine compensation for that position;
- Represent the interests and needs of the community;
- Work with the director to set short- and long-term goals for the library;
- Advocate on behalf of the library with public officials and other boards and community groups.

4.3 Continuing Education. Board members can better ensure the effectiveness of the Princeton Public Library when they are substantially informed about current library issues. Each member shall maintain reasonably current knowledge about the ongoing and emerging issues confronting modern libraries. Training may be provided at Board meetings, at an off-site location, or via virtual instruction.

ARTICLE V — OFFICERS

5.1 Officers. The officers of the Board of Trustees shall be a president, vice-president, and treasurer, elected from among the Board's members at the annual organization meeting of the Board to serve for one year or until their successors are duly elected. In the event of more than one candidate on the slate for an office, the vote shall be by secret ballot. In that case, the Nominating Committee shall serve as the Election Committee to collect and count the ballots and report the results to the library director who will announce the new officers. Unless no alternative is available, no member shall hold more than one office at a time.

5.2 Officer Terms. Officers are eligible to serve no more than three consecutive one-year terms in the same office. If Board members believe that it is in the library's best interest, the Board may, by two-thirds vote of the entire membership, allow an officer to remain in office for longer than otherwise allowed herein.

5.3 Vacancies. 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. Should this take place, a new vice-president shall be elected at the first regular meeting after the vacancy occurs. A Board member who fills a vacancy in office for a partial term shall not be prohibited from being elected to a full term or terms.

5.4 Officer Nominations. The president shall appoint a Nominating Committee consisting of three current trustees in September of each year. The Nominating Committee shall present its slate of officers at the December meeting. Additional nominations for the slate of officers may be proposed by other Board members at that time; such nominations shall not require seconding.

5.5 President. The president shall preside at all meetings of the Board, authorize calls for special meetings, appoint all committees, execute all documents authorized by the Board and which are required to be signed by the Board, enforce all bylaws and regulations, serve as an ex-officio, non-voting member of all Board committees, except the Nominating Committee, confer with the director about the agenda for each Board meeting, serve as a member of the Board of Directors of the Princeton Public Library Foundation (unless otherwise determined by the Princeton Public Library Foundation), and generally perform all the duties associated with the office of president.

5.6 Vice-President. The vice-president, in the absence or disability of the president, or in case of a vacancy in that office, shall assume and perform the duties of the president.

In the absence of both the president and vice-president, the Board members present shall select a temporary chair for the meeting.

5.7 Treasurer. The treasurer shall co-sign checks drawn on funds held by the library in accordance with check signing authority as designated by the Board, sign all vouchers for disbursements from library funds, and perform such duties as generally devolve upon the

office. The treasurer shall be bonded in such amount as required by *N.J.S.A. 40:54-13*. The treasurer shall receive from the disbursing officer of the municipality the money reserved for library purposes as provided in *N.J.S.A. 40:54-8*.

The treasurer, together with the library director, shall have charge of the library funds, which shall be deposited with a bank (or banks) approved by the Board of Trustees. The treasurer shall assure that payment of all bills be made after review by the Board. The treasurer shall be authorized to approve bills for payment without prior Board approval where scheduling of the Board's meetings does not provide opportunity for such review, including where a regular Board meeting has been cancelled for lack of quorum, provided that a listing of such bills paid shall be provided to the Board by the treasurer at the next Board meeting thereafter. The treasurer shall make monthly reports to the Board, showing in detail the amount and investment of, and income and disbursements from, the funds in their charge. Unless otherwise communicated by the treasurer, the library staff will prepare each month's bills list for the treasurer's review and approval no later than the twelfth business day of the following month.

5.8 Compensation. The officers of the Board shall serve without salary or other compensation. The officers may be reimbursed for reasonable expenses incurred in performing their duties as officers.

5.9 Removal of Officers. Officers may be removed from office, with or without cause, by a vote of two-thirds of the Board of Trustees as specified in section 3.4. Such action may be initiated at a duly scheduled meeting of the Board, provided ten days' advance notice of any such action shall have been given to all trustees, including the officer proposed to be removed.

ARTICLE VI — MEETINGS

6.1 Regular Meetings. The regular meetings of the Board of Trustees shall be held monthly on such dates and times as may be set by the Board of Trustees. Notice of the regular meeting dates will be posted in the library and on the library's website, filed with the Municipal Clerk, and sent to the official newspapers. The meetings scheduled for July and August or both, in any year, may be omitted by appropriate action taken by the Board at its regular meeting by June of such year.

6.2 Annual Meeting. Unless otherwise agreed by the Board, the first meeting of the Board of Trustees after January 1 shall be the annual organization meeting, at which time new and re-appointed Board members will take the oath of office. The Board shall also: elect officers as provided in Article V; (re)approve the official financial institutions and related signing authorities, newspapers, and auditors; and address any other organizational matters that may come before the Board.

