



Board of Trustees Bylaws

Table of Contents

ARTICLE I. Body Corporate	2
ARTICLE II. Purpose	2
ARTICLE III. Board Membership N.J.S.A. 40:54-9.	2
ARTICLE IV. Board Duties and Responsibilities N.J.S.A. 40:54-12.	2
ARTICLE V. Officers	3
ARTICLE VI. Library Director and Staff	5
ARTICLE VII. Meetings	6
ARTICLE VIII. Committees	8
ARTICLE IX. Vacancies	9
ARTICLE X: Conflicts of Interest	9
ARTICLE XI. Protocol for the Removal of Trustees	10
ARTICLE XII. Property	11
ARTICLE XIII. Insurance and Risk Management	11
ARTICLE XIV. Parliamentary Authority	11
ARTICLE XV. Amendments to Bylaws	11
Policy C-101 Chain of Command for Public Complaints and Inquiries	11
References	12
Adoption and Revision History	12

ARTICLE I. Body Corporate

The Board of Trustees is a duly incorporated body under the name of “The Trustees of the W.H. Walters Free Public Library”. The Board of Trustees was incorporated on May 12, 1937 and exists 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 to it under said Statute.

ARTICLE II. Purpose

The purpose of the Board of Trustees is to provide public library services to all Alpha residents, Alpha property owners, and paying non-residents in accordance with New Jersey State Laws; regulations of the New Jersey State Library; and local ordinances.

ARTICLE III. Board Membership N.J.S.A. 40:54-9.

Section 1. The Board of Trustees shall consist of:

- 1.1 Five members appointed by the Mayor or equivalent local executive for a term of five (5) years, with the advice and consent of Council.
- 1.2 The Mayor or the Mayor’s representative.
- 1.3 The Superintendent of Schools or the Superintendent’s representative.
- 1.4 Of those five members appointed, at least four must be residents of the town or municipality in which the Library resides.

ARTICLE IV. Board Duties and Responsibilities N.J.S.A. 40:54-12.

Section 1. The Trustees of the W.H. Walters Free Public Library shall:

- 1.1 Hold in trust and manage all properties of the Library.
- 1.2 Determine the purposes of the Library.
- 1.3 Secure adequate funds to carry on the Library programs.
- 1.4 Employ a qualified Library Director and other necessary personnel and fix their compensation.
- 1.5 Know the programs and needs of the Library with relation to the community; keep abreast of Library standards and trends.
- 1.6 Establish policies to govern the use, operations and programs of the Library.
- 1.7 Establish policies dealing with book and material selection.
- 1.8 Establish, support and participate in a library public relations program.
- 1.9 Together with the Library Director prepare, present and justify an annual budget.

1.10 Board Members are expected to attend all monthly meetings. If a Board Member cannot attend, that member shall contact the President to be excused before the meeting. Excused absences will be recorded into the meeting minutes.

1.11 Evaluate the Library Director's performance annually, in accordance with established policy.

1.12 Create a 3 to 5-year Strategic Plan and execute its recommendations.

1.13 Be a publicly positive advocate for the Library and its Board.

1.14 Act collectively as a governing body and speak with one voice on matters decided by Board vote.

1.15 The Board shall engage in long-range planning, including strategic and financial planning, to ensure the continued sustainability and effectiveness of library services.

ARTICLE V. Officers

Section 1. The officers shall be a President, a Vice-President, a Secretary, and a Treasurer, elected from among the appointed Trustees.

Section 2. Officers shall serve for a term of one (1) year from the annual meeting at which they are elected and until their successors are duly elected and qualify for the position. A person shall not be eligible to serve as President more than two (2) consecutive terms unless there are no suitable candidates for the position and only then with consent of the Board of Trustees shall any exception be granted to serve beyond two (2) terms. Presidents shall have served at least one (1) year and have had experience in another officer role.

2.1 Exception: Notwithstanding the foregoing, the Board of Trustees may, by a two-thirds (2/3) vote of the full Board, elect a President who has not served one (1) full year as a Trustee when the Board determines that the candidate's professional qualifications, education, or experience substantially benefits the governance and operation of the Library. Any such determination shall be recorded in the meeting minutes.

