

BY-LAWS
OF THE
MOORESTOWN FREE LIBRARY ASSOCIATION

The attached By-Laws were initially adopted at the April 28, 1976 ANNUAL AND REORGANIZATION MEETING.

Amendments to By-Laws

Dated March 9, 1983

Dated March 16, 1984

Dated March 10, 1993

Dated March 6, 2002

Dated March 9, 2006

Dated January 14, 2009

Dated March 11, 2012

Dated January 13, 2016

BY LAWS
OF
“THE MOORESTOWN FREE LIBRARY ASSOCIATION”

PREAMBLE

“The Moorestown Free Library Association” was founded in 1853 to supply library services and facilities to the people of the Township of Moorestown and to be open to all. Until 1974 “The Moorestown Free Library Association” operated and maintained the Moorestown Free Library. In that year, library services were assumed by a library created by the municipality and the Association donated its collection to the new municipal library. The Association shall continue to exist to support and encourage the maintenance of an outstanding free public library in the Township. The purpose of this Association shall be to dedicate its resources toward the continuation, enlargement, improvement, and diversification of library and library related activities for the people of the town.

ARTICLE I.

Members.

Members of the Association shall consist either of any interested persons who hold library cards from the Moorestown Library and who pay the dues of the Association as established by the Board of Trustees of the Association for the current Association year, or those persons who have been awarded a lifetime membership by the Board of Trustees.

ARTICLE II.

Trustees.

Section 1. The business of the corporation shall be managed by a board of nine (9) elected trustees, each of whom shall be both a member of the corporation and a resident of Moorestown. The members elect the Trustees as set out in Section 2. The Library Director of the Moorestown Library shall be a non-voting member of the board, *ex officio*.

Section 2. Three (3) Trustees shall be elected every year by the members at their annual meeting and shall hold office for three years or until their successors shall be elected.

Section 3. Three (3) of the Board of Trustees shall constitute a quorum for the transaction of business.

Section 4. The Board of Trustees shall have power to fill any vacancy which may occur in their body by death, resignation or from any other cause; and, shall have power to appoint one of the Board of Trustees to officiate *pro tempore* in the place and stead of any officer, absent or incapacitated by sickness or any other cause. Trustee vacancies should be filled no later than the second regular Trustee meeting following the vacancy.

Section 5. Elected Trustees shall serve no more than two consecutive three (3) year terms. This restriction does not prevent a Trustee appointed to fill an unexpired term from then serving two elected terms.

ARTICLE III.

Meetings of Members.

Section 1. The annual meetings of the members shall be held on the second Wednesday of January at the hour of 7:00 p.m., at the Moorestown Library or at such other date, time and place within the Township of Moorestown as the Trustees by majority vote of the entire Board shall set

upon 10 days' notice to the members of the Board of Trustees. The Trustees have power to adjourn the annual meeting to some other date or place

Section 2. Notice of the annual meeting of the members of the corporation shall be given by the secretary or his delegate at least 10 days before the date of such annual meeting in at least two of the following manners: 1. By mailing such notice to member at his last known post office address; 2. By e-mailing such notice to member at his last known e-mail address, 3. By posting notice of such meeting at the circulation desk of the Moorestown Library and in such other prominent place so as to provide notice..

Section 3. At all meetings of the members, each eligible member shall be entitled to one (1) vote in person, or one (1) vote by proxy duly authorized in writing and sent to the Secretary. See Article VII regarding eligible members.

Section 4. At all meetings of the members ten (10) of the members shall constitute a quorum for an election of Trustees, or for the transaction of any other business.

Section 5. Special meetings of the members may be convened at any time by the Board of Trustees, and the secretary or his delegate, when directed by the Board of Trustees, shall call such special meeting. Notice of such Special Meeting shall be given in the same manner as set forth in Section 2 above, except that a Special meeting may be called upon 5 days' notice. Notice of the meeting shall state the object or objects for which such special meeting shall be called...

