

# Princeton Public Library Board of Trustees Bylaws

Revised and Approved by the Princeton Public Library Board of Trustees: April 19, 2023, Sept. 20, 2023,  
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# PRINCETON PUBLIC LIBRARY

## BOARD OF TRUSTEES

### BYLAWS

Revised March 19, 2025

#### ARTICLE I — NAME AND LOCATION

The name of this organization is the Trustees of the Free Public Library of Princeton, NJ located at 65 Witherspoon Street, Princeton, NJ, operating as Princeton Public Library (the “Library”). The Board of Trustees (the “Board”) is the governing body of the Library.

**History.** The Free Public Library of Princeton was established as a municipal library by referendum and incorporated in 1909 (N.J.S.A. 40:54-1 et seq.). The Joint Free Public Library of Princeton Borough and Princeton Township was established by referendum and incorporated in 1961 (N.J.S.A. 40:54-29.3 et seq.). The voters of Princeton Borough and Princeton Township approved a ballot measure on November 8, 2011, to consolidate their two local governments (N.J.S.A. 40:43-66.59). The merger took effect on January 1, 2013, and the Board of Trustees was incorporated on January 15, 2013, according to the provisions of Chapter 54 of the Laws of the State of New Jersey (Title 40) to exercise the powers and duties granted to it under said statute.

#### ARTICLE II — PURPOSE

The purpose of the Board of Trustees is to supervise the administration and expenditure of funds of the Princeton Public Library and its provision of free public library service to all residents of Princeton, each in accordance with New Jersey State law and regulation and local ordinances.

#### ARTICLE III — MEMBERSHIP

**3.1 Size.** The Board shall consist of nine members in accordance with N.J.S.A. 40:54-9.

- Seven members appointed by the Mayor, at least four of whom shall be residents of the municipality
- The Mayor of Princeton or Mayor’s alternate
- The Superintendent of Schools or Superintendent’s alternate

**3.2 Appointment Recommendations.** The Board shall recommend a list of prospective candidates for open board seats to the Princeton Mayor by November 1 of each year. Said candidates shall be determined based on the skills needed for the Board to carry out its legal responsibilities regarding the Library. In the event of a mid-year vacancy, the Board shall recommend, to the Mayor, prospective candidates in a timely manner. Candidates recommended for board positions shall have an active Princeton Public Library card, an articulated interest in serving on the Library Board of Trustees and an understanding of contemporary library issues and functions. All trustee candidates shall complete a “Princeton Volunteer Application Form for Appointment to Boards, Committees, and Commissions,” available from the municipal clerk’s office, for consideration for a board position.

**3.3     *Resignation.*** Trustees resigning their position shall provide notice in writing to the Mayor and the Board President. In the case of the President's resignation, notice shall be given to the Mayor and the Vice President of the Board.

**3.4     *Removal.*** Any Trustee may be removed from office for cause. The Board shall make recommendations for removal to the Mayor upon two-thirds vote of the Trustees.

**3.5     *Term of Membership.*** Appointed members to the Board shall serve five-year, staggered terms. A member appointed to fill the unexpired term of a departed community member shall serve for the remainder of the unexpired five-year term of the departed member. Upon the expiration of a term of office shorter than five years, a member may be appointed or reappointed by the Mayor for a term of five years.

The Mayor and Superintendent of schools serve as long as they hold office (ex-officio) and may appoint alternates to serve in their place for any length of time.

**3.6     *Vacancies.*** Board vacancies will be posted on the Library's website.

**3.7     *Term Limits.*** The Board generally recommends to the Mayor that community members not serve more than two consecutive five-year terms (in addition to any shorter initial term) and that any reappointment after serving two consecutive five-year terms be deferred until after the community member has taken at least a one-year hiatus from the Board.

## **ARTICLE IV — BOARD OF TRUSTEE RESPONSIBILITIES**

**4.1     *Legal Responsibility.*** Legal responsibility for the maintenance of the Princeton Public Library is vested in the Board of Trustees. Subject to state and federal law, the Board has the power and duty to determine policies governing the Library's operations and services.

