

## BY-LAWS OF HINGHAM PUBLIC LIBRARY

(AS AMENDED 1965)  
(AS AMENDED 1974)  
(AS AMENDED 1992)  
(AS AMENDED 2014)  
(AS AMENDED MAY 18, 2022)

### PREAMBLE

The Board of Trustees of the Hingham Public Library Corporation (the “corporation”) hereby adopts the following by-laws in conformity with, and pursuant to the authority granted by, Chapter 117 of the Acts of 1872, Chapter 733 of the Acts of 1963, and Chapter 249 of the Acts of 1965.

### ARTICLE 1 NAME AND PURPOSE

The corporation shall be known as the Hingham Public Library, and its purpose shall be to operate and maintain a public library in the Town of Hingham (the “library”) in trust for the benefit of the inhabitants of the Town of Hingham.

The corporation shall hold all property, both real and personal, and shall use all funds (including funds which may hereafter be acquired by it by grant, gift, devise, bequest, public subscription or town appropriation) for such purpose.

### ARTICLE 2 BOARD OF TRUSTEES

**Section 2.1. Board of Trustees.** The Board of Trustees shall consist of (a) the Members of the corporation; (b) the Chair of the Select Board of the Town of Hingham, the Superintendent of Schools of said Town, and the Treasurer of said Town, all as from time to time in office, as Trustees *ex officio*; (c) three residents of said Town of Hingham appointed by said Select Board; and (d) two residents of said Town appointed by the Moderator of the Town of Hingham.

**Section 2.2. Members of the Corporation.** There shall at all times be not fewer than nine (9), nor more than eleven (11), Members of the corporation. Subject to the foregoing provisions of this Section 2.2, the Board of Trustees from time to time may, and in the event that the number of Members shall be or become fewer than nine (9) shall, elect another person or other persons to membership in the corporation. Any person so elected shall become a Member of the corporation upon delivery, by electronic or other means, of a written letter of acceptance of appointment to the Chair of the Board of Trustees or to the Secretary.

**Section 2.3. Trustees Appointed by the Select Board.** The Select Board shall, on or before July 1 of each year, appoint one Trustee to serve a term of three years, commencing on July 1 of that year and continuing through June 30 of the third year hence. In the event that the

Select Board does not make an appointment to which it is entitled on or before July 1, the Select Board may thereafter appoint a Trustee for the unexpired portion of that term. Whenever a vacancy shall occur among the Trustees appointed by the Select Board, such vacancy shall be filled by the Select Board for the unexpired term of the Trustee whose vacancy is being filled.

**Section 2.4. Trustees Appointed by the Moderator.** The Moderator shall, on or before July 1 of any year in which the term of a Trustee theretofore appointed by the Moderator expires, appoint one Trustee to serve a term of three years, commencing on July 1 of that year and continuing through June 30 of the third year hence. In the event that the Moderator does not make an appointment to which the Moderator is entitled on or before July 1, the Moderator may thereafter appoint a Trustee for the unexpired portion of that term. Whenever a vacancy shall occur among the Trustees appointed by the Moderator, such vacancy shall be filled by the Moderator for the unexpired term of the Trustee whose vacancy is being filled.

**Section 2.5. Resignations of Members of the Corporation.** Any Member of the corporation may resign by filing with the Chair of the Board of Trustees or with the Secretary, by electronic or other means, a written letter of resignation which shall take effect on being so filed or at such other time as may be therein specified; provided, however, that if such resignation shall reduce the number of Members of the corporation to fewer than nine (9), such resignation shall not take effect until a person has been elected to membership in the corporation in place of the Member so resigning and has accepted such membership in accordance with the provisions of Section 2.2 hereof.

**Section 2.6. Resignations of Appointed Trustees.** Any Trustee appointed by the Moderator or by the Select Board may resign by filing with the appointing authority, by electronic or other means, and providing a copy of the same to the Chair of the Board of Trustees or the Secretary, a written letter of resignation which shall take effect on being so filed or at such other time as may be therein specified.

