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Ralph S. Bingham III, Executive Director

To: LibraryLinkNJ Membership
From: Ralph S. Bingham III, Executive Director
Date: May 22, 2026
Re: **Notice of Proposed Bylaws Changes**

Dear LibraryLinkNJ Members,

I hope this message finds you well. I am writing to inform you of proposed changes to the *LibraryLinkNJ Bylaws* recommended by our Bylaws Committee and Executive Board.

Attached to this letter you will find two versions of the proposed Bylaws changes.

- An annotated draft of the proposed Bylaws with explanatory comments showing all changes and deletions
- A formatted draft of the proposed Bylaws with all changes accepted

Our current Bylaws are available on our website at librarylinknj.org/about-us/documents.

Updates to [N.J.A.C. 15:22, Library Network Services](#) were adopted through the *New Jersey Register* on November 3, 2025. This section of the regulations is directly related to LibraryLinkNJ and the services we provide. Our Bylaws Committee reviewed our Bylaws and updated them to be in sync with the new N.J.A.C. language.

Major changes related to the updated N.J.A.C. 15:22 include

- A new definitions section
- Changes to voting representation—especially for multi branch libraries
- Changes to the duties of our Council of Members
- Changes to the composition of our Board
- Changes to the duties of the Board
- Changes to the Executive Director duties

Additional changes recommended by the Bylaws committee include

- Reorganization of the membership and voting sections
- Addition and clarification of alternates for voting

- Removal of proxy voting with addition of alternates for voting
- More consistent use of “Council of Members”
- Clarification of board member terms
- Change quorum to majority for board meetings
- Clarification of and changes to election of officers
- Changes to Finance section—authorized accounts and signatories
- Clarification of Dissolution section with N.J.A.C. changes

We value your participation and invite you to review these changes ahead of our Spring Membership Meeting on June 18, 2026, where members will have the opportunity to discuss and vote on these Bylaws changes.

Your feedback and participation are vital to the strength and success of LibraryLinkNJ. Thank you for your continued engagement and commitment to our cooperative and to the library community across New Jersey.

If you have any questions or would like further clarification, please do not hesitate to contact me directly at ralph@librarylinknj.org or (732) 752-7720, option 4.

With appreciation,

Ralph S. Bingham III
Executive Director
LibraryLinkNJ – The New Jersey Library Cooperative

Proposed Annotated LibraryLinkNJ Bylaws

Please note:

Additions are in red

Deletions are ~~struck out~~

Comments are in blue and are not part of the Bylaws

Revised: 5/21/2026

BYLAWS

ARTICLE I - NAME

The name of this organization is LibraryLinkNJ, the New Jersey Library Cooperative, Inc. It was formerly known as INFOLINK, the Eastern New Jersey Regional Library Cooperative, Inc. It was formed in the summer of 2010 through a consolidation of the Central Jersey Regional Library Cooperative, the Highlands Regional Library Cooperative, and the South Jersey Regional Library Cooperative into INFOLINK. Hereafter throughout these bylaws the organization will be referred to as the Cooperative.

ARTICLE II - PURPOSE

The Cooperative is a nonprofit, multi-type library organization established under the New Jersey Library Network Law (*New Jersey Statutes Annotated* 18A:73-35a through 18A:73-35j) and the regulations under *New Jersey Administrative Code* 15:22. The Cooperative fosters library innovation, continuing education, cooperative purchases, networking, and collaboration and facilitates efficient and cost-effective resource sharing.

ARTICLE III – DEFINITIONS

“Academic library” means a library within a publicly or privately supported institution of higher education.

“Council of members” means the voting representatives of the members of the library cooperative.

“Institutional library” means a library within an adult or juvenile residential facility or day training center, other than a public school, administered and substantially funded by State, county or municipal funds to carry out health, welfare, educational and correctional programs.

“Lay representative” means a New Jersey resident who is not in the employ of any New Jersey library or library-related agency or a local library cooperative. Members of library boards of trustees shall be considered lay representatives.

“Library cooperative” means the membership organization of libraries and library-related agencies organized as a non-profit corporation pursuant to N.J.S.A. 15A:1–1 et seq., that has agreed to provide and receive cooperative services and that has been designated as the library cooperative by the State Librarian.

“Library network” means all libraries in the library cooperative, the State Library, and any other libraries or local library cooperative providing services to other libraries.

“Library-related agency” means a county audio-visual aids commission established under N.J.S.A. 18A:51; learning resource center; regional curriculum services unit; or any other nonprofit organization meeting the criteria for membership in the regional library cooperative in accordance with N.J.A.C. 15:22–1.5(b).

“Local library cooperative” means a group of academic libraries, institutional libraries, public libraries, school libraries, special libraries and library-related agencies, or any combination thereof, which is organized as a nonprofit corporation pursuant to N.J.S.A. 15A:1–1 et seq. to provide cooperative or reciprocal library services.

“Multitype” means libraries of more than one type (academic, institutional, public, school and special) and library-related agencies.

“Public library” means a municipal, county, association, or joint library established pursuant to N.J.S.A. 15A:1–1 et seq., or established pursuant to N.J.S.A. 40:33–1 et seq., or 40:54–1 et seq., and which receives public funding.

“School district” means an operating school district as listed in the current New Jersey State Department of Education’s New Jersey School Directory. For the purposes of this program, every school (public and nonpublic) located within a district so listed shall be considered a member of the district.

“School library” means a library/media center within any publicly or privately supported elementary or secondary school, or in any post-secondary vocational or technical school.

“Special library” means a library/information center of a business, a professional, scientific, or trade association, a government, hospital or other for-profit or nonprofit institution or organization which provides that organization with information, library materials, and technical bibliographic and research services.

[Comment: Article III above added to match [N.J.A.C. 15:22-1.2](#)]

ARTICLE IV - MEMBERSHIP

Section 1. Eligibility (N.J.A.C. 15:22-1.5b)

To be eligible to be a member of the Cooperative (“Member”), a library, a local library cooperative, or library-related agency shall have explicit service objectives, a fixed location and regular hours of service, an organized collection of information and materials accessible for use by its designated clientele, and qualified and responsible staff. Multi-type libraries include academic libraries, institutional libraries, public libraries, public school libraries, private and parochial school libraries, special libraries, and library-related agencies. The governing body of the library, local library cooperative, or library-related agency must have a legal basis for operation and established funding. The governing body of the library and must agree to participate in, and contribute to, Cooperative services and programs.

[Comment: Edited to match revised [N.J.A.C. 15:22-1.5](#)]

All members in good standing of the Central Jersey Regional Library Cooperative, the Highlands Regional Library Cooperative, INFOLINK, the Eastern New Jersey Regional Library Cooperative and the South Jersey Regional Library Cooperative, which were in place as of August 27, 2010, shall be Members of the newly-formed Cooperative.

[Comment: Moved from Section 4 below for clarity]

Section 2. Application to Join

A library, local library cooperative, or library-related agency may join the Cooperative by filling out an application and by certifying its ability and willingness to comply with the requirements stated in Article IV, Section 5 of these Bylaws.