**4.2     *Board Duties.*** The Trustees of the Princeton Public Library shall:

- Hold in trust and manage all Library property.
- Diligently seek to secure funds necessary to support the Library.
- Select and hire, by contract, a professionally licensed auditing firm each year to conduct an audit of the previous year's accounts, which audit shall conform to all relevant specifications of New Jersey Statutes Title 40, Chapter 54, and shall be formally approved by the Board of Trustees at a duly advertised and convened meeting.
- Oversee the Library staff's expenditure of funds collected, donated, or appropriated for the Library, and approve the annual audit.
- Establish policies for the use, governance and operation of the Library.
- Stay abreast of library trends.
- Select, appoint, supervise and evaluate (at least annually) a certified and highly-qualified library Executive Director and determine compensation for that position.
- Understand and represent the interests and needs of the community.
- Work with the Executive Director to set short- and long-term goals for the Library.
- Advocate on behalf of the Library with public officials and other boards and community groups.

**4.3 Continuing Education.** Board members can better ensure the effectiveness of the Princeton Public Library when they are substantially informed about current library issues. To ensure members maintain reasonably current knowledge about the ongoing and emerging issues confronting modern libraries, each member will attend one hour of training per year, at a minimum. Training may be provided at board meetings, at an off-site location, or via virtual instruction. Per N.J.S.A. 15:21-2.3, a member or members of the Board must have received a minimum of seven total hours of library-related education annually, among other requirements, to qualify for state aid.

## **ARTICLE V — OFFICERS**

**5.1 Positions of Office.** The officers of the Board shall be a President, Vice President, Treasurer and Secretary elected from among the Board's members at the Board meeting in the month immediately before the annual organization meeting of the Board to serve for one year or until their successors are duly elected. Unless no alternative is available, no member shall hold more than one office at a time.

**5.2 Officer Terms.** Officers are eligible to serve no more than three full consecutive one-year terms in the same office. If Board members believe that it is in the Library's best interest, the Board may, by two-thirds vote of the entire membership, allow an officer to remain in office for longer than otherwise allowed herein.

**5.3 Vacancies of Office.** A vacancy in office shall be filled by election of a successor for the unexpired term of the vacant office except for the office of President, which shall be filled by the Vice President. Should this take place, a new Vice President shall be elected at the first regular meeting after the vacancy occurs. A Board member who fills a vacancy in office for a partial term shall not be prohibited from being elected to a full term or terms.

**5.4 Officer Nominations.** The Personnel Committee shall present its slate of officers at the November meeting. Additional nominations for the slate of officers may be proposed by other Board members at that time; such nominations shall not require seconding. In the event of more than one candidate on the slate for an office, the vote shall be by secret ballot. In that case, the Personnel Committee shall serve as an election committee to collect and count the ballots and report the results to the Executive Director who will announce the new officers.

**5.5 President.** The President shall:

- Preside at all meetings of the Board.
- Authorize calls for special meetings.
- Appoint all committees.
- Execute all documents authorized and required to be signed by the Board.
- Enforce all bylaws and regulations.
- Serve as ex-officio, non-voting member of all Board committees.
- Confer with the Executive Director about the agenda for each board meeting.
- Serve as a member of the Board of Directors of the Friends and Foundation of Princeton Public Library or appoint a trustee representative.
- Generally, perform all the duties associated with the office of President.

Only the President, or their designee, shall speak on behalf of the Board and shall do so consistent with the Board's actions and the consensus of its deliberations.

**5.6 Vice-President.** The Vice President, in the absence or disability of the President, or in case of a vacancy in that office, shall assume and perform the duties of the President, and shall perform all responsibilities as requested by the President of the Board.

**5.7 Treasurer.** The Treasurer shall co-sign checks drawn on funds held by the Library in accordance with check signing authority as designated by the Board, approve all purchase orders for disbursements from Library funds and perform such duties as generally devolve upon the office. The Treasurer shall be bonded in such amount as required by N.J.S.A. 40:54-13. The Treasurer, along with the Board, shall direct the Executive Director or Finance Director to request from the disbursing officer of the municipality the money reserved for Library purposes as provided in N.J.S.A. 40:54-8.