6.3 Special Meetings. Special meetings of the Board of Trustees may be called by the president or any other officer of the Board acting on behalf of the president or, upon five days' written notice, by any three members of the Board. Notices for such meetings shall state the

time, place, and purpose(s) of the meeting. Except in cases of emergency, 48 hours' notice shall be given to trustees and the public of such special meetings by posting the notice in the library and on the library's website, filing the notice with the Municipal Clerk, and sending the notice to the official newspapers.

6.4 Emergency Meetings. In the event that an emergency meeting is required without time to provide adequate notice as required in Section 6.3 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: 4-6 et seq.

6.5 Quorum. A quorum for the transaction of business at any meeting shall consist of five members of the Board present in person or via conference call. Participation in Board meetings by telephone, with prior notice to the library director, constitutes attendance at such meetings, provided that the member(s) on a phone or other device are able to hear the meeting proceedings and all Board members and the public physically present at the meeting are able to hear the comments made by the physically remote member(s). If a quorum is not present, the meeting shall be canceled and rescheduled.

6.6 Agendas and Notices. Meeting agendas and notices shall indicate the time, date, and place of the meeting as well as all matters intended for consideration at the meeting.

Unless otherwise determined by the director or the president for any meeting, the order of business at regular meetings of the Board shall be: call to order; compliance with the Open Public Meetings Act; roll call of members; agenda review; approval of the minutes from previous or special meetings; treasurer's report (if any) and action on bills; public comment; president's report (if any); director's report; any other reports; old business; new business; closed session for personnel or contract issues; action on closed session items; Board comments; and adjournment. The order of business may be changed in order to facilitate the transaction of business.

6.7 Parliamentary Authority. A majority vote of those present and voting at any duly constituted meeting shall be required for action by the Board of Trustees. The president may vote on all proposals and may offer motions.

The rules contained in Robert's Rules of Order, latest revised edition, shall govern the parliamentary procedure of the meetings in all cases in which they are not inconsistent with these bylaws and any statutes applicable to the Board.

6.8 Attendance. Members are generally expected to attend all Board meetings.

6.9 Open Public Meetings Act. All meetings of the Board of Trustees shall conform to the provisions of the State of New Jersey Open Public Meetings Act, Title 10, and Chapter 4.

ARTICLE VII — COMMITTEES

7.1 *Nominating.* The Board president shall appoint a three-person nominating committee consisting of current trustees in September of each year.

7.2 *Ad Hoc Committees.* Ad hoc committees for the study of special problems may be appointed by the president, with the approval of the Board, to serve until the final report of the work for which they were appointed has been filed. These committees may include staff and public representatives, as well as outside experts.

All committees shall be advisory to the Board. They shall have the responsibility of keeping themselves and the Board informed on all matters pertaining to their function and shall make reports and recommendations to the Board as necessary. Committee meetings shall be called by the chair or at the request of members of the Board or the library director.

ARTICLE VIII — TERMS OF OFFICE

8.1 *Term of Office.* Appointed members to the Board of Trustees shall serve five-year, staggered terms. Upon the expiration of a term of office shorter than five years, a member shall be appointed or reappointed by the mayor for a term of five years.

The Mayor and Superintendent of Schools serve as long as they hold office (ex-officio) and may appoint alternates to serve in their place for any length of time.

8.2 *Vacancies.* Community-member vacancies occurring on the Board shall be filled for the unexpired term only. Resignations shall be submitted in accordance with Section 3.3 of these bylaws (but in the case of the president's resignation, notice shall be given to the vice-president of the Board).

8.3 *Term Limits.* The Princeton Public Library Board of Trustees generally recommend to the mayor that community members not serve more than two consecutive five-year terms (in addition to any shorter initial term) and that any reappointment after serving two consecutive five year terms be deferred until after the community member has taken at least a one-year hiatus from the Board.

ARTICLE IX — LIBRARY DIRECTOR

The library's executive director shall be appointed by the Board of Trustees and shall be responsible to the Board. The director is the chief executive officer of the library and shall have executive leadership, including development and execution of the strategic direction of the library, subject to oversight by the Board and its established policies, and the director shall have the authority to enter into or renew contractual obligations for the performance of tasks that have been included in the approved budget. The library director shall attend all Board meetings but shall not vote, and may be excused from closed sessions.

The director will facilitate appropriate communication channels to the Board by staff members desiring to communicate with the Board. Generally, such communication shall be in writing and shared by the director with the Board.

ARTICLE X — CONFLICT OF INTEREST

Board members shall not in their private capacity negotiate, bid for, or enter into a contract with the Princeton Public Library in which they have a direct or indirect financial interest.

A Board member should withdraw from Board discussion, deliberation, and vote on any matter in which the Board member, an immediate family member, or an organization with which the Board member is associated, has a financial interest or other conflict.

A Board member may not receive anything of value that could reasonably be expected to influence their vote or other official action of the Board.

ARTICLE XI — AMENDMENT

These bylaws may be amended at any regular meeting of the Board by majority vote of all members of the Board, provided written notice of the proposed amendment shall have been sent to all members at least ten days prior to the meeting at which such action is proposed to be taken.