[Comment: Section 2 above edited to match revised [N.J.A.C. 15:22-1.5](#)]

Section 3. Member Representation

~~Each member library shall designate an official voting representative and — if possible — one alternate voting representative.~~

Except as otherwise set forth herein, each Member shall designate an official voting representative, who shall be appointed by the board of governance or the appropriate administrative authority of the library or library-related agency (“Voting Representative”).

[Comment: Moved from Section 4 below and updated for clarity]

Each Member’s board of governance or appropriate administrative authority shall also designate an alternate voting representative (“Alternate Voting Representative”). The Alternate Voting Representative shall be authorized to submit votes on behalf of the Member in the event the Voting Representative is unable to attend the Cooperative’s annual meeting or is otherwise unavailable to participate in any matter requiring a vote.

[Comment: Added requirement for alternate voting representatives]

The public school libraries that are Members of the Cooperative and are located within a single operating public school district shall elect one Voting Representative and one Alternate Voting Representative from among themselves, whose appointments shall be

subject to the approval of the chief school administrator and the district board of education.

[Comment: Moved from Section 4 below for clarity, no change]

The private and parochial school libraries that are Members of the Cooperative and are located within a single operating public school district shall elect one Voting Representative and one Alternate Voting Representative among themselves.

[Comment: Moved from Section 4 below for clarity, no change]

Section 4. Voting Rights

~~Each member library's Voting Representative shall have one vote. The Voting Representatives of the multi-type membership shall be determined as follows:~~

- ~~a. All members in good standing of the Central Jersey Regional Library Cooperative, the Highlands Regional Library Cooperative, INFOLINK, the Eastern New Jersey Regional Library Cooperative and the South Jersey Regional Library Cooperative, which were in place as of August 27, 2010, shall be members of the newly formed Cooperative.~~

~~Multi-type libraries include academic libraries, institutional libraries, public libraries, public school libraries, private and parochial school libraries, special libraries, and library-related agencies. Items b-e clarify selected areas of Voting Representation.~~

- ~~b. Academic library members which are located on a single campus shall have one vote. The board of governance or the appropriate administrative authority for the campus shall appoint one Voting Representative.~~
- ~~c. Institutional library members which are part of a single institution shall have one vote. The board of governance or the appropriate administrative authority for each institution shall appoint one Voting Representative.~~
- ~~d. Public school library members which are located within a single operating public school district shall be considered a single entity and shall select one Voting Representative from among their Member Representatives, whose appointment shall be subject to the approval of the chief school administrator and the district board of education.~~
- ~~e. Private and parochial school library members which are part of a single institution shall have one vote. The board of governance or the appropriate administrative authority for each institution shall appoint one Voting Representative.~~

Each academic library, institutional library, public library, special library, and each library-related agency that is a member of the Cooperative library cooperative shall have one vote in the Council of Members except as specified at (a), (b), and (c) below.

- a. Academic library members that are located on a single campus shall have one vote. [Comment: No change to number of votes; member representation moved to Section 3 above]
- b. Institutional library members that are part of a single institution shall have one vote. [Comment: No change to number of votes; member representation moved to Section 3 above]
- c. A public library that has two to five branches shall have two votes in the Council of Members; a public library that has six to 10 branches shall have three votes in the Council of Members; a public library that has 11 to 15 branches shall have four votes in the Council of Members; and a public library that has more than 15 branches shall have five votes in the Council of Members. A public library entitled to more than one vote under this Section may cast all of its allocated votes through its Voting Representative or, if applicable, its Alternate Voting Representative. [Comment: Change in number of votes added to match revised N.J.A.C. 15:22-1.6; member representation moved to Section 3 above]

Public school library members that are located within a single operating public school district shall be considered a single entity and shall have one vote in the Council of Members.

[Comment: No change to number of votes; member representation moved to Section 3 above]

Private and parochial school library members that are located within a single operating public school district shall be considered a single entity and shall have one vote in the Council of Members.

[Comment: No change to number of votes; member representation moved to Section 3 above]

Section 5. Duties of the Council of Members

The duties of the Council of Members subject to the voting rights set forth herein shall be:

- a. Review, adopt and amend the Bylaws;-
- b. Elect members of the Executive Board;-
- ~~c. Approve the three year strategic plan and its annual program.~~
- d. Approve the annual budget; and
- e. Such other duties as may be imposed by the New Jersey Nonprofit Corporation Act.

[Comment: Section 5 above edited to match revised N.J.A.C. 15:22-1.7]

Section 6. Withdrawal from Membership (N.J.A.C. 15:22-1.12)

Any Member may withdraw from the Cooperative when its board of governance or the appropriate administrative authority determines by resolution or other recorded act to withdraw. Notification of intent to withdraw shall be submitted by the board of governance or the appropriate administrative authority to the Executive Board of the Cooperative, with a copy to the State Librarian. The notice shall be filed on or before April 1 of any year, and withdrawal shall take place on or before June 30 of the ensuing year. Upon discontinuing membership, the Member relinquishes its rights to any funds, supplies, materials, equipment or property held by or belonging to the Cooperative. Upon receipt of such notification and the satisfaction of all obligations by the withdrawing Member, the Executive Board of the Cooperative shall officially note the withdrawal and shall file notice of this action with the State Library.

[Comment: Section 6 above edited for consistency]

Section 7. Denial of Membership

A library or library-related agency denied membership may ask for an informal hearing before the State Librarian. In the event of an adverse decision after such informal hearing, applicants may request a formal hearing pursuant to N.J.S.A. 18A:6-24.

ARTICLE V – EXECUTIVE BOARD ELECTIONS

Section 1. Annual Meeting

The Spring membership meeting shall be the annual meeting for Executive Board elections.

Section 2. Board Nominating Committee Duties

The Board Nominating Committee will present the membership with a slate of candidates for election to the Executive Board.

- a. The slate will include the appropriate number of eligible candidates to the Executive Board to serve three-year terms as prescribed by the expiring terms.
- b. The slate will be presented to the membership no later than three (3) weeks before the election.
- c. Members who are eligible to serve on the Executive Board and are not part of the slate may indicate their intention to stand for election by petition.
 - i. The petition will state the name, credentials and eligibility of the candidate, and the position for which the candidate would like to be considered.
 - ii. The petition must be signed by 15 voting members of the Cooperative LibraryLinkNJ and must be submitted to the Executive Director no later than one (1) week before the election.
 - iii. If any of the above requirements are not met, the petition will be invalid.

- iv. The membership will be notified of petition candidates no later than two (2) days before the election.

Section 3. Term Commencement

All terms begin on the July 1 following the election.