**Section 2.7. Powers and Duties.** The Board of Trustees, subject only to provisions of law and these by-laws, as from time to time amended, shall have the entire control and management of the corporation, its property and business and of the carrying out of all or any of its purposes and may exercise all of its powers. Among other things, the Board of Trustees may, subject as aforesaid, (1) appoint such special committees as it deems advisable and define the duties and powers of each, (2) appoint and, at its discretion, remove or suspend such subordinate officers, agents and employees as it, from time to time, thinks fit and determine their duties and compensation, (3) delegate any of the powers of the Board to any committee, officer or agent, and (4) appoint any persons to be agents of the corporation (with the power to sub-delegate) and upon such terms as it sees fit.

## **ARTICLE 3** **OFFICERS**

**Section 3.1. Officers.** The officers of the corporation shall be a Chair of the Board, a Vice Chair of the Board, a Treasurer, an Assistant Treasurer, a Secretary, and such other officers and agents as the Board of Trustees may from time to time determine and elect or appoint. One individual may hold two or more offices. Except as otherwise provided in these by-laws, it shall not be necessary for any officer to be a Trustee.

**Section 3.2. Election.** The Chair of the Board, Vice Chair of the Board, Treasurer, Assistant Treasurer, and Secretary shall be elected annually by the Board of Trustees.

**Section 3.3. Term of Office.** The Chair of the Board shall hold office for one year, commencing on July 1 and continuing through June 30 of the following year; provided that the Chair continues to be a Member of the corporation during the period of incumbency. The Vice Chair of the Board, Treasurer, Assistant Treasurer, and Secretary shall each hold office for one year, commencing on July 1 and continuing through June 30 of the following year; provided that each continues to be a Trustee during the period of incumbency. All other officers shall hold office at the will of the Board of Trustees.

**Section 3.4. Resignations and Removals.** Any officer of the corporation may resign from office(s) by filing with the Chair of the Board or with the Secretary, by electronic or other means, a written letter of resignation which shall take effect on being so filed or at such other time as may be therein specified. So far as permitted by law, the Board of Trustees may at any meeting of the Board remove from office for cause any officer elected by the Board.

**Section 3.5. Vacancies.** Any vacancy at any time existing in any office may be filled by the Board of Trustees at any meeting of the Board, and the person so chosen to fill the vacancy shall hold office during the remainder of the immediate predecessor's term of office.

**Section 3.6. Chair of the Board.** The Chair of the Board shall preside at all meetings of the Board of Trustees. It shall be the duty of the Chair of the Board to see that all orders and resolutions of the Board of Trustees are carried into effect. The Chair of the Board shall report to the Board all matters (within the knowledge of the Chair of the Board) which fall under the purview of the Board of Trustees. The Chair of the Board shall have such powers and perform such duties additional to the foregoing as the Board of Trustees may from time to time designate.

**Section 3.7. Vice Chair of the Board.** In the absence or disability of the Chair of the Board, the powers and duties thereof shall be performed by the Vice Chair. The Vice Chair shall have such powers and perform such duties additional to the foregoing as the Board of Trustees may from time to time designate.

**Section 3.8. Treasurer.** The Treasurer shall, in matters of a financial nature, be the principal representative of the corporation and Board of Trustees in dealings with the Library Director, Business Administrator, officers, official bodies, and agents of the Town of Hingham, including the Select Board, Advisory Committee, Capital Outlay Committee, Town Meeting, Town Treasurer, Town Administrator and Town Accountant. The Treasurer shall be a member of the Finance Committee and the chair thereof, and it shall be the duty of the Treasurer to see

that all orders and decisions of that Committee are carried into effect. In conjunction with the Finance Committee, the Treasurer shall be responsible for overseeing the preparation of periodic financial statements, the preparation of budgets and financial forecasts, and the submission of the same to the Board of Trustees for its consideration and approval. The Treasurer shall also be responsible for recommending the hiring of a financial advisor to guide the Board of Trustees in the investment and reinvestment of the funds of the corporation. The Treasurer shall have oversight responsibility for (a) the collection, receipt, deposit, and disbursement of all funds of the corporation as directed by the Board of Trustees and performed by the Business Administrator; (b) the proper recording of the budget and of all appropriations authorized by the Board and of all expenditures pursuant thereto; (c) the full and accurate accounting of receipts and disbursements; and (d) the deposit of all monies and other valuable effects in the name and to the credit of the corporation in such depositories and with such custodians as may from time to time be designated by the Board of Trustees. The Treasurer shall have such additional powers and perform such duties additional to the foregoing as the Board of Trustees may from time to time designate.

