

BYLAWS OF
Hillsdale Free Public Library Foundation,
A New Jersey Nonprofit Corporation

ARTICLE I

NAME AND PURPOSE

Section 1. Name and Location. The name of the organization shall be the Hillsdale Free Public Library Foundation, a New Jersey nonprofit corporation (the “Foundation”). The Foundation shall be a nonprofit corporation incorporated under the New Jersey Nonprofit Corporation Act, N.J.S.A. § 15A:1, et seq., of the laws of the State of New Jersey (the “Act”). The registered office of the Foundation shall be located at the Hillsdale Free Public Library 509 Hillsdale Avenue, Hillsdale, N.J. 07642.

Section 2. Purpose. The general purpose of the Foundation shall be to establish an endowment to be used for the benefit of the programs, operations and capital structure of the Free Public Library of Hillsdale, and to engage in other activities which assist the free public library of Hillsdale in fulfilling its mission of serving the residents of the Hillsdale, NJ. The Foundation shall operate exclusively for the benefit and support of the Hillsdale Free Public Library, an organization described in § 501(c)(3) of the Internal Revenue Code (the “Code”), which is exempt from Federal income tax pursuant to §501(a) of the Code, and which qualifies pursuant to §170(c) of the Code, and to further the charitable, educational and scientific purposes of the Hillsdale Free Public Library (the “Supported Organization”). The specific purposes of the Foundation shall include but not be limited to: soliciting and receiving contributions and the use thereof for the exclusive benefit of the Supported Organization; conducting fundraising activities for the benefit of the Supported Organization by seeking private donations, planned estate giving, and government and non-government grants; investment of funds and maintenance of assets held by the Foundation; and distribution of net income and any excess contributions to the Supported Organization. The Foundation’s purpose is to encourage a wider interest in the Supported Organization and to raise funds to supplement the Supported Organization’s budget, including operational and capital needs, and to strengthen and support its programs. The Foundation shall support current, new, and expanded Library programs and initiatives, with an eye toward innovations which will attract and involve all aspects of the Hillsdale community. The Foundation shall operate under current and future State and Federal Laws governing non-profit organizations.

ARTICLE II
MEMBERSHIP

Section 1. Membership. The Foundation shall not have members. All authority shall be vested in the Board of Trustees (the “hereinafter referred to as the “Board”) as provided, and except as provided, herein.

ARTICLE III
POWERS, AUTHORITY AND LIMITATIONS

Section 1. Powers and Authority. The Foundation shall have the following powers and authority: (a) to accept, hold, and invest, reinvest and administer Foundation assets exclusively for the benefit of the Supported Organization; (b) to the extent permitted by law, to exercise its rights, powers and privileges by holding meetings of its Board; and (c) alone, or in cooperation with other persons or organizations (including as a joint venture, partnership, corporation, limited liability company or other entity), to do any and all lawful acts and things which may be necessary, useful, suitable or proper for the furtherance, accomplishment or attainment of any or all of the purposes or powers of the Foundation.

The Foundation may accept donations and grants of cash, securities, real estate, life insurance proceeds, and all other items of value, which it is lawfully able to accept, and which is consistent with the moral and ethical standards of the Supported Organization.

Section 2. Dedication and Distribution of Assets. The net earnings of the Foundation shall be utilized only in accordance with Title 15A of the New Jersey Revised Code, and Section 501(c)(3) of the Internal Revenue Code.

Section 3. Earnings. No such grant or donation shall inure to the benefit of any individual Trustee, Officer or employee of either the Foundation or the Supported Organization, except insofar as such person may be entitled to reasonable compensation for expenses incurred on behalf of the Foundation; nor shall any of the net earnings, nor any of the property or assets, of the Foundation be used other than for the objects and purposes of the Foundation as set out in this Article III of these Bylaws.

Section 4. Activities. No part of the activities of the Foundation shall consist of carrying on propaganda, or otherwise attempting to influence legislation; nor shall the Foundation participate or intervene (by the publishing or distributing of statements or otherwise) in political campaigns on behalf of any candidate(s) for public office.

Section 5. Grants, Donations & Fundraising. The Foundation may solicit and receive grants and donations from any organization, foundation, person or governmental entity for use in furtherance of its purposes, except as may be specified herein. The Foundation shall abide by such approvals, conditions or disapprovals of its activities as the Library Board of Trustees may, and shall have power to, determine.

Section 6. Former Contracts Binding. The Foundation shall be bound by all terms of the Gift Agreement between The Gayle and Paul Gross Foundation and the Hillsdale Free Public Library Foundation and the Board of Trustees of the Hillsdale Free Public Library dated effective December 17, 2018.