~~Section 4. Proxy Voting~~

~~Should the Voting Representative or the officially designated Alternate from a member library be unable to vote, the Voting Representative may designate a proxy.~~

~~A Voting Representative is limited to representing up to two other Voting Representatives by proxy.~~

~~The designation of a proxy must be in writing, must have the signature of the Voting Representative authorizing the proxy, and must be submitted in advance of the meeting through the process set up by the Cooperative.~~

[Comment: Proxy Voting replaced with the use of Alternate Voting Representatives]

Section 45. Replacement for Unexpired Term

When there is a vacancy on the Executive Board, ~~Nominating Committee~~, or Library Network Review Board, the Executive Board shall elect a replacement for the balance of the unexpired term.

[Comment: Change recommended by Bylaws Committee]

Section 56. Term Limitations

Each Executive Board member shall be elected for a term of three years. No one holding office under this article may serve more than two full consecutive terms. Any person serving more than half of an unexpired term is considered to have served a full term. **Upon serving two consecutive terms, a member of the Executive Board may serve again only after an interim of at least two years.** No person may serve more than four total full terms in their lifetime.

[Comment: Section 5 above edited for clarification of current practice]

ARTICLE VI - THE EXECUTIVE BOARD

Section 1. Number, Composition and Eligibility

The Executive Board shall consist of **a minimum of nine and a maximum of fifteen** members, elected from the general membership with a balanced representation statewide as follows:

- a. ~~One~~ **Two** lay representatives, **who shall not** ~~neither of which may~~ be a librarian or retired librarian;-
- b. One representative each from an academic, school, public, special, and institutional library. **If an organizational library representative is not available, that position may be filled by an at-large representative;**
- c. **At least three and as many as nine** ~~Eight~~ members-at-large.
- d. ~~Four Library Network Review Board (LNRB) members who serve ex-officio.~~

[Comment: Section 1 above edited to match revised [N.J.A.C. 15:22-1.8](#)]

Section 2. Role

The Executive Board serves as the administrative arm of the membership.

Section 3. Indemnification and Insurance

The Cooperative shall indemnify members of the Executive Board and employees against any loss arising out of claims against the Cooperative and/or any of the members of the Executive Board or employees, but not including personal injury and property damage claims, provided that the Executive Board shall determine that any such claims arise out of the activities of the Cooperative and the activities of the particular members or individuals on behalf of the Cooperative or in furtherance of its policies or objectives and that the member or persons seeking indemnification shall have acted within the scope of their authority with reasonable care and diligence and without any fraud or malfeasance.

The Cooperative shall purchase and maintain insurance for the purpose of the indemnification on behalf of any or all persons to the extent decided by the Executive Board.

Section 4. Non-Discrimination Policy

The Cooperative, for the purpose of hiring its employees, and in its contracting and/or subcontracting for services, shall be governed by N.J.S.A. 10:5-1, et seq. regarding discrimination in employment and contract provisions.

Section 5. Duties

- a. Hire an Executive Director and **any necessary staff; fix their compensation, and establish terms and conditions of employment;** prepare an annual written evaluation of the Executive Director;-
- b. Develop a three- **to five-year strategic plan and annual work plan; present it and any revisions to the Cooperative** ~~library cooperative annually; and submit it to the membership for approval.~~

- c. Develop the annual **work plan**~~operating program~~ and budget **and any revisions to the three- to five-year plan** and submit them to the **Council of Members of the Cooperative annually**~~membership for approval~~.
- d. Contract with libraries, library-related agencies, **local library cooperatives**, commercial vendors, or individuals, or any other designated organization as may be necessary to implement the Cooperative's three- **to five-**year strategic plan;:-
- e. Direct and document the receipt and disbursement of all income;:-
- f. Communicate actively with the membership through web-based and other online opportunities;:-
- g. Submit **a quarterly written**~~periodic~~ reports **in electronic form**, including a financial report, to the **Members**~~membership~~ and, ~~as required by contract,~~ to the New Jersey State Librarian;:-
- h. **Submit the three- to five-year plan, the annual work plan, and the annual budget to the State Librarian for review and approval;**
- i. **Submit to the State Librarian an annual report, including a program evaluation and financial audit, and any additional reports as the State Librarian may require.**

[Comment: Section 5 above edited to match revised [N.J.A.C. 15:22-1.8](#)]

Section 6. Executive Board Meetings

- a. There shall be a minimum of eight Executive Board meetings per year. These meetings shall be open to the general **public**~~membership~~.
[Comment: Updated to be consistent with item "b" below.]
- b. Notification of these meeting dates and places shall be given annually and updated as needed per requirements of the Open Public Meetings Act.
- c. The quorum shall consist of **a majority of the then-serving members**~~eight members~~ of the Executive Board at least one of whom shall be an officer.
[Comment: Change recommended by the Bylaws Committee.]
- d. Special meetings of the Executive Board may be held at the call of the President or upon demand of three Board members.
- e. Meetings may be conducted face to face in one room or by virtual connection such as webinars or video conferencing.

Section 7. Removal from the Executive Board

- a. The failure of an Executive Board member to attend, without prior notification to the Executive Director, three Executive Board meetings in any period of 12 months may constitute cause for removal from the Board.
- b. A member of the Executive Board may be removed for cause by a majority vote of the membership present and voting at a membership meeting. A letter calling for such a vote containing the signatures of the voting representatives of 10% of the membership must be received by the Executive Board at least one month prior to any membership meeting. Such removal shall not take place until and unless the member in question shall have been afforded ample opportunity to defend himself or herself before the meeting.

ARTICLE VII - OFFICERS

Section 1. Composition

The Executive Board shall elect from among themselves all officer vacancies of this organization: President, Vice President/President Elect, Secretary, Treasurer, and Assistant Treasurer.

Section 2. Election of Officers

- ~~a. At the organizational meeting of the Executive Board in July following the annual meeting, the senior officer present from the previous year's board shall preside until a new president is elected.~~
- ~~b. The person who was elected Vice President/President Elect the previous year shall become President without further election. Vice President/President Elect and Treasurer shall be elected for a two-year term. Secretary and Assistant Treasurer shall be elected for a one-year term. No person shall hold more than one office at one time.~~

Officers shall be elected at the organizational meeting of the Executive Board in July of each year as follows:

- a. The Secretary and Assistant Treasurer shall be elected for one-year terms.
- b. The Treasurer shall be elected for a two-year term.
- c. The Vice President/President Elect shall be elected for a two-year term, with the first year serving as Vice President and the second year serving as President.
- d. To be eligible for the position of Treasurer and Vice President/President Elect, the individual must have at least two years remaining in their current term.

The person who was elected Vice President/President Elect the previous year shall become President without further election at the organizational meeting of the Executive Board following the annual meeting.

[Comment: Changes in Section 2 above recommended by the Bylaws Committee to clarify annual reorganization process]

Section 3. Duties of Officers

- a. The President shall preside at all meetings of the organization and the Executive Board; appoint members of standing and special committees; be an ex-officio member of all committees except the Nominating Committee; and perform such other duties as usually pertain to the office.
- b. The Vice President/President Elect shall perform the duties of the President when the President is absent; succeed to the office of the President in the event of a vacancy; and serve as chair of the Membership and Planning Committees.
- c. The Secretary shall keep minutes of all meetings and serve as chair of the Bylaws, Nominating, and Reorganization Committees.
- d. The Treasurer shall be custodian of all funds; disburse funds as ordered; make a report at each meeting; present an annual audited report; and serve as chair of the Finance and Fund Development Committees.
- e. The Assistant Treasurer shall attend all Finance Committee meetings, and act for the Treasurer in that person's absence, including as temporary chair of the Finance and Fund Development Committees.