Section 3. A vacancy in office shall be filled by election of a successor for the unexpired term of the vacant office except in the Office of President, which shall be filled by the Vice-President. A new Vice-President shall be elected at the first regular meeting after the vacancy occurs.

Section 4. The President shall:

4.1 Preside at all meetings of the Board.

4.2 Appoint all committees, except the Nominating Committee.

4.3 Execute all documents or contracts authorized by the Board.

4.4 Enforce all Bylaws and regulations.

4.5 Serve as an ex-officio member of all committees, except the Nominating Committee.

4.6 Confer with the Director and the Board for input regarding the agenda for each Board meeting.

4.7 Generally perform all the duties associated with that office.

4.8 Co-sign checks with the Treasurer.

Section 5. The Vice-President shall:

5.1 In the absence or inability of the President, the Vice-President shall exercise all the functions of the President.

5.2 Have such powers and discharge such duties as may be assigned, from time to time, by the Board.

Section 6. The Secretary shall:

6.1 Assure that a true and accurate record of all proceedings of Board meetings be taken.

6.2 Arrange for the safe-keeping of minutes and other records of the Board, which shall be kept in the Library.

6.3 Assure issuance of notice for all regular and special meetings.

6.4 Generally perform all the duties associated with that office.

Section 7. The Treasurer shall:

7.1 With the President, is the disbursing officer of the Board.

7.2 Be bonded in such amount as required by State Statute 40:54-13.

7.3 Receive from the disbursing officer of the municipality the money raised for library purposes as provided in N.J.S.A. 40:54-8.

7.4 Together with the Library Director have charge of its funds, which are to be deposited in a bank/banks or fund approved by the Board of Trustees, and be familiar with the accounts of the Board (Note: see also N.J.A.C. 15:21-12.4 (d) and (e)).

7.5 Assure that payment of all bills be made after approval by the Board.

7.5.1 All checks shall be signed by two (2) officers of the Board, duly approved or duly authorized by the Board of Trustees by resolution.

7.6 Assure that proper accounting records of all receipts and disbursements be maintained by the Board approved Bookkeeper.

7.6.1 The books shall be audited at the close of each year by an auditor approved at the annual reorganization meeting (Note: see also N.J.A.C. 15:21-12.7(d)).

7.7 Assure that a monthly financial statement be submitted to the Board.

7.8 Perform such duties as generally associated with that office.

7.9 In the absence or inability of the Treasurer, the above shall be performed by such member of the Board as the Board may designate.

Section 8. No officer or trustee shall act on behalf of the Board except as authorized by Board action. The Board of Trustees shall act as a body and exercise its authority only through official actions taken at duly noticed meetings.

8.1 Individual trustees, including officers, have no authority to act on behalf of the Board, to direct library operations, or to speak on behalf of the Board unless specifically authorized by a majority vote of the Board.

8.2 The Board of Trustees is responsible for establishing policies that govern the operation and use of the Library. The Library Director is responsible for developing and implementing procedures necessary to carry out these policies and for managing the day-to-day operations of the Library in accordance with Board policy.

Section 9. Continuing Education and State Aid Compliance

9.1 In accordance with N.J.A.C. 15:21-2.3, each member of the W.H. Walters Free Public Library Board of Trustees shall complete a minimum of two (2) hours of library-related continuing education annually. Completion of this requirement is necessary for the library to remain eligible for New Jersey State Library aid. Trustees are encouraged to participate in educational opportunities offered by the New Jersey State Library, the New Jersey Library Association, the American Library Association's United for Libraries program, and other approved library-related organizations. Documentation of completed training shall be maintained by the Library Director or Board Secretary.

ARTICLE VI. Library Director and Staff

Section 1. 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.

1.1 The Director shall attend all Board meetings except those at which the Director's salary or appointment is to be discussed or decided.

1.1.1 Director shall serve as technical advisor for the Board.

1.1.2 The Director shall have no vote.

1.2 The Director shall recommend to the Board the appointment and specify the duties of other employees.

1.3 The Director shall be responsible for:

1.3.1 The care and maintenance of Library property.

1.3.2 Adequate and proper selection of materials in keeping with the stated policy of the Board.

1.3.3 The efficiency of the Library's service to the public.

1.3.4 Its financial operation within the limitations of the budgeted appropriations.

1.3.5 Together with the Board, prepare, present and justify an annual budget.

1.3.6 The Director shall pursue the creation and implementation of programs and services.

1.4 All personnel actions must conform to the rules and regulations as set forth in the Personnel Policy Manual.

1.5 The Director shall conduct an annual performance appraisal of all employees prior to March 1st, for budget purposes of each year based on the prior calendar year. The Director shall use those annual performance appraisals to formulate a package of recommended salary adjustments.