Section 6. At such special meetings of the members, no business shall be transacted other than the business mentioned in the notice of such meeting.

Section 7. The members at their annual meeting shall receive reports of the state of the Association and of library services within the Township.

Section 8. For fiscal purposes, the Association shall operate on a Calendar fiscal year. For membership purposes, the Association's year commences at the close of the January annual meeting, and ends with the close of the next January annual meeting.

ARTICLE IV.

Meetings of the Board of Trustees.

Section 1. The Board of Trustees shall meet at least twice during the calendar year in addition to the Annual Meeting. The dates and times of such meetings shall be set at the annual meeting or at subsequent meeting for such time and place as may be agreed upon by the members of the Board. The dates and times of the meetings of the Board of Trustees may be changed upon 10 days' notice to the

Board and members. Notice of such changes shall be given in the same manner as set forth in Section 2 above. . All meetings will be held at a location within the Township of Moorestown.

Section 2. Special meetings of the Board of Trustees may be called by the President whenever he or she may deem it necessary, or at the request of any three (3) members of the Board. All special meetings will be held at a location within the Township of Moorestown.

Section 3. For all meetings, the secretary shall give reasonable notice of the meetings of the Board of Trustees, by mail or by email or personal contact, to each member of the Board, reasonable notice being at least two days. For special meetings, the notice must specify the business to be addressed and whether decisions will be made.

Section 3. At any special meeting of the Board, no business shall be transacted other than the business mentioned in the notice of such meeting.

ARTICLE V.

Officers

Section 1. The officers of the corporation shall consist of a President, a Secretary, and a Treasurer who shall be Trustees. The Officers shall be elected by the Board of Trustees at the annual meeting of the corporation...

Section 2. The Board of Trustees shall have power to appoint such other officers and agents as may be deemed necessary for the proper management of the corporation, and to fix their compensation, and the term of their employment, and to prescribe their duties.

Section 3. The same person may hold any two offices, provided that one person may not serve as all the officers.

ARTICLE VI.

The President.

The President shall preside at all meetings of the Board of Trustees, and of the members, and shall exercise the general supervision over all the affairs of the corporation.

ARTICLE VII.

The Secretary.

Section 1. The Secretary shall keep a careful and accurate record of all the proceedings of the meetings of the members, and of the Board of Trustees, and shall have the custody and care of the books of minutes, relating to such meetings, and shall record all the votes of the members and trustees in said books of minutes. He or she shall give the notices required by these by-laws or annual or special meetings of the members and also of all meetings of the Board of Trustees.

Section 2. The Secretary will keep or cause to be kept a record of the membership in the Association. The secretary will certify the roll of members eligible to vote at the annual or at special member meeting. Members eligible to vote are or those members who have paid the dues for the Association's current year, or who have been awarded a lifetime membership by the Board of Trustees, as of 45 days prior to the meeting.

ARTICLE VIII.

The Treasurer.

Section 1. The Treasurer supervises the treasury functions to insure that all moneys of the corporation, from whatever source they may arise, are deposited in corporation accounts approved by the Board, that a correct account of receipts and disbursements is kept, that all securities belonging to the said association are held in trust, that records of membership in the corporation are correctly maintained, that transactions and record keeping are done in accordance with accepted accounting controls, and that transactions and record keeping are done in accordance with accepted accounting controls. The original or copies of the Treasurer's records are to be kept at the Library.

Section 2. The Treasurer supervises the treasury functions performed by the administrative staff to insure that all moneys of the corporation, from whatever source they may arise, are deposited in corporation accounts approved by the Board, that a correct account of receipts and disbursements is kept, that all securities belonging to the said association are held in trust, and that records of membership in the corporation are correctly maintained.

Section 3. The Treasurer shall have an annual statement of the corporation's accounts prepared and presented to the Board of Trustees, which statement after examination by the Board of Trustees, shall be submitted to the annual meeting of the members for review...