Section 4. Removal and Vacancies

- a. An officer of the Executive Board may be removed from office at any time by a majority vote of the Executive Board. Removal from office shall not affect the ~~individual's member's~~ status as a full member of the Executive Board.
[Comment: Change above recommended by the Bylaws Committee to clarify terminology]
- b. Whenever there is a vacancy in an office, the Executive Board may fill that vacancy at any time.

ARTICLE VIII - COMMITTEES

Section 1. Formation

Committees may be of three types: Standing, Special, or Ad Hoc. By resolution adopted by a majority vote of the Executive Board, the Executive Board shall decide

what committees are necessary to conduct the business of the Cooperative. The authority of the committee shall be set forth in the resolution. The President with the approval of the Executive Board shall appoint special steering committees for sectional or special interest groups. The President shall form a committee if requested by petition from at least ten percent of the Voting Representatives.

Section 2. Types of Committees

- a. Standing Committees: Standing committees of the Executive Board are Bylaws, Finance, Fund Development, Membership, Nominating, Personnel, Planning, and Reorganization.
- b. Special Committees: Special Committees may be created by an action of the Executive Board as they are needed to carry out the work of the Cooperative. A list of Special Committees with an outline of their authorization, composition and functions as approved by the Executive Board shall be kept by the Executive Director.
- c. Ad Hoc Committees: Task Forces may be created by action of the Executive Board as needed to carry out the work of the Cooperative.

Section 3. Membership of Committees

Members of committees shall be appointed by the President of the Executive Board and approved by majority vote of the entire Executive Board. Membership on Committees shall be open to staff of all member libraries. There shall be no limit upon the number of terms an individual member may serve on a committee.

[Comment: Change above recommended by the Bylaws Committee to clarify terminology]

Section 4. Rights and Duties of Committee Members

Each committee shall be charged with specific duties to be performed. The committee shall have the right to recommend policy, take action and report on activities within their purview. Other committees shall not encroach on these duties and responsibilities. Committees are comprised of one or more members. At least one member of each committee may be a Board member. Any act of any committee which has members who are not Board members shall be advisory in nature, shall not bind the Executive Board or the Cooperative and shall be subject to Executive Board approval. No committee shall take the following actions: (a) Make, alter, or repeal any Bylaws of the Cooperative; (b) Elect any Board member or appoint any officer, or remove any Board member or officer; (c) Make any grants or distributions of funds; (d) Submit to members any action that requires approval of the members; or, (e) Amend or repeal any resolution previously adopted by the Executive Board.

Section 5. Tenure

Tenure of all Standing Committee members shall be one year. Members may be reappointed by majority vote of the Executive Board. Tenure on special and ad hoc committees is for the duration of that committee's existence, which may not exceed one year.

Section 6. Quorum

A majority of an entire committee shall constitute a quorum.

Section 7. Chair

Unless specifically designated by the President, each committee shall elect its own Chair.

Section 8. Reporting

Action taken by a committee shall be reported to the Executive Board at the next Executive Board Meeting. If the Executive Board Meeting is within two days after the committee meeting, the report may be made at the following Executive Board Meeting. Reporting may be by minutes of the committee meeting. The designation of any committee and delegation of authority to a committee does not relieve the Executive Board or individual from responsibility imposed by law.

Section 9. Vacancies

The Executive Board, by resolution adopted by a majority vote of the Executive Board, may fill any vacancy in the committee and/or appoint alternate members to act in the absence or disability of a committee member. The committee Chair may make recommendations to the Executive Board.

Section 10. Committee Dissolution

The Executive Board may abolish any committee by resolution adopted by a majority vote of the Executive Board.

ARTICLE IX - STAFF

Section 1. Staff

The Staff shall consist of an Executive Director appointed by the Executive Board and such additional staff members as the Executive Director and the Executive Board shall deem necessary to carry out the work of the Cooperative.

Section 2. Executive Director

- a. The Executive Director shall be ~~State-certified eligible for certification~~ as a professional librarian ~~through the licensing authority, Thomas Edison State University,~~ or educational media specialist by the New Jersey State Department of Education ~~within 12 months of appointment.~~ ~~or have graduated from an American Library Association accredited master's degree program in library science.~~
- b. The duties of the Executive Director shall include, but not be limited to, the following:
- Be the chief administrator of the Cooperative and of its Executive Board and shall coordinate and administer the activities, programs and services of the Cooperative consistent with policies established by the Executive Board;-
 - ~~Establish necessary job titles and/or positions to meet the program, service, and activity needs of the Cooperative;~~
 - Employ staff with approval of the Executive Board and supervise the staff of the Cooperative;-
 - Assist in developing the three- ~~to five-~~year strategic plan for Executive Board review and ~~member's~~ approval and prepare annual updates for consideration of the Strategic Planning Committee;-
 - Assist in developing the annual ~~work plan~~ ~~program and budget~~ for review ~~and approval~~ by the Executive Board including preparation of a preliminary budget for the consideration of the Finance Committee;-
 - ~~Provide monthly financial reporting to the Executive Board and the State Librarian;~~
 - Negotiate all contracts for Executive Board approval;-
 - Attend Executive Board and Membership meetings and serve on Board committees;-
 - Conduct such business and financial matters of the Cooperative as the Executive Board shall direct;-
 - Carry out under the supervision of the Strategic Planning Committee an annual review and evaluation of the services and programs of the Cooperative;-
 - Carry out any other duties as may be necessary under the direction of the Executive Board and; be authorized to sign checks.

[Comment: Section 2 above edited to match revised [N.J.A.C. 15:22-1.10](#)]

ARTICLE X - MEETINGS

Section 1. General Membership Meetings

There shall be at least one meeting of the ~~Council of Members~~ general membership in each calendar year. The annual meeting shall be held in the Spring. Meeting times may be changed provided members are given two weeks' notice of the change.

Section 2. Notification

Members shall be notified of all membership meetings at least two weeks in advance.

Section 3. Quorum

The presence of 5% of the voting representatives shall constitute a quorum at all membership meetings.

Section 4. Annual Reports

The annual report for the previous year will be presented at the first meeting of the general membership in the fiscal year.

Section 5. Special Meetings

Special meetings may be called by the President, or by a majority of the Executive Board, or at the written request of twenty-five voting representatives, provided notice, with a statement of purpose, be given at least seven days previous to the date of such meeting.

Section 6. Open Public Meetings Act

The Cooperative, for the purpose of the conduct of Board and Membership Meeting shall be considered as a Public Body; and shall be governed by all requirements and exceptions as set forth in the *Open Public Meetings Act* (N.J.S.A. 10:4-6 et seq.) as amended.

