

**BYLAWS OF THE BOARD OF TRUSTEES OF
THE FREE PUBLIC LIBRARY OF THE BOROUGH OF HILLSDALE,
BERGEN COUNTY, NEW JERSEY**

ARTICLE I – NAME

Section 1

This organization shall be called “The Board of Trustees of the Hillsdale Free Public Library,” existing by virtue of the provisions of Chapter 54, Title 10 of the Laws of the State of New Jersey, and exercising the powers and authority and assuming the responsibilities delegated to it under the said statute, which has precedence over the bylaws.

ARTICLE II – TRUSTEES

Section 1

Trustees shall be nine (9) in number and shall consist of: the mayor (or his/her representative); the superintendent of schools (or his/her representative); and seven (7) members appointed by the mayor, six (6) of whom must be residents of the Borough of Hillsdale and shall be made with the consent of the Borough Council. Neither the mayor (or his/her representative) nor the school superintendent (or his/her representative) can serve as an Officer for reasons of a potential conflict of interest.

Section 2

All new Trustees shall take an oath of office following appointment, but prior to assuming their position on the Board. The normal term of office for the seven (7) appointed Trustees shall be five (5) years. Any vacancy occurring on the Board due to death, resignation or otherwise shall be filled in the same manner for the balance of the unexpired term at the first meeting of the Board after the vacancy occurs, or as soon as possible. The Library Director shall notify the mayor of any vacancies on the Board.

Section 3

No Trustee(s) or Officer(s) has/have authority to individually or jointly issue orders or incur obligations for or in the name of the Board unless specially empowered to do so by a majority of the Board so voting at a regular or duly called special meeting of the Board where a quorum is present, except as to: (1) matters explicitly within the scope of such Officer’s duties; and (2) actions to address exigent circumstances (in which case, the Board must ratify such actions at the next following meeting). The Board disclaims the validity of any acts or representations in contravention of this Section, and any contracts or agreements made in contravention of this Section are voidable upon an affirmative vote of a majority of the Board.

Section 4

Trustees are expected to attend all meetings of the Board. Any Trustee with three (3) consecutive absences, or four (4) absences in any twelve (12) month period, from Board meetings, will be subject to removal from the Board, absent exigent circumstances. A motion for removal from the Board will be placed on the agenda for the next meeting. A two-thirds vote of the Board shall be required for such removal.

ARTICLE III - OFFICERS

Section 1

The Officers shall be a president, a vice-president, a corresponding secretary and a treasurer, who shall be elected by secret ballot at the annual meeting of the Board. Vacancies in office shall be filled by secret ballot within sixty (60) days after the vacancy occurs.

Section 2

Officers shall serve a term of one (1) year from the annual meeting at which they are elected. No Officer shall serve more than three (3) consecutive terms in the same office, excluding fulfilling an unexpired term of a previous Officer.

Section 3

A nominating committee shall be appointed by the president at the monthly meeting immediately prior to the annual meeting; its chairperson shall present a slate of Officers at the annual meeting. Additional nominations may be made from the floor. Nominations may be presented and seconded by any Trustee. Voting will be by secret ballot, unless otherwise designated by a majority of those present.

Section 4

The president shall preside at all meetings of the Board, authorize calls for any special meetings, appoint all committees, execute all documents authorized by the Board, serve as an ex-officio voting member of all committees and generally perform all duties associated with that office.

Section 5

In the event of the absence of the president from the Board meeting, the duties and functions of the president at the meeting shall be assumed and performed by the vice president, or if absent, the corresponding secretary, or if absent, the treasurer.

Section 6

The recording secretary to the Board, who will be a paid employee and not a voting Trustee (or the Library Director in his/her absence), shall keep full and accurate minutes of all meetings. The recording secretary shall type and disseminate proposed minutes prior to the next meeting. After proposed minutes are approved or amended, the secretary shall finalize them, file them, and have them posted on the Library's Website.

Section 7

The treasurer shall be the official recipient of funds received from the Borough pursuant to N.J.S.A. 54-8, including proceeds from the Library Tax and any discretionary funds. The treasurer shall be the disbursing Officer of the Board, shall be bonded (under a Borough umbrella policy) and together with the Library Director, shall have charge of the Board's funds, which shall be deposited in bank(s) and other financial institution(s) approved by the Board, be familiar with all the accounts of the Board, and shall assist in the preparation of the budget. A record of all disbursements shall be presented to the Board for approval at each regular meeting of the Board. All checks other than payroll checks will require two (2) signatures.

Section 8

The corresponding secretary shall be the official correspondent for the Board and shall prepare and disseminate all correspondence emanating from the Board to outside groups: i.e., the Borough Council; other Borough Departments or Bureaus; other municipalities; the media; and corporations or individuals. The corresponding secretary, or by delegation the Library Director, shall keep safe and secure the original, or nearest copy thereto, of all minutes, bylaws, corporate documents, resolutions, contracts and agreements, insurance policies, financial documents, and other important documents of the Board, and any and all amendments to the foregoing. Such documents shall be made available to any Trustee for viewing or copying upon reasonable notice.

