

**BYLAWS OF THE BOARD OF TRUSTEES  
OF THE  
FREE PUBLIC LIBRARY OF THE CITY OF HOBOKEN**

**Article I - Name**

This organization shall be known as "The Board of Trustees of the Free Public Library of the City of Hoboken" (the "Board") as to the governing body for "The Hoboken Public Library" (the "Library"). The Board is formed pursuant to N.J.S.A. 40:54-1, et seq. and shall exercise the powers and authority and assume the responsibilities delegated to it under the statutes and regulations governing free public libraries in New Jersey.

**Article II - Organization of the Board**

**Section 1. Appointments and Terms of Office.** The Board of Trustees consists of nine (9) Trustees, seven (7) Trustees appointed pursuant to N.J.S.A. 40:54-9, together with the Mayor of Hoboken and the Hoboken Superintendent of Schools. Pursuant to N.J.S.A. 40:54-9 the Mayor and the Superintendent may appoint alternates to act in their stead, to attend meetings and to vote in their absence. All new Trustees shall take an oath of office following appointment, but prior to assuming their position on the Board.

**Section 2. Meeting Attendance.** Trustees are expected to attend all meetings except when they are prevented by a valid reason. In the event a Trustee cannot attend a meeting, that Trustee should notify the Library Director or an officer of the Board prior to the meeting and, if appropriate, request that the Board of Trustees excuse the absence. The office of a Trustee will be declared vacant in accordance with N.J.S.A. 40A:9-12.1. Vacancies shall be filled for the balance of an unexpired term or for a full term, by appointment by the Mayor, pursuant to N.J.S.A. 40:54-10.

**Section 3. Individual Trustees.** No member of the Board of Trustees shall assume power or responsibility to make decisions or incur obligations for or affecting the Library or the Board, except as that power or responsibility has been specifically delegated to that Trustee by the Board. The Board disclaims the validity of any acts or representations taken or made 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.

**Article III - Officers**

**Section 1. President, Treasurer, Secretary.** The officers shall be President, Treasurer, and Secretary. The officers shall be elected at the annual meeting of the Board of Trustees. Vacancies in any office shall be filled for the remainder of the term by a vote taken at the next regular meeting of the Board of Trustees.

**Section 2. Term of Office.** Officers shall serve a term of one (1) year from the annual meeting at which they are elected and continuing until their successor is elected.

**Section 3. President's Duties.** The President shall preside at all regular and special meetings of the Board of Trustees, appoint all committees and chairpersons, authorize calls for special or emergency meetings of the Board of Trustees, execute all documents authorized by the Board of Trustees, serve as an ex-officio voting member of all committees, and generally perform all duties associated with that office. The President shall notify the Mayor of any vacancies on the Board of Trustees.

**Section 4. Acting President.** The Secretary shall serve as Acting President in the absence of the President. If the Secretary is absent or cannot serve as Acting President, the Treasurer shall serve as Acting President. If both the Secretary and the Treasurer are absent or cannot serve as Acting President, the Trustee with the longest service on the Board of Trustees shall serve as temporary chair of the meeting and those Trustees present shall then nominate and select an Acting President for that meeting.

**Section 5. Treasurer's Duties.** The Treasurer shall be the chief financial officer of the Board of Trustees. The Treasurer shall account for all funds received, due or owing to the Hoboken Public Library from all sources of income. The Treasurer shall account for the safeguarding, investment (as appropriate) and disbursement of all funds. The Treasurer shall present a monthly financial report to the Board of Trustees showing in detail the amount and investment of, and income and disbursements from, the funds in the Treasurer's charge and identifying material changes to the financial status of the Library. The Treasurer shall sign all vouchers and shall sign checks upon the authorization of the Board of Trustees. The Treasurer shall oversee the production of financial records required for an annual audit performed by an independent auditing firm and shall review and report on the results of the annual audit to the Budget and Finance Committee, the President, and the full Board.

**Section 6. Secretary's Duties.** The Secretary shall perform, or cause to be performed, the following duties: keep a true and accurate record of all proceedings of Board of Trustees' meetings, call the roll, record votes, issue notices of all regular meetings of the Board of Trustees, by direct action or delegation, issue notices of special meetings and emergency meetings on the authorization of the President, have custody of the minutes and other records of the Board of Trustees, and perform such other duties as are generally associated with that office. Notices of regular meetings shall be mailed electronically to Trustees at least four (4) days in advance of the meeting and shall include the minutes of the prior meeting, the agenda of topics to be discussed at the scheduled meeting, and any reports considered essential to consideration of the agenda. The Board of Trustees may delegate any of the non-voting duties of the Secretary, as appropriate, to the Library Director and/or to a Recording Clerk employed by the Board of Trustees.

## **Article IV- Meetings**

**Section 1. Regular Meetings.** The regular monthly meeting of the Board of Trustees shall be held on the fourth Tuesday of every month, at 6:30 p.m. The Board of Trustees shall set the dates and times of the meetings at its annual reorganization meeting. All meetings of the Board of Trustees shall be open to the public in accordance with the Open Public Meeting Law (N.J.S.A. 10:4-6).

**Section 2. Annual Meeting.** The annual meeting shall be held at the time of the regular monthly meeting for the month of July each year and shall be conducted just prior to the monthly meeting.