ARTICLE XI - FINANCES

- a. The Fiscal year of the Cooperative shall be from July 1 through June 30.
- b. The conduct of financial matters of the Cooperative, including the power to incur expenses within the limits of the annual budget and in accordance with the policies of the Cooperative, the keeping of financial records, the power to disburse funds, and the preparation and submission of financial reports shall be

carried out by the Executive Director under the direction of the Treasurer and the Executive Board.

- c. The following individuals shall be listed as signatories and/or authorized representatives on the Cooperative's bank accounts: ~~Authorization to sign checks on behalf of the Cooperative includes all officers and the Executive Director.~~
- Authorized Representatives
 - President of the Executive Board
 - Vice President of the Executive Board
 - Executive Director
 - Administrative Operations Manager
 - Signatories
 - President of the Executive Board
 - Treasurer of the Executive Board
 - Assistant Treasurer of the Executive Board
 - Executive Director
- [Comment: Above reflects current practice as recommended by bank.]
- d. A licensed auditing agency shall annually review and submit a written report on the finances of the Cooperative. A copy shall be made available to the Membership and a copy shall be sent to the New Jersey State Librarian.
- e. Beginning, June 18, 2025 no fee or cost share required of LLNJ Members may increase by more than 10% in any fiscal year.

ARTICLE XII - AUTHORITY TO REPRESENT THE COOPERATIVE

No Board member, Officer, agent or employee of the Cooperative shall have any power or authority to borrow money on the Cooperative's behalf, to pledge its credit or to mortgage or pledge its real or personal property except within the scope and to the extent of the authority delegated by resolution adopted by a majority of the Executive Board at a regular or special meeting of the Executive Board. Authority granted by the Executive Board for any of the above purposes must be limited to specific instances of borrowing.

ARTICLE XIII - ETHICAL CONDUCT

The New Jersey Library Network Code of Ethics shall apply to all members of the Executive Board, Officers of the Cooperative and Cooperative staff and shall be reviewed annually and ~~agreed~~ ~~accepted~~ to by all Executive Board members, Officers and Staff. No Member Representative, Executive Board member or Officer of the Cooperative shall receive a salary or any compensation for ~~their~~ ~~his or her~~ service on behalf of the Cooperative other than the Executive Director in ~~their~~ ~~his or her~~ capacity as an employee. [Comment: Changes above recommended by the Bylaws Committee to clarify terminology]

Member Representatives, members of the Executive Board and Officers of the Cooperative may be reimbursed for out-of-pocket authorized expenses that are incurred for the benefit of the Cooperative in accordance with the policies established by the Executive Board.

ARTICLE XIV - PARLIAMENTARY AUTHORITY

The parliamentary authority shall be the most recent edition of *Robert's Rules of Order, Newly Revised*, for all matters not covered in these bylaws.

ARTICLE XV - AMENDMENT OF BYLAWS

Section 1. Amendments

These bylaws may be altered, amended, repealed or added to by a majority vote of the voting representatives present and voting at a meeting of the Cooperative, provided that notice of the proposed amendment has been sent to the voting representatives ten (10) days prior to the meeting date.

Proposals may be initiated by the Executive Board or by petition of twenty-five Voting Representatives.

Following action by the Membership, amendments to the Bylaws shall be submitted to the State Librarian for approval.

Section 2. Review of Bylaws

These bylaws shall be reviewed every three years by a committee appointed by the President of the Executive Board.

ARTICLE XVI - DISSOLUTION

Section 1. Application

The Cooperative may submit an application for dissolution to the State Librarian when:

- a. The **Council of Members** membership receives a resolution for dissolution from the Executive Board; or
- b. A petition to dissolve is signed by **forty percent (40%)** a majority of the **Council of Members** Voting Representatives; and
- c. ~~The governing bodies of a~~ A majority of the **Council of M**members approve of the dissolution.; and

The application shall include ~~a~~A plan for the payment of all outstanding debts and a description of how the obligations of the Cooperative will be liquidated. ~~and meeting of all fiscal and legal obligations of the Cooperative has been prepared.~~
Membership voting by proxy in the dissolution process shall be within the prescribed parameters of dissolution under nonprofit law.

Section 2. Approval

If the State Librarian determines that the Cooperative must be dissolved and approves the plan for dissolution, the dissolution shall take effect when all fiscal and legal obligations of the Cooperative have been satisfied. ~~Upon dissolution of the Cooperative any assets remaining shall escheat to the New Jersey State Library.~~

Upon revocation of the designation as the library cooperative the State Librarian will determine whether the assets and liabilities of the library cooperative can be assumed and absorbed by a new library cooperative and will take into consideration any other factors that relate to the operation and function of the library cooperative.

[Comment: Article XVI updated to reflect [N.J.S.A 15:22-1.13](#)]



LibraryLinkNJ

THE NEW JERSEY LIBRARY COOPERATIVE

2300 Stuyvesant Ave., Trenton, NJ 08618

BYLAWS

Approved by the Membership at the
June 18, 2026 Membership Meeting

Adopted: 12/5/93

Revisions:

12/13/1994

11/1/1995

5/19/1999

5/8/2000

12/9/2010

12/5/2013

11/30/2016

6/13/2018

6/5/2019

6/13/2023

6/18/2025

6/18/2026

*LibraryLinkNJ and its services are funded by the New Jersey State Library,
which is responsible for the coordination, promotion and funding of the New Jersey
Library Network.*

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BYLAWS

ARTICLE I - NAME

The name of this organization is LibraryLinkNJ, the New Jersey Library Cooperative, Inc. It was formerly known as INFOLINK, the Eastern New Jersey Regional Library Cooperative, Inc. It was formed in the summer of 2010 through a consolidation of the Central Jersey Regional Library Cooperative, the Highlands Regional Library Cooperative, and the South Jersey Regional Library Cooperative into INFOLINK. Hereafter throughout these bylaws the organization will be referred to as the Cooperative.

ARTICLE II - PURPOSE

The Cooperative is a nonprofit, multi-type library organization established under the New Jersey Library Network Law (*New Jersey Statutes Annotated* 18A:73-35a through 18A:73-35j) and the regulations under *New Jersey Administrative Code* 15:22. The Cooperative fosters library innovation, continuing education, cooperative purchases, networking, and collaboration and facilitates efficient and cost-effective resource sharing.

ARTICLE III - DEFINITIONS

“Academic library” means a library within a publicly or privately supported institution of higher education.

“Council of members” means the voting representatives of the members of the library cooperative.

“Institutional library” means a library within an adult or juvenile residential facility or day training center, other than a public school, administered and substantially funded by State, county or municipal funds to carry out health, welfare, educational and correctional programs.

“Lay representative” means a New Jersey resident who is not in the employ of any New Jersey library or library-related agency or a local library cooperative. Members of library boards of trustees shall be considered lay representatives.