**Section 3.9. Assistant Treasurer.** The Assistant Treasurer shall assist the Treasurer in carrying out the Treasurer's responsibilities. In the absence of the Treasurer, the Assistant Treasurer shall have the powers to perform the duties of the Treasurer. The Assistant Treasurer shall be a member of the Finance Committee. The Assistant Treasurer shall have such powers and perform such duties additional to the foregoing as the Board of Trustees may from time to time designate.

**Section 3.10. Secretary.** The Secretary shall record in books kept for the purpose all votes and proceedings of the Board of Trustees at its meetings. The Secretary shall maintain and keep all minutes and other records of the Board of Trustees. The Secretary shall have such powers and perform such duties additional to the foregoing as the Board of Trustees may from time to time designate. If requested by the Secretary, the Board of Trustees shall engage a clerical assistant for the Secretary for the purposes of (a) attending meetings of the Board of Trustees and making notes of the votes and proceedings that occur at such meetings and (b) aiding the Secretary with the preparation of the minutes of those meetings and with the completion of additional tasks as may be required of the Secretary.

## **ARTICLE 4** **COMMITTEES**

**Section 4.1. Establishment.** Following each annual meeting of the Board of Trustees, there shall be appointed, either by the Board or by the Chair of the Board (if so authorized by the Board) the following standing committees having the duties and powers hereinafter in this Article set forth: a Finance Committee, an Operations Committee, a Human Resources Committee, a Strategic Planning Committee, a Nominating Committee, a Governance Committee, and a Development Committee. The Board of Trustees may establish and appoint such special committees as it deems advisable and define the duties and powers of each.

**Section 4.2. Composition.** Unless otherwise provided in this Article, the number of members of each standing and special committee, the individuals who shall constitute that committee's membership, and the Trustee who shall be chair of that committee, shall be

determined from time to time by the Board of Trustees or, if authorized by the Board, by the Chair of the Board. An individual who is not a Trustee may be appointed as a member of any standing or special committee, with the right to participate in its deliberations to the same extent as a Trustee member of that committee, but shall have no right to vote on matters that may come before the committee. The Chair of the Board shall be a member *ex officio* of all committees, with the right to participate in the committee's deliberations, and to vote on matters that may come before the committee, to the same extent as a Trustee member of that committee. The Board of Trustees or the Chair of the Board (if so authorized by the Board) shall have the power to fill vacancies in, or to change the membership of, any standing or special committee.

**Section 4.3. Meetings.** Each committee shall meet with such frequency as shall be necessary or appropriate. Each committee may make rules not inconsistent with law and these by-laws for the holding and conducting of its meetings, and shall report periodically its deliberations and actions to the Board of Trustees. A majority of the Trustee members of any committee (exclusive of the Chair of the Board) shall constitute a quorum for the transaction of business at any meeting of such committee.

**Section 4.4. Relationship with Board of Trustees.** The Board of Trustees shall have the power to approve or to overrule any action taken by any committee.

**Section 4.5. Finance Committee.** The Finance Committee shall consist of the Treasurer, Assistant Treasurer, and such additional members as shall be determined by the Board of Trustees or, if authorized by the Board, by the Chair of the Board. The Treasurer shall be the chair of the Finance Committee. The Finance Committee shall be responsible for the general supervision of the financial affairs of the corporation, the proper preparation of periodic statements of financial condition and results of operation, the preparation of budgets and financial forecasts and the submission of the same to the Board of Trustees for its consideration and approval thereof, and the taking of all action necessary or appropriate, pursuant to the procedures and processes of the Advisory Committee and the Town Meeting of the Town of Hingham in connection with any regular or special appropriation of funds by the Town for library purposes. The Finance Committee shall have full power to invest, and from time to time to reinvest, the funds of the corporation in such manner as it shall determine, and may authorize the Treasurer or the Assistant Treasurer in the name and on behalf of the corporation to make such transfers and perform such other duties as may be necessary or convenient to carry out its determinations. All funds and property of the corporation, the use of which is limited to a specific purpose or purposes, and all gifts declared by the Board of Trustees to be funds, the income only of which is to be used, shall be deemed to be trust funds, and the Finance Committee shall cause such trust funds to be kept separate and apart from all other funds of the corporation. The Finance Committee shall invest, and from time to time reinvest, such trust funds, and shall be responsible for a close scrutiny of the character of the investment of all such funds. The Finance Committee is authorized to rely on appropriate professional advice in the discharge of these functions. The Finance Committee shall have such other duties and powers as the Board of Trustees may from time to time designate.