ARTICLE IV

BOARD OF TRUSTEES

Section 1. Board Role. The Board is responsible for overall policy and direction of the Foundation and shall be composed of all the Trustees as set forth herein.

Section 2. Board Membership and Size. Board Membership and size. The Board shall have not more than eleven (11), but not fewer than seven (7), voting Trustees. Two members of the Library Board shall be designated by it in a manner determined by the Library Board of Trustees (the "Library Designated Trustees"), and one member of the Friends of the Hillsdale Free Public Library (the "Friends") shall be designated by it in a manner determined by the Friends (the "Friends Designated Trustee"), to serve as Trustees of the Board (collectively the "Designated Trustees"). The remainder of the Board shall consist of persons elected by sitting Trustees. Notwithstanding the foregoing limitation in number of Trustees, the Director of the Hillsdale Free Public Library shall serve as a non-voting *ex officio* Trustee while and for as long as he or she holds that position.

Section 3. Terms. All Trustees, except Designated Trustees, shall serve three-year terms except for initial staggered terms, but are eligible for re-election for an unlimited number of terms. Designated Trustees shall serve two-year terms except for initial staggered terms, but are eligible for re-appointment for an unlimited number of terms, as determined by the Library Board for Library Designated Trustees, and by the Friends for the Friends Designated Trustee. The terms for the initial Trustees shall be staggered with one-, two- and three-year terms and initial incorporating Trustees shall designate by Resolution the Trustees serving such terms. The terms for the initial Library Designated Trustees shall be staggered with one- and two-year terms and the Library Board of Trustees shall designate the Library Designated Trustees serving such terms.

Section 4. Board Elections. The Board shall elect Trustees by a majority vote of Trustees attending the meeting to replace those whose terms will expire (except for Designated Trustees and *ex officio*), or to increase the number of Trustees up to the number permitted by these Bylaws.

Section 5. Compensation. Trustees shall receive no compensation other than reimbursement of their actual and reasonable expenses.

Section 6. Vacancies: Resignation, Termination, and Absences. Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any Trustee (other than Designated Trustees) shall be filled by the Board as soon as practicable. Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any Designated Trustee shall be filled by the Library Board of Trustees or by the Friends, as applicable as soon as practicable. A Trustee

may resign from the Board solely upon written notice to the Board received by the President. Any Trustee may be removed for cause by two-thirds vote of the other Trustees. "For cause" shall include, but not be limited to, excessive absences, defined as more than two (2) absences from Regular Board meetings within a continuous 12-month period, conviction of a felony or a crime of moral turpitude, or a breach of fiduciary duty. Any such removal shall be taken at a Regular meeting of the Board, or a Special meeting called for this purpose. The Trustee(s) being removed shall have an opportunity to be heard at such meeting.

Section 7. Indemnification. The Foundation shall indemnify, in the manner and to the full extent permitted by the Act, any "corporate agent" of the Foundation (as such term is defined in N.J.S.A. § 15A:3-4), which shall include each Trustee, each member of a committee, and each authorized agent, who was or is a party to, or is threatened to be made a party to, any "proceeding" (as such term is defined in N.J.S.A. § 15A:3-4), whether or not by or in the right of the Foundation, by reason of the fact that such person is or was a corporate agent of the Foundation. Where required by law, the indemnification provided for herein shall be made only as authorized in the specific case upon a determination that indemnification of the corporate agent is proper in the circumstances. To the full extent permitted by law, the indemnification provided herein shall include "expenses" (as such term is defined in N.J.S.A. § 15A:3-4) and in the manner provided by law, any such expenses may be paid by the Foundation in advance of the final disposition of such proceeding. The indemnification provided herein shall not be deemed to limit the right of the Foundation to indemnify any other person for any such expenses, nor shall it be deemed exclusive of any other rights to which any person seeking indemnification from the Foundation may be entitled under any agreement, corporation resolution, or otherwise, both as to action in such person's official capacity, and as to action in another capacity while holding such position.

ARTICLE V BOARD MEETINGS

Section 1. Meetings and Notice. Meetings shall be governed by the most recent revision of Roberts Rules of Order, insofar as such rules are consistent and not in conflict with these Bylaws, with the Articles of Incorporation of the Foundation or with provisions of federal, state or local law. Regular meetings of the Board shall be held on a not less than quarterly basis on the third Monday in January, April, September and December of each year, or it may be held on any other day set pursuant to resolution of the Board provided by written notice to all Trustees at least seven (7) days prior to the new date. Regular meetings may be held without notice, provided they are conducted on a date regularly scheduled by the Board. The Foundation Board shall conduct an Annual Meeting at a designated time and place. The principal business of this meeting shall be the election of officers, appointment of an auditor and such other action as the Board may determine may be considered. The Board may provide by resolution the time and place, within the Borough of Hillsdale, New Jersey, for the holding of additional regular meetings of the Board without notice other than such resolution.