“Library cooperative” means the membership organization of libraries and library-related agencies organized as a non-profit corporation pursuant to N.J.S.A. 15A:1–1 et seq., that has agreed to provide and receive cooperative services and that has been designated as the library cooperative by the State Librarian.

“Library network” means all libraries in the library cooperative, the State Library, and any other libraries or local library cooperative providing services to other libraries.

“Library-related agency” means a county audio-visual aids commission established under N.J.S.A. 18A:51; learning resource center; regional curriculum services unit; or any other

nonprofit organization meeting the criteria for membership in the regional library cooperative in accordance with N.J.A.C. 15:22–1.5(b).

“Local library cooperative” means a group of academic libraries, institutional libraries, public libraries, school libraries, special libraries and library-related agencies, or any combination thereof, which is organized as a nonprofit corporation pursuant to N.J.S.A. 15A:1–1 et seq. to provide cooperative or reciprocal library services.

“Multitype” means libraries of more than one type (academic, institutional, public, school and special) and library-related agencies.

“Public library” means a municipal, county, association, or joint library established pursuant to N.J.S.A. 15A:1–1 et seq., or established pursuant to N.J.S.A. 40:33–1 et seq., or 40:54–1 et seq., and which receives public funding.

“School district” means an operating school district as listed in the current New Jersey State Department of Education’s New Jersey School Directory. For the purposes of this program, every school (public and nonpublic) located within a district so listed shall be considered a member of the district.

“School library” means a library/media center within any publicly or privately supported elementary or secondary school, or in any post-secondary vocational or technical school.

“Special library” means a library/information center of a business, a professional, scientific, or trade association, a government, hospital or other for-profit or nonprofit institution or organization which provides that organization with information, library materials, and technical bibliographic and research services.

ARTICLE IV - MEMBERSHIP

Section 1. Eligibility

To be eligible to be a member of the Cooperative (“Member”), a library, a local library cooperative, or library-related agency shall have explicit service objectives, a fixed location and regular hours of service, and qualified staff. The governing body of the library, local library cooperative, or library-related agency must have a legal basis for operation and established funding and must agree to participate in, and contribute to, Cooperative services and programs.

All members in good standing of the Central Jersey Regional Library Cooperative, the Highlands Regional Library Cooperative, INFOLINK, the Eastern New Jersey Regional Library Cooperative and the South Jersey Regional Library Cooperative, which were in place as of August 27, 2010, shall be Members of the Cooperative.

Section 2. Application to Join

A library, local library cooperative, or library-related agency may join the Cooperative by filling out an application and by certifying its ability and willingness to comply with the requirements stated in Article IV, Section 5 of these Bylaws.

Section 3. Member Representation

Except as otherwise set forth herein, each Member shall designate an official voting representative, who shall be appointed by the board of governance or the appropriate administrative authority of the library or library-related agency ("Voting Representative").

Each Member's board of governance or appropriate administrative authority shall also designate an alternate voting representative ("Alternate Voting Representative"). The Alternate Voting Representative shall be authorized to submit votes on behalf of the Member in the event the Voting Representative is unable to attend the Cooperative's annual meeting or is otherwise unavailable to participate in any matter requiring a vote.

The public school libraries that are Members of the Cooperative and are located within a single operating public school district shall elect one Voting Representative and one Alternate Voting Representative from among themselves, whose appointments shall be subject to the approval of the chief school administrator and the district board of education.

The private and parochial school libraries that are Members of the Cooperative and are located within a single operating public school district shall elect one Voting Representative and one Alternate Voting Representative among themselves.

Section 4. Voting Rights

Each academic library, institutional library, public library, special library, and each library-related agency that is a member of the Cooperative shall have one vote in the Council of Members except as specified at (a), (b), and (c) below.

- a. Academic library members that are located on a single campus shall have one vote.
- b. Institutional library members that are part of a single institution shall have one vote.
- c. A public library that has two to five branches shall have two votes in the Council of Members; a public library that has six to 10 branches shall have three votes in the Council of Members; a public library that has 11 to 15 branches shall have four votes in the Council of Members; and a public library that has more than 15 branches shall have five votes in the Council of Members. A public library entitled to more than one vote under this Section may cast all of its allocated votes through its Voting Representative or, if applicable, its Alternate Voting Representative.

Public school library members that are located within a single operating public school district shall be considered a single entity and shall have one vote in the Council of Members.

Private and parochial school library members that are located within a single operating public school district shall be considered a single entity and shall have one vote in the Council of Members.

Section 5. Duties of the Council of Members

The duties of the Council of Members subject to the voting rights set forth herein shall be:

- a. Review, adopt and amend the Bylaws;
- b. Elect members of the Executive Board;
- c. Approve the annual budget; and
- d. Such other duties as may be imposed by the New Jersey Nonprofit Corporation Act.

Section 6. Withdrawal from Membership

Any Member may withdraw from the Cooperative when its board of governance or the appropriate administrative authority determines by resolution or other recorded act to withdraw. Notification of intent to withdraw shall be submitted by the board of governance or the appropriate administrative authority to the Executive Board of the Cooperative, with a copy to the State Librarian. The notice shall be filed on or before April 1 of any year, and withdrawal shall take place on or before June 30 of the ensuing year. Upon discontinuing membership, the Member relinquishes its rights to any funds, supplies, materials, equipment or property held by or belonging to the Cooperative. Upon receipt of such notification and the satisfaction of all obligations by the withdrawing Member, the Executive Board of the Cooperative shall officially note the withdrawal and shall file notice of this action with the State Library.

Section 7. Denial of Membership

A library or library-related agency denied membership may ask for an informal hearing before the State Librarian. In the event of an adverse decision after such informal hearing, applicants may request a formal hearing pursuant to N.J.S.A. 18A:6-24.

ARTICLE V - EXECUTIVE BOARD ELECTIONS

Section 1. Annual Meeting

The Spring membership meeting shall be the annual meeting for Executive Board elections.

Section 2. Board Nominating Committee Duties

The Board Nominating Committee will present the membership with a slate of candidates for election to the Executive Board.

- a. The slate will include the appropriate number of eligible candidates to the Executive Board to serve three-year terms as prescribed by the expiring terms.
- b. The slate will be presented to the membership no later than three (3) weeks before the election.
- c. Members who are eligible to serve on the Executive Board and are not part of the slate may indicate their intention to stand for election by petition.
 - i. The petition will state the name, credentials and eligibility of the candidate, and the position for which the candidate would like to be considered.
 - ii. The petition must be signed by 15 voting members of the Cooperative and must be submitted to the Executive Director no later than one (1) week before the election.
 - iii. If any of the above requirements are not met, the petition will be invalid.
 - iv. The membership will be notified of petition candidates no later than two (2) days before the election.

Section 3. Term Commencement

All terms begin on the July 1 following the election.

Section 4. Replacement for Unexpired Term

When there is a vacancy on the Executive Board or Library Network Review Board, the Executive Board shall elect a replacement for the balance of the unexpired term.