1.6 The Board or Trustees shall review the Director's recommendations and act upon them.

1.7 The Director shall certify to the correctness of the bills according to procedures established by the Board of Trustees.

Section 2. The Library Director shall serve as the Custodian of Records for purposes of compliance with the Open Public Records Act (OPRA), N.J.S.A. 47:1A-1 et seq., unless otherwise designated by resolution of the board.

Section 3. The Library Director is the chief administrative officer of the Library and is responsible for day-to-day operations of the library.

3.1 All staff members report to the Library Director.

3.2 The Board shall act through the Library Director in all matters involving library operations and personnel.

3.3 Individual trustees shall not direct, supervise, or evaluate library staff, nor interfere in the management of the library.

ARTICLE VII. Meetings

Section 1. Pursuant to the Open Public Meetings Act, the date, time and location of the regular Monthly Board meeting, which shall be fixed at its organizational meeting, will be posted in the library, on the library website, filed with the Borough Clerk, and sent to the official newspapers (Note: at least two).

Section 2. An Annual Reorganizational Meeting, shall be held at a date and time prior to or preceding the regular January meeting, at which time new and re-appointed board members will take the oath of office. The Board shall meet for the purpose of election of officers; approval of official financial institutions, newspapers, auditors, and Annual Report; appointments of committees and any other organizational matters that may come before the Board.

Section 3. 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 members of the Board. Notices for such meetings shall state the time, place and specific purpose/business in the call. Forty-eight hours notice thereof shall also be given by; posting the notice in the library, the library website, filing the notice with the Borough Clerk, and sending the notice to the official newspapers. The Board can cancel meetings with advanced notice at any time in compliance with the Open Public Meetings Act.

Section 4. A quorum for all meetings shall consist of four (4) members for a seven (7) member Board or five (5) members for an eight (8) or nine (9) member Board present.

4.1 If a quorum is not present, the meeting will be canceled and rescheduled.

Section 5. A majority of the votes of all the members of the Board present at any meeting shall be necessary for the adoption or passage of any resolution or motion.

5.1 Actions taken shall be determined by a voice vote unless a roll call vote is requested by a Board member.

5.2 The President may require members to put any motions into writing.

5.3 The President may offer motions and may vote on all proposals.

5.4 All motions shall be stated in their proper form and restated before a vote is taken.

Section 6. The Library Director, in consultation with the Board President, shall prepare the agenda for each meeting.

6.1 Meeting materials and agendas shall be distributed to Board members in advance of the meeting in a timely manner.

Section 7. The order of business for regular meetings shall include, but not limited to, the following items which shall be covered in the sequence shown so far as the circumstances of the meeting will permit:

Agenda

- 7.1.1 Meeting Call to Order
- 7.1.2 Roll Call/ Declare Quorum
- 7.1.3 Reading of Open Public Meetings Notice
- 7.1.4 Flag Salute
- 7.1.5 Motion to Approve Agenda
- 7.1.6 Motion to Approve Minutes
- 7.1.7 Guest Speaker/Programs
- 7.1.8 Opportunity for Public input
- 7.1.9 President's Report
- 7.1.10 Treasurer's Report
- 7.1.10a Bill/Check approval. Motion to Approve
- 7.1.10b Financial Report. Motion to Approve
- 7.1.11 Correspondence
- 7.1.12 Library Director's Report
- 7.1.13 Mayor's Report
- 7.1.14 School Principal's Report
- 7.1.15 Committee Reports
- 7.1.16 Motion to Approve all Committee Reports
- 7.1.17 Opportunity for Public input
- 7.1.18 Old Business
- 7.1.19 New Business
- 7.1.20 Adjournment

Section 8. Minutes of all meetings shall, at a minimum, include the date, time and place of the meetings; the names of all board members present and absent, the substance of all matters proposed, discussed or decided, and a record and result of votes taken, the names of the public who appeared and the substance of their comments; and other meeting information that board members request be entered into the record. Board minutes should be available to the public by law. Board minutes and related documentation presented at the meeting should be retained at the Library per the NJ Municipal rules on Record Retention and Archiving.