Section 2. Special Meetings. Special Meetings of the Board may be called by or at the request of the President or any two (2) Trustees. The person or persons authorized to call Special Meetings of the Board may fix any place within the Borough of Hillsdale, as the place for holding any Special Meeting of the Board called by them. The purpose of any Special Meeting shall be specified in the notice. Such Special Meetings shall require at least seventy-two (72) hours prior written notice by first-class mail, by personal delivery, or by e-mail. If sent by mail, the notice shall be deemed to be delivered three (3) days after deposited in the United States mail in a sealed envelope so addressed, with postage prepaid. Such notices shall be addressed to each Trustee at his or her address as shown on the books of the Foundation. If sent via email, such notice shall include a received and read receipt.

Section 3. Notice. Notice of rescheduled Annual Meetings, Regular Meetings and Special Meetings of the Board shall be given at least seven (7) days prior thereto by written notice delivered electronically by email or personally or sent by first-class mail, to each Trustee at his or her address as shown in the records of the Foundation. If mailed, such notice shall be deemed to be delivered three (3) days after deposited in the United States mail in a sealed envelope so addressed, with postage prepaid. If sent via email, such notice shall include a received and read receipt. Any Trustee may waive notice of any meeting. The attendance of any Trustee at any meeting shall constitute a waiver of notice of such meeting, except where a Trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully noticed or convened. Neither the business to be transacted at, nor the purpose of, any Regular Meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

Section 4. Quorum. A quorum for business transactions to take place and motions to pass shall consist of more than half the number of sitting voting Board members and attending personally, or telephonically or as maybe permitted by statute provided that such number includes at least two (2) officers of the Foundation and one (1) Designated Trustee (designee of the Library Board or Friends).

Section 5. Action by Consent. Any action which is required to be or may be taken at a meeting of the Board may be taken without a meeting if a majority of Trustees consent in writing, consistent with provisions of the Act.

Article VI

OFFICERS

Section 1. Titles and Election. The Trustees shall elect from among their number (but excluding the Designated and *ex officio* Trustees), by a majority vote at the Annual Meeting (or at other meeting, in event of a vacancy, to fill an unexpired term), a President, a Vice-President, a Treasurer, and a Secretary (collectively the "Officers"). No Trustee may serve in more than one office concurrently. The term of the Officers shall be one (1) year and until a successor is duly elected and qualified. The duties of the Officers shall be such as are imposed by these Bylaws and

from time to time prescribed by the Board. Officers shall not serve in a position for more than five (5) consecutive full year terms, except upon an affirmative vote of more than two-thirds (2/3) of the Trustees.

Section 2. Duties. The duties of the Officers are as follows:

The President shall convene and preside over all Regular and Special Board meetings or shall arrange for other officers to preside at each meeting in his or her absence; and is authorized to take action on behalf of the Board on matters with the prior approval of the Board. The President shall be empowered and directed to execute and deliver on behalf of the Foundation any documents, applications, etc. as may be required in connection with and in furtherance of the Foundation's lawful purposes, including but not limited to establishing, modifying or administering any bank account held in the name of the Foundation, with full signature and check writing authority, consistent with such appointment and as limited herein.

The Vice President shall preside at meetings of the Board in the absence of the President; shall act in place of the President in discharging the responsibilities of that office when the President is unable to do so; and shall provide administrative support to the President.

The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all Regular and Special Board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that corporate records are maintained.

The Treasurer shall: administer the finances of the Foundation; make financial information available to all Board members; supervise the preparation of financial statements of the Foundation; make all financial disclosures and reporting required by applicable provisions of the New Jersey Revised Code and the Internal Revenue Code and regulations promulgated thereunder; and open and administer any bank account held in the name of the Foundation, with signature or check writing authority with regard thereto, and shall oversee the activities of any outside audit of the Foundation's books and records.

Article VII

COMMITTEES

Section 1. Executive Committee. The Executive Committee shall consist of the Officers of the Board, and shall, except as otherwise provided by law, have and exercise all the powers of the Board during the intervals between the meetings of the Board, and shall fix its own rules of procedure. Such Committee shall keep a record of its proceedings, which it shall report to the Board from time to time or at any time upon the Board's request.

Section 2. Standing or Ad Hoc Committees. The President, with the approval of the Board, by resolution adopted by a majority of the Trustees, may designate and appoint one or more committees, each of which shall consist of Trustees, which committees, to the extent provided in

said resolution or in the Bylaws of the Foundation, for such specific purpose as the business of the Foundation and the Supported Organization may require. All Committee reports, when requested by the President, are to be made in writing and conveyed to the Secretary. Progress reports of these committees shall be presented to the Board at each of its meetings.