**Section 3. Order of Business.** The order of business for regular meetings shall include, but not be limited to, the following items which shall be covered in the sequence shown so far as circumstances permit, but may be changed at any time at the discretion of the Board or the President or Acting President:

- a. Call to order.
- b. Announcement of compliance with the Open Public Meetings Act
- c. Roll call
- d. Approval of minutes of prior meeting(s)
- e. Public comment
- f. Director's report
- g. President's report
- h. Treasurer's report
- i. Hoboken Public Library Friends and Foundation report
- j. Action on bills
- k. Committee reports
- l. Old business
- m. New business
- n. Closed/executive session (if necessary)
- o. Consent agenda
- p. Adjournment

**Section 4. Agendas and Notices.** Meeting agendas and notices shall indicate the time, date, and place of the meeting and indicate all subject matters intended for consideration at the meeting with detail sufficient to notify the public of significant matters docketed for discussion and/or vote.

**Section 5. Minutes.** Minutes of all meetings shall, at a minimum, include the date, time and place of the meeting; the names of all Trustees present and absent; the substance of all matters proposed, discussed or decided, and a record and result of votes taken; the names of the public who appeared and addressed the Board of Trustees and the substance of their comments; and other meeting information that Trustees request be entered in the record. Board of Trustees minutes shall be made available to the public after being approved by the Board at a public meeting.

**Section 6. Special Meetings.** Special meetings may be called at the direction of the President, or at the written request of three (3) Trustees, for the transaction of business as stated in the notice for the meeting. Except in cases of emergency, at least 48 hours' notice shall be given, in accordance with the terms of the Open Public Meetings Act.

**Section 7. Quorum.** A quorum for the transaction of business at any meeting of the Board of Trustees shall consist of five (5) Trustees, or a simple majority of Trustees if any Trustee positions are vacant.

**Section 8. Participation Remotely by Electronic Communications.** Trustees who cannot physically attend a meeting may participate in the meeting via remote audio/video conferencing using an electronic communications system operated by the Board, provided that all attending the meeting, whether physically or remotely, can hear and be heard by all other Trustees and the public, and have the opportunity to fully participate in the meeting. When a Trustee participates via remote access, all votes taken by the Board shall be via roll call vote.

## **Article V - Library Director and Staff**

**Section 1.** The Board of Trustees shall appoint a qualified Library Director who shall be the executive and administrative officer of the Library acting on behalf of the Board of Trustees and under its review and direction. The Library Director shall act as technical advisor to the Board of Trustees. The Library Director shall attend all Board of Trustees meetings except the portions of those meetings at which the Library Director's salary, job performance, or terms and conditions of employment are to be discussed or decided, unless the Library Director exercises the right to have the salary, job performance, and terms and conditions of employment discussed in public session. The Library Director shall have no vote. The Library Director shall serve as the appointing authority for all Library employees for purposes of New Jersey Civil Service Commission rules and regulations.

**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. Standing Committees.** The following are the standing committees of the Board of Trustees: Budget and Finance; Buildings and Grounds; and Personnel and Policy. Committees shall be appointed by the President promptly after the annual meeting.

**Section 2. Special Committees.** The President shall appoint special committees for the study and investigation of special problems or issues. Special committees shall continue until the final report of the work for which they were appointed has been made to the Board of Trustees or until terminated by the President or by a majority vote of the Board.

**Section 3: Limitation of Powers.** No committee shall have other than advisory powers to make recommendations for action by the full Board.

## **Article VII. Conflict of Interests**

**Section 1. No Financial Interest** Trustees shall not in any capacity outside membership on the Board of Trustees negotiate, bid for, or enter into a contract with the Hoboken Public Library in which they or a family member have a direct or indirect financial interest. For purposes of these Bylaws, "family member" shall include a Trustee's spouse, civil union or domestic partner, grandparent, parent, child, sibling (including in-laws and step-relatives of any of these relations), niece, nephew, aunt, uncle, and first cousin.

**Section 2. Recusal.** A Trustee shall withdraw and make a self-recusal from any discussion, deliberation, and vote by the Board of Trustees on any matter in which the interest of the Trustee, a family member, or an organization with which the Trustee or a family member is associated or has a financial interest conflicts - in actuality or appearance - with the interest of the Hoboken Public Library.

**Section 3. No Gifts.** A Trustee may not receive anything of value from any staff member, vendor, contractor, or other party that receives, or is in a position to receive, remuneration from the Board of Trustees.

## **Article VIII. General.**

**Section 1. Majority Vote.** An affirmative vote of the majority of the members of the Board of Trustees present at a meeting and voting, provided there is a quorum present at the time, shall be necessary to approve any action before the Board of Trustees. The President may vote upon, and may move or second, any motion or proposal before the Board of Trustees.

**Section 2. Amendment.** These By-laws may be amended by a 2/3 majority vote of all members of the Board of Trustees, provided written notice of the proposed amendment shall have been sent to all Trustees at least ten (10) days prior to the meeting at which such action is proposed to be taken.

**Section 3. Financial Controls.** All bank accounts opened in the name of the Hoboken Public Library or the Hoboken Public Library Board of Trustees, shall require two (2) signatures for check writing or withdrawal authority and shall be established in banking institutions that comply with the Government Unit Deposit Protection Act. The President, Treasurer, Secretary, and Library Director shall be the authorized signatories on all bank accounts. All signatories on bank accounts shall be bonded in an amount determined by the Library Board, provided that the bond for the Treasurer will not be less than the amount required by N.J.S.A. 40:54-13.

**Section 4. Parliamentary Authority.** All meetings of the Board shall be conducted in accordance with the procedures set out in the current edition of *Robert's Rules of Order Newly Revised*.

Adopted by the Board of Trustees March 19, 2013

Amended by the Board of Trustees April 29, 2014

Readopted by the Board of Trustees July 29, 2014

Amended and readopted by the Board of Trustees, July 28, 2015

Amended by the Board of Trustees June 28, 2016

Amended by the Board of Trustees July 25, 2023