Section 5. Term

Each Executive Board member shall be elected for a term of three years. No one holding office under this article may serve more than two full consecutive terms. Any person serving more than half of an unexpired term is considered to have served a full term. Upon serving two consecutive terms, a member of the Executive Board may serve again only after an interim of at least two years. No person may serve more than four total full terms in their lifetime.

ARTICLE VI - THE EXECUTIVE BOARD

Section 1. Number, Composition, and Eligibility

The Executive Board shall consist of a minimum of nine and a maximum of fifteen members, elected from the general membership with a balanced representation statewide as follows:

- a. One lay representative, who shall not be a librarian or retired librarian;
- b. One representative each from an academic, school, public, special, and institutional library. If an organizational library representative is not available, that position may be filled by an at-large representative;
- c. At least three and as many as nine members-at-large.

Section 2. Role

The Executive Board serves as the administrative arm of the membership.

Section 3. Indemnification and Insurance

The Cooperative shall indemnify members of the Executive Board and employees against any loss arising out of claims against the Cooperative and/or any of the members of the Executive Board or employees, but not including personal injury and property damage claims, provided that the Executive Board shall determine that any such claims arise out of the activities of the Cooperative and the activities of the particular members or individuals on behalf of the Cooperative or in furtherance of its policies or objectives and that the member or persons seeking indemnification shall have acted within the scope of their authority with reasonable care and diligence and without any fraud or malfeasance.

The Cooperative shall purchase and maintain insurance for the purpose of the indemnification on behalf of any or all persons to the extent decided by the Executive Board.

Section 4. Non-Discrimination Policy

The Cooperative, for the purpose of hiring its employees, and in its contracting and/or subcontracting for services, shall be governed by N.J.S.A. 10:5-1, et seq. regarding discrimination in employment and contract provisions.

Section 5. Duties

- a. Hire an Executive Director and any necessary staff; fix their compensation, and establish terms and conditions of employment; prepare an annual written evaluation of the Executive Director;
- b. Develop a three- to five-year strategic plan and annual work plan; present it and any revisions to the Cooperative annually;
- c. Develop the annual work plan and budget and any revisions to the three- to five-year plan and submit them to the Council of Members of the Cooperative annually;
- d. Contract with libraries, library-related agencies, local library cooperatives, commercial vendors, individuals, or any other designated organization as may be necessary to implement the Cooperative's three-to five-year strategic plan;
- e. Direct and document the receipt and disbursement of all income;
- f. Communicate actively with the membership through web-based and other online opportunities;
- g. Submit a quarterly written report in electronic form, including a financial report, to the Members and to the State Librarian;

- h. Submit the three- to five-year plan, the annual work plan, and the annual budget to the State Librarian for review and approval.
- i. Submit to the State Librarian an annual report, including a program evaluation and financial audit, and any additional reports as the State Librarian may require.

Section 6. Executive Board Meetings

- a. There shall be a minimum of eight Executive Board meetings per year. These meetings shall be open to the general public.
- b. Notification of these meeting dates and places shall be given annually and updated as needed per requirements of the Open Public Meetings Act.
- c. The quorum shall consist of a majority of the then-serving members of the Executive Board, at least one of whom shall be an officer.
- d. Special meetings of the Executive Board may be held at the call of the President or upon demand of three Board members.
- e. Meetings may be conducted face to face in one room or by virtual connection such as webinars or video conferencing.

Section 7. Removal from the Executive Board

- a. The failure of an Executive Board member to attend, without prior notification to the Executive Director, three Executive Board meetings in any period of 12 months may constitute cause for removal from the Board.
- b. A member of the Executive Board may be removed for cause by a majority vote of the membership present and voting at a membership meeting. A letter calling for such a vote containing the signatures of the voting representatives of 10% of the membership must be received by the Executive Board at least one month prior to any membership meeting. Such removal shall not take place until and unless the member in question shall have been afforded ample opportunity to defend himself or herself before the meeting.

ARTICLE VII - OFFICERS

Section 1. Composition

The Executive Board shall elect from among themselves all officer vacancies of this organization: President, Vice President/President Elect, Secretary, Treasurer, and Assistant Treasurer.

Section 2. Election of Officers

Officers shall be elected at the organizational meeting of the Executive Board in July of each year as follows:

- a. The Secretary and Assistant Treasurer shall be elected for one-year terms.
- b. The Treasurer shall be elected for a two-year term.
- c. The Vice President/President Elect shall be elected for a two-year term, with the first year serving as Vice President and the second year serving as President.
- d. To be eligible for the position of Treasurer and Vice President/President Elect, the individual must have at least two years remaining in their current term.

The person who was elected Vice President/President Elect the previous year shall become President without further election at the organizational meeting of the Executive Board following the annual meeting.

Section 3. Duties of Officers

- a. The President shall preside at all meetings of the organization and the Executive Board; appoint members of standing and special committees; be an ex-officio member of all committees except the Nominating Committee; and perform such other duties as usually pertain to the office.
- b. The Vice President/President Elect shall perform the duties of the President when the President is absent; succeed to the office of the President in the event of a vacancy; and serve as chair of the Membership and Planning Committees.
- c. The Secretary shall keep minutes of all meetings and serve as chair of the Bylaws, Nominating, and Reorganization Committees.
- d. The Treasurer shall be custodian of all funds; disburse funds as ordered; make a report at each meeting; present an annual audited report; and serve as chair of the Finance and Fund Development Committees.
- e. The Assistant Treasurer shall attend all Finance Committee meetings, and act for the Treasurer in that person's absence, including as temporary chair of the Finance and Fund Development Committees.

Section 4. Removal and Vacancies

- a. An officer of the Executive Board may be removed from office at any time by a majority vote of the Executive Board. Removal from office shall not affect the individual's status as a full member of the Executive Board.

- b. Whenever there is a vacancy in an office, the Executive Board may fill that vacancy at any time.

ARTICLE VIII - COMMITTEES

Section 1. Formation

Committees may be of three types: Standing, Special, or Ad Hoc. By resolution adopted by a majority vote of the Executive Board, the Executive Board shall decide what committees are necessary to conduct the business of the Cooperative. The authority of the committee shall be set forth in the resolution. The President with the approval of the Executive Board shall appoint special steering committees for sectional or special interest groups. The President shall form a committee if requested by petition from at least ten percent of the Voting Representatives.

Section 2. Types of Committees

- a. **Standing Committees:** Standing committees of the Executive Board are Bylaws, Finance, Fund Development, Membership, Nominating, Personnel, Planning, and Reorganization.
- b. **Special Committees:** Special Committees may be created by an action of the Executive Board as they are needed to carry out the work of the Cooperative. A list of Special Committees with an outline of their authorization, composition and functions as approved by the Executive Board shall be kept by the Executive Director.
- c. **Ad Hoc Committees:** Task Forces may be created by action of the Executive Board as needed to carry out the work of the Cooperative.