ARTICLE VIII

FINANCIAL MATTERS

Section 1. Authority to Enter into Contracts and Execute Instruments. The Board, except as otherwise required by law, the Certificate of Incorporation, or these Bylaws, may authorize an officer or officers, agent or agents of the Foundation, in addition to the President, to enter into any contract or execute and deliver any instrument or document in the name of and on behalf of the Foundation and such authority may be general or confined to specific instances.

Section 2. Insurance. The Board is authorized to secure such insurance policies as may be required by law or as may be appropriate, including a policy covering acts of, and providing indemnification to, persons serving as Trustees, and agents.

Section 3. Checks, Drafts, Loans, etc. All checks, drafts, loans or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Foundation shall be signed by any two Officers of the Foundation.

Section 4. Deposits. All funds of the Foundation shall be deposited to the credit of the Foundation in such banks, trust companies or other depositories or shall be otherwise entrusted as the Treasurer or appropriate Committee may from time-to-time recommend, subject to the approval of the Board. The investments for the funds maintained by the Foundation shall be made in accordance with any policies agreed among the Library Board of Trustees, the Foundation and any other relevant parties.

Section 5. Gifts. The Board may accept on behalf of the Foundation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Foundation as long as it does not conflict with any gift policy or other policy of the Supported Organization or the Foundation.

Section 6. Conflicts of Interest. The Board shall adopt and enact a conflict of interest policy which must be approved by the Library Board (the "Conflicts Policy"). Each Trustee shall be required annually to sign a copy of the Conflicts Policy confirming his or her ongoing compliance with this policy and must and comply with its terms throughout his or her term as a Trustee. The Secretary shall maintain the executed copies of the Conflicts Policy.

Section 7. Audit. The financial statements of the Foundation and of the various programs it may establish shall be audited on an annual basis by a certified public accountant engaged by the Board. The auditor's report shall be filed with the records of the Foundation. A summary of this report

shall be presented once a year at a Board Meeting. The summary of the report shall also be provided to the Library Board of Trustees.

Section 8. Fiscal Year. The fiscal year of the organization shall be the calendar year, or as otherwise designated by the Board.

**ARTICLE IX
DISSOLUTION**

Section 1. Dissolution. In the event of a liquidation, dissolution, termination, or winding up of the Foundation, the Board shall, after provision for all liabilities, distribute any remaining assets or property of the Foundation for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code to the Supporting Organization or, if the Supporting Organization no longer is in existence or cannot accept the assets for another reason, then to such organization or organizations then located in the United States and qualified under Section 501(c)(3) of the Code, or to a state or local government for a public purpose, as the Board shall deem appropriate. Any such assets not so disposed of shall be disposed of by the Superior Court of New Jersey, exclusively for such purposes or to such organization or organizations as such Court shall determine, which are organized and operated exclusively for such purposes. No part of the proceeds shall be distributed to or inure to the benefit of any of the Trustees or Officers of the Foundation.

Section 2. Dedication and Distribution of Assets Upon Dissolution. Upon the dissolution of the Foundation, assets shall be distributed only in accordance with Title 15A of the New Jersey Revised Code and Section 501(c)(3) of the Code, including but not limited to contributions to, not-for-profit organizations, and the repayment of contributors, at the discretion of the Board, on a pro-rata basis.

**ARTICLE X
JURISDICTION**

Section 1. Jurisdiction. These Bylaws shall be governed by the laws of the State of New Jersey and the laws of the United States, where applicable.

**ARTICLE XI
AMENDMENTS**

Section 1. Amendments. These Bylaws may be amended, adopted, revised or repealed by a two thirds (2/3) vote of all Trustees eligible to vote at a duly convened Regular meeting of the Board or Special meeting called for that purpose, with the necessary quorum being present, provided that such two-thirds (2/3) majority includes the affirmative votes of all sitting Designated Trustees; the amendment having been presented for discussion and to the Secretary at a previous meeting,

or submitted to all Board members by mail or confirmed email at least one week in advance of such meeting. Written notice of the meeting and text of the proposed amendment shall be sent to each Board member at his/her address as shown in the records of the Foundation. Notice of the meeting shall be made in accordance with Article V Board Meeting Sections 1-3.

These Bylaws were adopted by resolution of the Board of Trustees of the Hillsdale Free Public Library Foundation on this 27 day of June, 2019.

x Barbara Brown-Abolafia

Secretary, Board of Trustees of the
Hillsdale Free Public Library Foundation.