**Section 4.6. Operations Committee.** The Operations Committee shall have general supervision and care of the maintenance, repair, and improvement of the buildings, grounds, furniture, fixtures, information systems, and other equipment of the corporation and shall

recommend to the Board of Trustees any action which it deems to be necessary or desirable with respect to the purchase, sale, or alteration of any such property. The Operations Committee shall have general supervision of the purchase, sale, exchange, and care of books and materials, shall have general supervision of the operation of the library and development of related policies, and shall make such recommendations to the Board of Trustees as it may deem necessary or desirable regarding the use and management of the library. The Operations Committee shall have such other duties and powers as the Board of Trustees may from time to time designate.

**Section 4.7. Human Resources Committee.** The Human Resources Committee shall, in conjunction with the Personnel Board of the Town of Hingham, have general responsibility for all labor relations matters involving the management and staff of the Hingham Public Library, and for establishing personnel policies and procedures, for making recommendations to the Board of Trustees as it may deem necessary or desirable regarding such matters, and for representing the corporation in regard to the negotiation, interpretation and resolution of issues arising under collective bargaining agreements. The Human Resources Committee shall have such other duties and powers as the Board of Trustees may from time to time designate.

**Section 4.8. Strategic Planning Committee.** The Strategic Planning Committee shall be responsible for planning regarding goals and objectives of the library, its financial and other needs in periods subsequent to the then current fiscal year, and the resources available to meet such needs. The Strategic Planning Committee shall be responsible for preparing a written Five-Year Plan for the library, which Plan shall be submitted to the Board of Trustees for consideration and action thereon, and subsequently be implemented over the five years by the Library Director and staff. During the interim years while the Five-Year Plan is implemented, the Strategic Planning Committee may consider identifying future needs and changes that will potentially face the library and may research and report as appropriate to the Board of Trustees regarding those needs and changes in order to plan for the library's future. The Strategic Planning Committee shall periodically review the mission and vision statements of the library. The Strategic Planning Committee shall have such other duties and powers as the Board of Trustees may from time to time designate.

**Section 4.9. Nominating Committee.** At each meeting of the Board of Trustees held in whole or part for the election of one or more officers or Members of the corporation, the Nominating Committee shall, with respect to each position to be filled by election at such meeting, nominate a person for such election.

**Section 4.10. Governance Committee.** The Governance Committee shall be responsible for institutionalizing best practices in the areas of effective board engagement, which may include: the implementation of a board orientation and onboarding strategy; the development and implementation of a plan for continually educating the board, committees, and officers; and continually strengthening the bonds among such individuals to encourage independent expression of ideas and collaborative decision-making. The role of the Governance Committee includes maintenance of a recruitment strategy that takes into account desired skill sets and diverse perspectives that will best represent the interests of the library. The Governance Committee shall also be responsible for periodic review of these by-laws and any other governance policies to ensure that they reflect actual and desired responsibilities and practices of the Board of Trustees.

**Section 4.11. Development Committee.** The Development Committee shall be responsible for the planning, implementation, and active enhancement of the corporation's fundraising efforts; and for guiding and overseeing the creation and execution of public awareness and public relations activities of the corporation. The Development Committee shall prepare an annual fundraising plan for the corporation in consultation with the Director of the Library, the Chair of the Board, and the Treasurer, which will set out an estimate of the revenues to be included in the corporation's annual budget resulting from ongoing and new fundraising activities.