8.1 Minutes of all meetings, including Executive Sessions, shall be recorded in accordance with the Open Public Meetings Act.

Section 9. Executive Session:

9.1 Executive sessions may be called only in matters of personnel issues including salary and performance review, the purchase of property using public funds, or matters where litigation is involved. Other exceptions to the Open Public Meetings Act that allow for a closed meeting can be found in [N.J.S.A 10:4-12b].

9.2 Minutes of Executive Sessions shall be recorded and maintained in accordance with the Open Public Meetings Act. Such minutes shall remain confidential and shall be released to the public only when the need for confidentiality has passed, as determined by the Board.

9.3 All participants in Executive Session (including the Ex-Officio positions on the Board (Mayor and School Board President) are bound by confidentiality requirements in accordance with applicable law. Eventually written minutes from Executive Sessions may be added into public record by majority vote of all Board members at which point the prohibition of public discussion is hereby lifted.

Section 10. Remote or Emergency Meetings:

10.1 In the event of emergencies or other circumstances permitted by law, meetings may be conducted remotely or in hybrid format in compliance with the Open Public Meetings Act and applicable executive orders or regulations.

Section 11. Telephonic/Remote Attendance:

11.1 Trustees may attend and participate in Board meetings remotely by telephone or electronic means when in-person attendance is not possible, provided such participation complies with the Open Public Meetings Act and any other applicable laws or regulations. Trustees attending remotely shall be considered present for purposes of quorum and voting unless otherwise prohibited by law.

ARTICLE VIII. Committees

Section 1. The President shall appoint such committees 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 continued, the Board by appropriate action may confer the status of Standing Committee, whereupon it shall be the duty of the President to appoint such committee each year at the annual meeting; otherwise, a committee shall be considered to be discharged upon completion of the purpose for which it was appointed.

Section 2. Committees shall be made up of at least three (3) members. Responsibilities of each committee are determined by the President and enacted by the Committee Chair. No individuals shall chair more than one committee at any given time.

Section 3. Standing Committees shall be:

3.1 Nominating Committee. The president shall appoint a nominating committee at least three months prior to the annual meeting. The Nominating Committee shall present a slate of officers at the annual meeting but additional nominations may be made from the floor.

3.2 Special Committees. The president shall appoint special committees for the study and investigation of special problems or issues. They serve until the final report of the work for which they were appointed has been made to the board.

3.3 Committees are advisory in nature and shall not have authority to act on behalf of the Board unless specifically authorized by formal Board action.

3.4 Committee membership shall be structured so as not to constitute a quorum of the full Board, in accordance with the Open Public Meetings Act.

ARTICLE IX. Vacancies

Section 1: In the case of a vacancy on the Board of Trustees the following steps shall be taken:

1.1 The President of the Board of Trustees must be informed prior to the next scheduled meeting by the member in question who wishes to resign. A letter of resignation, or an equivalent written medium, must be submitted for the Library's records for the resignation to be accepted by the Board of Trustees.

1.2 The President will inform the Board of Trustees, the Director, and the Governing Body, as well as its executive, of the vacancy.

1.3 Upon the expiration of the term of office of any trustee the mayor or other chief executive officer of the municipality 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 of trustees shall be filled for the unexpired term only, in the same manner as the original appointments are made in accordance with [N.J.S.A.40:54-10].

1.4 The candidate approved by the Governing Body will be sworn into office by the President at the start of the next scheduled meeting.

Section 2: When considering a suitable candidate for a vacancy it is strongly suggested that:

2.1 While the final decision is that of the Governing Body, The Board and Director should be consulted throughout the process.

2.2 The Library Board and Director can assist the Governing Body in the selecting of new trustees by describing the kind of person or skill set needed, and The Board of Trustees may even recommend specific persons with proven interest.

2.3 If the Governing Body has a candidate in mind, the President of the Board of Trustees shall be informed no later than seven days before the next meeting of the Governing Body so he or she, with consent of the Board of Trustees, may propose any alternate candidates that they may have.

ARTICLE X: Conflicts of Interest

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

Section 2. A board member shall 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 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.