The Treasurer, together with the Executive Director, shall have charge of the Library funds, which shall be deposited with a bank (or banks) approved by the Board. The Treasurer shall ensure that payment of all bills is made after review and approval by the Board. The Treasurer shall be authorized to approve bills for payment without prior Board approval where scheduling of the Board's meetings does not provide opportunity for such review, including where a regular board meeting has been canceled for lack of quorum, provided that a listing of such bills paid shall be provided to the Board for approval at the next board meeting thereafter. The Treasurer shall make monthly reports to the Board, showing in detail the amount and investment of, and income and disbursements from, the funds in their charge. Unless otherwise communicated by the Treasurer, the Library staff will prepare each month's bills list for the Treasurer's review and approval no later than two business days prior to either the date of the next scheduled regular Board meeting or if no meeting is scheduled that month, then the date a meeting would have been held if scheduled that month."

**5.8 Secretary.** The Secretary shall ensure that a true and accurate account of all proceedings of board meetings is kept. The Secretary shall see that the minutes and other records of the Board are filed in a safe and secure manner, assure issuance of notice for all regular and special meetings and generally perform all the duties associated with that office.

**5.9 Compensation.** The Trustees, including all officers of the Board, shall serve without salary or other compensation. The officers may be reimbursed for reasonable expenses incurred in performing their duties as officers.

**5.10 Removal of Officers.** Officers may be removed from office by a vote of two-thirds of the Board. Such action may be initiated at a duly scheduled meeting of the Board, provided ten days' advance notice of any such action shall have been given to all Trustees, including the officer proposed to be removed.

## **ARTICLE VI — MEETINGS**

All meetings and notices of meetings of the Board shall conform to the provisions of the State of New Jersey Open Public Meetings Act, N.J.S.A. 10:4-6 et seq.

**6.1 Regular Meetings.** Regular meetings of the Board shall be held monthly on such dates and times as may be set by the Board of Trustees. As required by N.J.S.A. 4:10-8, the schedule of regular meeting dates will be approved by the Board of Trustees and then posted in the Library, filed with the municipal clerk and sent to the official newspapers. The schedule will also be posted on the Library's website. Any regularly scheduled meetings may be canceled by appropriate action taken by the Board.

**6.2 Annual Meeting.** Unless otherwise agreed by the Board, the first meeting of the Board after January 1 shall be the annual organization meeting, at which time the President will administer the oath of office to those new and re-appointed board members who have not taken the oath. The Board shall also approve the official financial institutions and related signing authorities, newspapers, attorneys and auditors; and may address any other organizational matters that may come before the Board.

**6.3 Special Meetings.** Special meetings of the Board may be called, upon five days' written notice to the Board, by the President or any other officer of the Board acting on behalf of the President or, by any three members of the Board. At least 48-hours' advanced public notice of the meeting must be publicized in accordance with N.J.S.A. 10:4-8d.

**6.4 Emergency Meetings.** In the event that an emergency meeting is required without time to provide adequate notice as specified in N.J.S.A. 10:4-8, the Board, upon the affirmative vote of at least two-thirds of the members present, may hold an in-person or remote meeting waiving the adequate notice requirement if the conditions specified in N.J.S.A. 10:4-9 are satisfied.

**6.5 Quorum.** A quorum for the transaction of business at any meeting shall consist of five members of the Board present in person or via remote means as permitted by the laws of the State of New Jersey and the regulations of the Department of Community Affairs. Participation by members at in-person board meetings by telephone, with prior notice to the Executive Director, constitutes attendance at such meetings, provided that the member(s) on a phone or other device are able to hear the meeting proceedings and all board members and the public physically present at the meeting are able to hear the comments made by the physically remote member(s). If a quorum is not present, the meeting may be rescheduled.

**6.6 Chair Pro Tempore.** The Vice President, the Treasurer or the Secretary, in that order, shall preside in the absence of the President. In the absence of all of them, the Trustee with the longest service on the Board then present shall preside.