Section 4. The Treasurer shall furnish a statement of his or her accounts to then Board of Trustees at any time when required by them.

Section 5. All checks of the corporation shall be signed by two officers who are designated by the Board.

Section 6. The President or Treasurer shall have the power to endorse for deposit or collection, in any bank or banks all checks or drafts which may be payable to the corporation.

ARTICLE IX.

Seal.

The Board of Trustees are authorized to have a seal of such inscription, and device as they may deem appropriate, and to affix the same to all documents and papers requiring it, said seal to be kept in, some safe place, under the care of the Secretary.

ARTICLE X.

Amendment of By-Laws.

No alteration or amendment of these by-laws shall be made except at an annual meeting of the members of the corporation by a two-thirds vote of the members present, one weeks' previous notice of such proposed amendment having been given to each member by the secretary, by either mailing to the last known post office address, or e-mailing to the last known email address, a copy of such proposed amendment.

ARTICLE XI.

Committees.

Section 1. The President shall appoint members and chairs of all committees. The standing committees shall be as follows:

- A. The Nominating Committee
- B. The Finance Committee.
- C. The Budget and Program Committee.

A Trustee shall chair all standing committees.

Section 2. The Trustees may establish such other committees or sub-committees, including advisory committees, and delegate to or require of them such powers and duties as the Trustees may consider appropriate.

Section 3. No action shall be taken by any Committee without prior Board approval or delegation of authority by the Board. No committee may:

- A. Make, alter or repeal any bylaw of the corporation;
- B. Elect or appoint any director, or remove any director or officer;
- C. Amend or repeal any resolution previously adopted by the Board.

Section 4. Nominating Committee duties and responsibilities:

The Nominating Committee shall be composed of, but not limited to, three trustees appointed by the President to provide nominations to fill any expiring board terms or vacant, for any reason, positions on the Board. The Nominating Committee shall present names at the annual meeting for approval by the members.

Section 5. Finance Committee duties and responsibilities:

The Finance Committee shall consist of, but not be limited to, three trustees appointed by the President to oversee the Association finances and investments. It shall be the responsibility of the Finance Committee to review the financial statements provided by the Treasurer at each of the Board meetings and make appropriate recommendations as well as to accept and review the annual auditor's review of finances. The Finance Committee shall be responsible for initiating a complete review of investment policy/guidelines and of investments by the Association's Financial Advisor on a yearly basis prior to the end of the fiscal/calendar year. Recommendation for changes shall be presented to the Board for their approval.

Section 6. Budget and Program Committee duties and responsibilities:

The Budget and Programs Committee shall be composed of, but not limited to, the Treasurer and two Trustees appointed by the President. It is the responsibility of this Committee to prepare the budget for the coming year beginning in November of the current year. The Budget and Programs Committee shall provide program recommendations to the Board for their approval along with the proposed budget.

ARTICLE XII

Conflict of Interest

Section 1. A majority of the Board of Trustees and a majority of the members of any committee shall consist of people who have no financial interest in the affairs of the Corporation. People deemed to have a financial interest in the affairs of the corporation include paid officers, employees and independent contractors (and people with a financial relationship with an independent contractor, such as employee or shareholder) of the corporation, or of the Moorestown Public Library, and family members of the foregoing. No Trustee shall vote on any matter in which he/she has a financial interest. Any unresolved question of conflict of interest shall be raised before the meeting assembled and shall be decided by a majority vote of those present who have no financial interest or alleged financial interest.

ARTICLE XIII

Non-Discrimination

Section 1. The Moorestown Free Library Association shall not discriminate against members, or administrative staff on the basis of race, color, national or ethnic origin or sex and shall at all times maintain a nondiscriminatory policy as to its programs and actions.

ARTICLE XIV.