Section 3. Membership of Committees

Members of committees shall be appointed by the President of the Executive Board and approved by majority vote of the entire Executive Board. Membership on Committees shall be open to staff of all member libraries. There shall be no limit upon the number of terms an individual may serve on a committee.

Section 4. Rights and Duties of Committee Members

Each committee shall be charged with specific duties to be performed. The committee shall have the right to recommend policy, take action and report on activities within their purview. Other committees shall not encroach on these duties and responsibilities. Committees are comprised of one or more members. At least one member of each committee may be a Board member. Any act of any committee which has members who are not Board members shall be advisory in nature, shall not bind the Executive Board or the Cooperative and shall be subject to Executive Board approval. No committee shall take the following actions: (a) Make, alter, or repeal any Bylaws of the Cooperative; (b) Elect any Board member or appoint any officer, or remove any Board member or officer; (c) Make any grants or distributions of funds; (d) Submit

to members any action that requires approval of the members; or, (e) Amend or repeal any resolution previously adopted by the Executive Board.

Section 5. Tenure

Tenure of all Standing Committee members shall be one year. Members may be reappointed by majority vote of the Executive Board. Tenure on special and ad hoc committees is for the duration of that committee's existence, which may not exceed one year.

Section 6. Quorum

A majority of an entire committee shall constitute a quorum.

Section 7. Chair

Unless specifically designated by the President, each committee shall elect its own Chair.

Section 8. Reporting

Action taken by a committee shall be reported to the Executive Board at the next Executive Board Meeting. If the Executive Board Meeting is within two days after the committee meeting, the report may be made at the following Executive Board Meeting. Reporting may be by minutes of the committee meeting. The designation of any committee and delegation of authority to a committee does not relieve the Executive Board or individual from responsibility imposed by law.

Section 9. Vacancies

The Executive Board, by resolution adopted by a majority vote of the Executive Board, may fill any vacancy in the committee and/or appoint alternate members to act in the absence or disability of a committee member. The committee Chair may make recommendations to the Executive Board.

Section 10. Committee Dissolution

The Executive Board may abolish any committee by resolution adopted by a majority vote of the Executive Board.

ARTICLE IX - STAFF

Section 1. Staff

The Staff shall consist of an Executive Director appointed by the Executive Board and such additional staff members as the Executive Director and the Executive Board shall deem necessary to carry out the work of the Cooperative.

Section 2. Executive Director

- a. The Executive Director shall be State-certified as a professional librarian through the licensing authority, Thomas Edison State University, or educational media specialist by the New Jersey State Department of Education within 12 months of appointment.
- b. The duties of the Executive Director shall include, but not be limited to, the following:
 - Be the chief administrator of the Cooperative and of its Executive Board and shall coordinate and administer the activities, programs and services of the Cooperative consistent with policies established by the Executive Board;
 - Establish necessary job titles and/or positions to meet the program, service, and activity needs of the Cooperative;
 - Employ staff with approval of the Executive Board and supervise the staff of the Cooperative;
 - Assist in developing the three- to five-year strategic plan for Executive Board review and approval and prepare annual updates for consideration of the Strategic Planning Committee;
 - Assist in developing the annual work plan for review and approval by the Executive Board including preparation of a preliminary budget for the consideration of the Finance Committee;
 - Provide monthly financial reporting to the Executive Board and the State Librarian;
 - Negotiate all contracts for Executive Board approval;
 - Attend Executive Board and Membership meetings and serve on Board committees;
 - Conduct such business and financial matters of the Cooperative as the Executive Board shall direct;
 - Carry out under the supervision of the Strategic Planning Committee an annual review and evaluation of the services and programs of the Cooperative;
 - Carry out any other duties as may be necessary under the direction of the Executive Board and be authorized to sign checks.

ARTICLE X - MEETINGS

Section 1. General Membership Meetings

There shall be at least one meeting of the Council of Members in each calendar year. The annual meeting shall be held in the Spring. Meeting times may be changed provided members are given two weeks' notice of the change.

Section 2. Notification

Members shall be notified of all membership meetings at least two weeks in advance.

Section 3. Quorum

The presence of 5% of the voting representatives shall constitute a quorum at all membership meetings.

Section 4. Annual Reports

The annual report for the previous year will be presented at the first meeting of the general membership in the fiscal year.

Section 5. Special Meetings

Special meetings may be called by the President, or by a majority of the Executive Board, or at the written request of twenty-five voting representatives, provided notice, with a statement of purpose, be given at least seven days previous to the date of such meeting.

Section 6. Open Public Meetings Act

The Cooperative, for the purpose of the conduct of Board and Membership Meeting shall be considered as a Public Body and shall be governed by all requirements and exceptions as set forth in the *Open Public Meetings Act* (N.J.S.A. 10:4-6 et seq.) as amended.

ARTICLE XI - FINANCES

- a. The Fiscal year of the Cooperative shall be from July 1 through June 30.
- b. The conduct of financial matters of the Cooperative, including the power to incur expenses within the limits of the annual budget and in accordance with the policies of the Cooperative, the keeping of financial records, the power to disburse funds, and the preparation and submission of financial reports shall be carried out by the Executive Director under the direction of the Treasurer and the Executive Board.
- c. The following individuals shall be listed as signatories and/or authorized representatives on the Cooperative's bank accounts:
 - Authorized Representatives
 - President of the Executive Board
 - Vice President of the Executive Board

- Executive Director
 - Administrative Operations Manager
 - Signatories
 - President of the Executive Board
 - Treasurer of the Executive Board
 - Assistant Treasurer of the Executive Board
 - Executive Director
- d. A licensed auditing agency shall annually review and submit a written report on the finances of the Cooperative. A copy shall be made available to the Members, and a copy shall be sent to the New Jersey State Librarian.
- e. Beginning June 18, 2025, no fee or cost share required of LLNJ Members may increase by more than 10% in any fiscal year.

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No Board member, Officer, agent or employee of the Cooperative shall have any power or authority to borrow money on the Cooperative's behalf, to pledge its credit or to mortgage or pledge its real or personal property except within the scope and to the extent of the authority delegated by resolution adopted by a majority of the Executive Board at a regular or special meeting of the Executive Board. Authority granted by the Executive Board for any of the above purposes must be limited to specific instances of borrowing.

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Section 1. Application

The Cooperative may submit an application for dissolution to the State Librarian when:

- a. The Council of Members receives a resolution for dissolution from the Executive Board;
or
- b. A petition to dissolve is signed by forty percent (40%) of the Council of Members; and
- c. A majority of the Council of Members approve of the dissolution.

The application shall include a plan for the payment of all outstanding debts and describing how the obligations of the Cooperative will be liquidated.

Section 2. Approval

If the State Librarian determines that the Cooperative must be dissolved and approves the plan for dissolution, the dissolution shall take effect when all fiscal and legal obligations of the Cooperative have been satisfied.

Upon revocation of the designation as the library cooperative the State Librarian will determine whether the assets and liabilities of the library cooperative can be assumed and absorbed by a new library cooperative and will take into consideration any other factors that relate to the operation and function of the library cooperative.