**6.7 Order of Business.** Unless otherwise determined by the Executive Director or the President for any meeting, the order of business at regular Board meetings (which may be changed in order to facilitate the transaction of business) shall be:

- Call to order
- Compliance with Open Public Meetings Act statement
- Consent agenda (approval of meeting minutes, bills for payment, routine matters)
- Public comment
- Reports
- Unfinished business
- Correspondence
- New business
- Board comment
- Proposed agenda items
- Closed session (if needed)
- Adjournment

**6.8 Agenda.** The meeting agenda shall indicate the time, date and place of the meeting as well as all matters intended for consideration at the meeting.

- **Consent Agenda** - Items may be removed from the consent agenda on the request of any one member. Items not removed may be adopted by a single vote without debate. Removed items may be taken up either immediately after the consent agenda or placed later on the agenda.
- **Public Comment** - Public comment will be allowed only during the Public Comment portion of the meeting. Speakers should provide their name and address (e.g., street name and municipality) and shall limit comments to three minutes maximum. There will be a 15-minute maximum time period for all public comments, unless an alternative time limit is stated at the start of the public-comments section of the meeting by the meeting chairperson. Comments should be directed to the Board, but the public comments do not require any response from Board members; this is not a discussion or Q&A session. Under New Jersey law, the Board shall not discuss personnel matters with the public and shall not respond to comments made by the public regarding personnel matters. The President may refer questions or requests for action to staff for response at a later date.

Speakers shall be reminded that comments should be respectful and comments containing offensive, profane or indecent language or language constituting hate speech will not be accepted. Defamatory or abusive remarks are always out of order.

**6.9 Parliamentary Authority.** A majority vote of those present and voting at any duly constituted meeting shall be required for action by the Board. The President may vote on all proposals and may offer or second motions.

The rules contained in Robert's Rules of Order Newly Revised, shall govern the parliamentary procedure of the meetings in all cases, unless these bylaws and/or any statutes applicable to the Board state otherwise.

**6.10 Attendance.** Members are generally expected to attend all board meetings. Per N.J.S.A. 40A:9-12.1g, any board member who is absent without excuse by the Board from four consecutive regular board meetings may be recommended for removal from the Board. A recommendation to the Mayor for removal from the Board of any such absent member may be placed on the agenda for the next scheduled meeting of the Board. Approval by two-thirds of Board members at a regularly scheduled meeting shall be required for authorization of such recommendation.

## **ARTICLE VII — COMMITTEES**

All committees shall be advisory to the Board. They shall have the responsibility of keeping themselves and the Board informed on all matters pertaining to their function and shall make reports and recommendations to the Board as necessary. Committee meetings shall be called by the chair or at the request of members of the Board or the Executive Director.

The President, or chair of a committee, may invite staff members, with approval by the Executive Director, to participate in committee meetings.

The President will be an ex-officio member of all committees except the Personnel Committee when it is meeting to discuss board nominations while the President is remaining in office.



**7.1 Standing Committees.** The President shall appoint the following committees at the annual organizational meeting: Finance, Policy, and Personnel. Committee members are expected to serve until the next annual meeting unless assignments are revised by the Board. Updates to committee assignments may be made as needed throughout the year.

- The Finance Committee, which shall include the Treasurer:
  - works with the Executive Director and the Finance Director to develop a fiscally responsible and innovative budget.
  - regularly reviews financial reports.
  - compares budgeted to actual results.
  - discusses other issues related to the Library's financial planning.
- The Policy Committee:
  - reviews the bylaws at least once every two years.
  - meets when requested to review policies of the Library and makes recommendations for revisions as necessary.
- The Personnel Committee:
  - suggests a slate of officers for the following year at the November meeting. Election of officers will take place at the Board meeting in the month immediately before the annual organization meeting of the Board. In anticipation of Trustee vacancies, the Committee will establish a procedure to make recommendations to the Mayor to fill those vacancies that may arise.
  - evaluates the Executive Director at least annually according to provisions in the Executive Director's contract. At the Board's discretion, the committee may conduct more frequent evaluations. Evaluations may include information collected from Trustees, employees, representatives of the Friends and Foundation, representatives from partner community groups and patrons. The committee may also invite the Executive Director to submit a self-assessment.
  - reviews and discusses the escalation of human resource matters presented by the executive director.