## **ARTICLE 5** **MEETINGS OF TRUSTEES**

**Section 5.1. Annual Meeting.** The annual meeting of the Board of Trustees shall be held at the Hingham Public Library building, Hingham, Massachusetts, on the third Wednesday of May at seven o'clock in the evening, or at such other time or place in the Town of Hingham as the Board of Trustees shall appoint, for the election of officers and the transaction of such other business as may properly be brought before the meeting.

**Section 5.2. Regular Meetings.** Regular Meetings of the Board of Trustees shall be held at the Hingham Public Library building, Hingham, Massachusetts, on the third Wednesday of January, March, September and November of each year at seven o'clock in the evening, or at such other time or place in the Town of Hingham as the Board of Trustees shall appoint, for the transaction of such business as may properly be brought before the meeting.

**Section 5.3. Special Meetings.** Special meetings of the Board of Trustees may be called by the Chair of the Board or by a majority of the Board of Trustees. All special meetings of the Board of Trustees shall be held at such place within the Town of Hingham as may be designated by the person or persons giving notice thereof.

**Section 5.4. Quorum.** At any meeting of the Board of Trustees, a quorum for the transaction of business shall consist of nine (9) Trustees, provided that less than such quorum shall have power to adjourn the meeting from time to time.

**Section 5.5. Notices.** At least seven days before each meeting of the Board of Trustees, the Secretary shall cause notice of such meeting to be given to each Trustee by electronic means or by U.S. Postal mail, sent to or delivered at the address as it appears on the books of the corporation, or if it does not so appear, at the Trustee's last known address. Each such notice shall specify the place, date, time, and purposes of the meeting.

**Section 5.6. Remote Participation at Meetings.** If and to the extent then permitted by applicable law, a Trustee may take part in a meeting of the Board of Trustees or any Committee thereof by an acceptable means of remote participation.

## **ARTICLE 6** **LIBRARY DIRECTOR**

**Section 6.1. Appointment and Term of Office.** The Library Director shall be appointed by the Board of Trustees for such term as the Board may determine.

**Section 6.2. Powers.** The Library Director, reporting to the Board of Trustees, shall have immediate charge and superintendence of the library building and all persons employed therein, and shall be held responsible for the care and preservation of the library materials and other property belonging to the corporation in and about said building. The Library Director shall see that all persons visiting the library are required to conduct themselves in a quiet and decorous manner and that no property of the corporation is injured or defaced. The Library Director shall enforce the regulations and policies adopted by the Trustees, collect any fines or fees and remit them to the Treasurer or Business Administrator as appropriate, and approve all bills for the purchase of books and materials before the same shall be paid by the corporation. In case of emergency, the Library Director may temporarily change or dispense with any regulations relating to the borrowing of library materials, but such change shall be reported to the Operations Committee within three days thereafter. The Library Director shall present a detailed report to the Board of Trustees whenever requested to do so, describing the condition of the library, the disposition of library materials and such other facts and recommendations as the Library Director may deem to be advisable. The Library Director shall also perform the functions and duties set forth in the applicable job description, with the understanding that such functions and duties set forth therein are intended only as illustration of the various types of work that may be performed, and that the omission of specific statements of duties does not exclude them from the position if work is similar, related, or a logical assignment to the position.

**ARTICLE 7**  
**ENDORSEMENTS**

Checks, drafts, notes and other instruments for the payment of money drawn or endorsed in the name of the corporation shall, unless the Board of Trustees votes otherwise, be signed by the Treasurer, the Assistant Treasurer, or such other person as the Board of Trustees may from time to time authorize to sign such instruments.

**ARTICLE 8**  
**SEAL**

The seal of the corporation shall be circular in form, bearing the inscription “Hingham Public Library - Massachusetts - Incorporated 1872”.

**ARTICLE 9**  
**AMENDMENTS**

These by-laws may be amended or repealed at any meeting of the Board of Trustees by a majority vote of the Trustees present at such meeting, provided that notice of such meeting shall have been given to each Trustee in accordance with the provisions of Section 5.5 of these by-laws, stating that an amendment to the by-laws will be proposed and setting forth the substance of the proposed amendment.

**ARTICLE 10**  
**FISCAL YEAR**

The fiscal year of the corporation shall close on June 30 of each year.