Section 9

An Officer of the Board who fails or is unable to perform the duties imposed by law or by this Board may be removed from office by a two-thirds vote of the remaining Trustees.

ARTICLE IV - MEETINGS**Section 1**

The regular monthly meeting of the Board of Trustees of The Hillsdale Free Public Library shall be held at the Library on such day and time as the Board may fix in setting an annual schedule of meetings, which shall be publicized in accordance with applicable law. All meetings of the Board shall be open to the public in accordance with N. J. Open Public Meetings Act, N.J.S.A. 10:4-6, *et seq.* ("OPMA"). The Board reserves the right not to hold any meeting in July and/or August. If the meeting night must be changed, posted notices are required at public places or in a newspaper in accordance with OPMA.

Section 2

The annual meeting at which Officers are elected shall be held at a time just prior to the regular monthly meeting for January.

Section 3

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

- a. Call to order and reading of OPMA Compliance
- b. Roll call of Trustees
- c. Welcome to visitors with instructions on when to address the Board
- d. Approval of minutes of prior meeting(s)
- e. Financial Report
- f. Action on bills
- g. Correspondence
- h. Library Director's report
- i. Children's Librarian's report
- j. Supporting Organizations report(s)
- k. Committee reports
- l. Unfinished business
- m. New business
- n. Executive Session, as needed, to discuss topic(s) which OPMA permits to be discussed in closed/executive session
- o. Public presentation to or discussion with the Board
- p. Adjournment

Section 4

Special meetings may be called by the corresponding secretary at the direction of the president or at the request of three trustees for the transaction of business as stated in the call for the meeting in accordance with OPMA.

Section 5

A quorum for the transaction of business at any meeting shall consist of five (5) Trustees.

Section 6

Proceedings of all meetings shall be governed by Robert's Rules of Order, latest edition. Where appropriate communication facilities are reasonably available, any or all Trustees shall have the right to participate in all or any part of a meeting of the Board or a committee of the Board by means of conference telephone, video conferencing technology, or any means of communication by which all persons participating in the meeting are able to hear each other, except to the extent that such participation is violative of OPMA.

Section 7

Official action is normally to be taken at regular monthly or specially called meetings at which a quorum is present. All motions shall require for adoption a majority vote of those present and voting. The president may vote upon or second a proposal before the Board. A Trustee may abstain from voting, and the silence of a Trustee on any vote shall be recorded as an abstention. Abstentions shall be recorded but shall not be counted as votes. Proxy voting is prohibited. A vote can be conducted by voice, a show of hands or roll call, provided the vote of every Trustee is recorded. All Trustees must be given the opportunity to vote, and the vote, including abstentions, shall be recorded. Any Trustee can request that the Board be polled.

ARTICLE V - LIBRARY DIRECTOR AND STAFF

Section 1

The Board shall appoint a qualified Library Director who shall be the executive and administrative Officer of the library on behalf of the Board and under its review and direction. The director shall attend all Board meetings except those portions of meetings at which the director's salary or appointment is to be discussed or decided.

Section 2

The Library Director shall possess a professional librarian certificate. The Board shall evaluate the Director's performance on an annual basis.

ARTICLE VI - COMMITTEES

Section 1

The president shall appoint committees of one or more Trustees each for such specific purposes as the business of the library may require, and shall serve as an ex-officio voting member of each committee, in accordance with Art. III, Section 4 of these Bylaws.

Section 2

All committee reports, when requested by the president, are to be made in writing and conveyed to the secretary for filing. Progress reports of these committees shall be presented to the Board at each of its meetings.

Section 3

No committee shall have other than advisory powers unless, by suitable action by the Board, it is granted specific power to act.

Section 4

The following might be typical Committees:

- Finance
- Operations (Administrative)
- Building & Grounds
- Policy and Planning
- Public Relations
- Personnel

ARTICLE VII - GENERAL POLICIES

Section 1

In conformity with the provisions of R. S. 40:54-12, the Board shall hold in trust and manage all the property of the library.

Section 2

At the October meeting each year, the director shall present the budget to the Board. At the November meeting the Board shall modify, if necessary, and approve the budget and forward it to Mayor and Council.

Section 3

The Board may require that a future act or motion may be approved only upon a supermajority vote of voting Trustees, if such requirement is approved in advance by a vote of the same number of Trustees as would be required for approval of the act or motion (e.g., the Board may require that a change in its Gift or Naming policy may be effectuated only by a two-thirds majority of voting Trustees, only if such requirement is approved by a two-thirds majority of voting Trustees.

Section 4

These bylaws may be amended by a two-thirds vote of all voting Trustees, provided written notice of the proposed amendment(s) shall have been transmitted to all Trustees at least ten (10) days prior to the meeting at which such action is proposed to be taken.

Approved and Adopted: April 11, 2001

Amended May 29, 2001: Article I: Sections 2 & 3

Amended Jan 21, 2001: Article I: Section 1, Article III: Section 5

Amended July 26, 2004: Article III: Section 7

Amended January 9, 2023: Multiple Sections