Section 4. Members of the Board are prohibited from receiving compensation from their service and shall not incur any expense or enter into any obligations to an amount in excess of the annual appropriation for library purposes and of the funds on hand. [N.J.S.A. 40:54-14.]

Section 5. Trustees shall comply with the Local Government Ethics Law (N.J.S.A. 40A:9-22.1 et seq.), and any other applicable State or municipal ethics requirements.

ARTICLE XI. Protocol for the Removal of Trustees

Section 1. The Board may recommend removal of a Trustee to the appropriate appointing authority in accordance with N.J.S.A. 40:54 and applicable law.

1.1 The Trustee has been convicted of state or federal law and as such is ineligible to hold public office.

1.2 The Trustee is held in Breach of Conduct.

Section 2. A Breach of Conduct can be considered:

2.1 Violating the responsibilities and duties of their office per Article IV; Section 1.

2.2 A potential result of violating the confidentiality of the Executive Session.

2.3 If a member has been marked as Absent for three (3) consecutive meetings.

Section 3. The following steps must be taken before a Trustee can be removed for non-attendance:

3.1 The Board of Trustees must bring the matter of removal to the floor at the next scheduled meeting.

3.1.1 The President of the Board must have tried all possible methods of contact on record.

3.1.2 If the Trustee is unresponsive, the President may broach the matter of removal to the Board which may deliberate removal.

3.1.3 If contact is successful, the parties shall enter into discussion about whether the Trustee wishes to remain on the Board. If affirmative, then the Trustee will be informed that they are required at the next scheduled meeting otherwise they may be removed. If negative, then the Trustee will be asked to formally resign.

3.1.4 A vote of two-thirds of all members are required for removal. If successful, the removed Trustee will be notified of their termination.

Section 4. Trustee Code of Conduct: Trustees shall:

4.1 Act in the best interests of the Library.

4.2 Respect the role of staff and refrain from individual direction.

4.3 Maintain confidentiality.

4.4 Support Board decisions once made.

4.5 Avoid personal or political use of Board position.

ARTICLE XII. Property

All the property, either real or personal, of the corporation shall be acquired and held in the name of the W. H. Walters Free Public Library, Inc.

ARTICLE XIII. Insurance and Risk Management

The Board shall maintain appropriate insurance coverage, including but not limited to:

- General liability
- Directors and Officers (D&O) liability

ARTICLE XIV. Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order* shall govern the organization in all cases to which they are applicable, and in which they are not inconsistent with these Bylaws and any special rules of order the organization may adopt.

ARTICLE XV. Amendments to Bylaws

The Board may form at any time a Committee on Rules and Regulations to enact a comprehensive review of its Bylaws. Once the Committee has developed a plan it may be brought to be enacted by vote by the entire Board. Alternatively, the Bylaws may be amended, by a majority vote of the full Board, provided written notice of the proposed amendments is given at least ten (10) days in advance.

Policy C-101 Chain of Command for Public Complaints and Inquiries

The following procedures will apply to the handling of public complaints and 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, in writing, and preferably on the *Patron Complaint* form (C101A) available at the library.
- 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 of Trustees will accept written complaints or inquiries.

E. Those who request a Library Board of Trustees hearing shall present written complaints or grievances to the Board Secretary in sufficient detail. After reviewing the evidence submitted by the Library Director the Library Board of Trustees will, if it deems advisable, grant a hearing to the parties interested.

F. Library employees shall follow the procedures outlined in the Personnel Policy Manual when filling complaints or grievances.

G. The Library Board of Trustees may defer decisions regarding complaints and inquiries presented initially at public Board meetings.

Public complaints and inquiries

The Library Director must be consulted on all matters that involve library personnel and the community.

Nothing in these bylaws can be construed as superseding Municipal, State, or Federal laws, regulations, or statutes.

References

New Jersey Statutes Annotated (N.J.S.A. Title 40, Chapter 54)

New Jersey Administrative Code (N.J.A.C. Title 15, Chapter 21, Subchapter 12)

New Jersey Public Libraries: A Manual for Trustees (2015)

New Jersey State Library: New Jersey Library Trustee Guide (2026)

Adoption and Revision History

Approved at regular meetings of the Library Board of Trustees on January 12, 2026.

Revised May 18, 2026.