Use and/or Transfer Association Assets

Section 1. With respect to loans, transfer, sales and encumbrances involving the Association and its assets, the following provisions shall govern. Any loan, transfer or encumbrances of any interest in the Association's assets that represents more than ten percent (10%) of the value of the assets at the beginning of the Fiscal year shall only be permitted upon approval sixty six percent (66%) of the corporation's membership at a vote of the membership taken at a meeting of the members.

Notwithstanding the above, the Association may expend all dues or fund raising proceeds during the year in which the funds are received. For this purpose, individual gifts over \$100, or bequests, or dedicated gifts are not considered to be dues or fund raising proceeds.

Section 2. Upon the dissolution of this Association, all the assets thereof shall be transferred to (1) the Free Public Library of the Township of Moorestown in the County of Burlington, a municipal corporation of the State of New Jersey, for use in providing services at a free library open to the public; and/or, (2) any other not-for-profit library or libraries in Moorestown for the use in

providing library services that are free and open; and/or (3) to another corporation or association which has been certified as a tax exempt organization under the provisions of section 501 (c) (3) of the United States Internal Revenue Code, said assets to be used for the purposes of such organization, provided that dissolution is approved by 75% of the membership. Under no circumstances shall any of the said assets be distributed to or for the benefit of any individual member of this Association or a member of their family.

AMENDMENT TO CERTIFICATE OF INCORPORATION
OF
THE MOORESTOWN FREE LIBRARY ASSOCIATION

WHEREAS, The Moorestown Free Library Association” was duly incorporated under the authority and by virtue of the provisions of an Act of the legislature of the State of New Jersey entitled “An Act to incorporation Associations not for pecuniary profit” approved April 21, 1898 and the several supplements thereto and acts amendatory thereof.

AND WHEREAS, the certificate of incorporation of said Association bears date the thirtieth day of the eleventh month, nineteen hundred and six (1906) and was duly recorded in the Clerks Office of Burlington County December 5, 1906, in Book E of Corporations folio 413 & c. and filed and recorded in the Office of the Secretary of State of New Jersey on December 14, 1906.

NOW THIS IS TO CERTIFY that we the undersigned, the Trustees of the said The Moorestown Free Library Association, do hereby make the following amended certificate of the said “The Moorestown, Free Library Association” as follows:

FIRST. The name or title by which the corporation is to be known in law is “The Moorestown Free Library Association.”

SECOND. The purpose for which the corporation shall exist is to support and encourage the maintenance of an outstanding free public library in the Township of Moorestown both financially and otherwise.

THIRD. The place where the corporation is to be located and where its business is to be conducted is the Township of Moorestown, County of Burlington, and State of New Jersey.

FOURTH. The number of Trustees of the Corporation shall be nine (9).

FIFTH. The location of the principal office in this State is Moorestown Library, 111 W. Second Street, Moorestown, New Jersey.

SIXTH. The name of the agent therein and in charge thereof upon whom process against

the corporation may be served is Ethel Klingerman.

SEVENTH. At all meetings of the members of the corporation, ten (10) of the members of the corporation shall constitute a quorum for the election of trustees or for the transaction of any other business.

EIGHTH. At all meetings of the trustees of the corporation three (3) of the trustees shall constitute a quorum for the transaction of business.

NINTH. The duration of this corporation is to be perpetual.

TENTH. Upon the dissolution of this Association, all the assets thereof shall be transferred to the Free Public Library of the Township of Moorestown in the County of Burlington, a municipal corporation of the State of New Jersey, for use in connection with a free library open to the public, or said assets shall be transferred to another corporation, or association, which has been certified as a tax exempt organization under the provisions of section 501 (c) (3) of the United State Internal Revenue Code, said assets to be used for the purposes of such organization. Under no circumstances shall any of the said assets be distributed to or for the benefit of any individual member of this Association.

IN WITNESS WHEREOF we have hereunto set our hands and seals this 12th day of January, in the year of our Lord Nineteen, hundred and seventy seven.

Signed, sealed and delivered

in the presence of

/s/ ELIZABETH DEMPSEY

/s/ ALAN L. BOBBE