**7.2 Ad Hoc Committees.** The President may appoint committees for the study of special matters, with a majority approval of the Board, to serve until the completion of the work for which they were appointed has been filed. These committees may include staff and public representatives, as well as outside experts.

## **ARTICLE VIII — LIBRARY EXECUTIVE DIRECTOR**

The Executive Director shall be appointed by the Board and shall be responsible to the Board. The Executive Director is the chief executive officer of the Library and shall develop and execute the strategic direction of the Library, subject to oversight by the Board and its established policies. The Executive Director shall have the authority to hire, supervise, discipline and terminate staff and to set their compensation based on guidelines approved by the Board. The Executive Director shall issue requests for proposals and evaluate proposals submitted, and make recommendations to the Board for approval, may enter into or renew contractual obligations for the performance of tasks that have been included in the approved budget, and may make recommendations to the Policy Committee and/or full Board for new policies and changes to existing policies.

The Executive Director shall attend all board meetings but shall not vote, and may be included in closed sessions.

The Executive Director will facilitate appropriate communication channels to the Board for staff members desiring to communicate with the Board. Generally, such communication shall be in writing and shared by the Executive Director with the Board.

## **ARTICLE IX — CONFLICT OF INTEREST**

Board members shall not negotiate, bid for, or enter into a contract with the Princeton Public Library on behalf of an entity in which they have a direct or indirect financial interest.

A board member shall withdraw from board discussion and deliberation and abstain from voting on any matter in which the board member, an immediate family member or an organization with which the board member is associated, or with which the board member has a financial interest or other conflict of interest, and shall disclose their reason(s) for withdrawing to the remaining members of the Board.

A board member shall not receive anything of value (more than \$25.00 in a single item or the aggregate) that could reasonably be expected to influence their vote or other official action of the Board.

Board members shall comply with the requirements of N.J.S.A. 40A:9-22.6a, the Local Government Ethics Law (LGEL), N.J.S.A. 40A:9-22.1 et seq., and adopted regulations under the Law, which, among other requirements, requires local government officials to file a financial disclosure statement annually. All Trustees shall conduct themselves in compliance with the requirements of the New Jersey Local Government Ethics Law.

## **ARTICLE X — CODE OF ETHICS**

Princeton Public Library Trustees are accountable for the resources of the Princeton Public Library as well as seeing that the Library provides the best possible service to its community.

All Trustees make a personal commitment to contribute the time and energy faithfully to carry out their duties and responsibilities effectively and with absolute truth, honor, and integrity.

- Trustees shall respect the opinions of their colleagues and not be critical or disrespectful when they disagree or oppose a viewpoint different from their own.
- Trustees shall comply with all the laws, rules, and regulations that apply to them and to their library.
- Trustees, in fulfilling their responsibilities, shall not be swayed by partisan interests, public pressure, or fear of criticism.
- Trustees shall not engage in discrimination of any kind and shall uphold library patron's rights to privacy in the use of library resources.
- Trustees must distinguish clearly in their actions and statements between their personal philosophies and attitudes and those of the Library, acknowledging and supporting the formal position of the Board even if they disagree.
- Trustees must respect the confidential nature of library business and not disclose such information to anyone. Trustees must also be aware of and in compliance with Freedom of Information laws.
- Trustees must avoid situations in which personal interests might be served or financial benefits gained as a result of their position or access to privileged Library information, for either themselves or others.
- Trustees shall immediately disqualify themselves whenever the appearance of or a conflict of interest exists.

- Trustees shall not use their position to gain unwarranted privileges or advantages for themselves or others from the Library or from those who do business with the Library.
- Trustees shall not interfere with the management responsibilities of the Executive Director or the supervision of Library staff.
- Trustees shall support the efforts of librarians in resisting censorship of Library materials by groups or individuals.
- Trustees shall not retaliate against anyone who reports violations of this code of ethics.

## **ARTICLE XI — AMENDMENT**

The Board may amend these bylaws at any regular meeting of the Board by majority vote of all members of the Board, provided written notice of the proposed amendment shall have been sent to all members at least ten days prior to the meeting at which such action is proposed to be taken.