

**BYLAWS OF BROOKLYN PUBLIC LIBRARY**  
**A corporation created by Chapter 606, Laws of 1902**  
**(as amended, the "Corporation")**

**ARTICLE I**  
**BOARD OF TRUSTEES**

Section 1. Membership. The board of trustees of the Corporation (the "Board") shall consist of thirty-eight members (each a "Trustee" and, collectively, the "Trustees"). The members of the Board shall include:

- a) twelve Trustees elected by the Board in accordance with Chapter 569 Laws of 2007 (the "Elected Trustees");
- b) by virtue of their respective offices, serving ex-officio, the Mayor of the City of New York (the "Mayor"), the Comptroller of the City of New York (the "Comptroller"), the Speaker of the City Council of the City of New York (the "Speaker"), and the President of the Borough of Brooklyn (the "Borough President") (the "Ex-Officio Trustees"). Each Ex-Officio Trustee may designate a representative to serve in his or her stead on the Board. Each representative designated by an Ex-Officio Trustee shall be counted in the computation of a quorum, may vote on behalf of, and shall otherwise have all the same rights and privileges, of the Ex-Officio Trustee who designated such representative, in each case, except as prohibited by applicable law; provided, however, that in the event that the Ex-Officio Trustee has not designated such representative, the Ex-Officio Trustee shall not be counted in the computation of a quorum unless present at the meeting.
- c) eleven Trustees appointed by the Mayor of the City of New York and eleven Trustees appointed by the Borough President (the "Appointed Trustees").

Section 2. Power. The Board has the authority to manage and control the property and affairs of the Corporation.

Section 3. Classes. The Trustees, other than the Ex-Officio Trustees, shall be divided into three classes; two of such classes to include eleven Trustees and one class to include twelve Trustees. The division of Trustees into the classes existing at the time of adoption of these bylaws is recognized and confirmed.

Section 4. Term of Office. Each Trustee shall hold office for a term of three years or until their resignation or their successor is appointed or elected as a Trustee. In accordance with Chapter 569 of the Laws of 2007, each class of Trustees shall serve three year terms, each to expire on February 1 of the third year of such term. Any Trustee may be re-appointed or re-elected.

Section 5. Appointment of Appointed Trustees. Prior to each Annual Meeting (as defined below) the successor of any Appointed Trustee whose term shall expire during the year in which such meeting is to take place, shall be appointed by the Mayor or the Borough President, as applicable. In accordance with Chapter 569 Laws of 2007, the Mayor and the Borough President are required to appoint their respective Appointed Trustees on February 1 or within thirty days thereof.

Section 6. Election of Elected Trustees. At a meeting of the Board to take place immediately prior to each Annual Meeting, the Board, in accordance with Section 5 of Article II, shall re-elect any Elected Trustee whose term shall expire during the year in which such meeting is to take place or elect his or her successor. The Committee on Trustees (as defined below) shall prepare and submit to the Board at least 10 days prior to such meeting, the names of Trustees and any other persons whom it nominates for election to the Board at such meeting. In accordance with Chapter 569 Laws of 2007, the election of Elected Trustees is required to be made on February 1 or within thirty days thereof.

Section 7. Vacancies of Appointed Trustees. If any vacancy in an Appointed Trustee position arises for any reason, the Secretary of the Corporation shall give written notice thereof to the appointor of such Trustee. In accordance with Chapter 569 Laws of 2007, the Mayor and the Borough President are required to fill such vacancy within 30 days. Any Appointed Trustee that has been appointed in accordance with this Section 7 shall serve during the unexpired term of office of the predecessor Appointed Trustee, or until a respective successor shall have been appointed.

Section 8. Vacancies of Elected Trustees. In accordance with Chapter 569 Laws of 2007, if any vacancy in an Elected Trustee position arises for any reason, the Board, upon the recommendation of the Committee on Trustees, is required to fill such vacancy within 30 days. Any Elected Trustee that has been appointed in accordance with this Section 8 shall serve during the unexpired term of office of the predecessor Elected Trustee, or until a respective successor shall have been elected.

Section 9. Resignation. Any Trustee may resign from his or her position as Trustee by delivering to the Chair of the Board a written resignation with a copy to any appointer of such Trustee, which resignation shall become effective upon receipt thereof by the Chair of the Board or as otherwise provided therein.

Section 10. Removal. An Elected Trustee may be removed at any time, with or without cause, including, but not limited to, non-adherence to the policies of the Board, by a vote of two-thirds of the Trustees (excluding the Trustee

whose removal is being considered), present at a regular or special meeting of the Board in executive session. The Board, by a vote of two-thirds of the Trustees (excluding the Trustee whose removal is being considered) present at a regular or special meeting of the Board in executive session, may recommend the removal of an Appointed Trustee, which recommendation shall be made by a letter to the appointer of such Trustee.

Section 11. Evaluation of Trustees. The Committee on Trustees will develop and implement an evaluation process for all Trustees.

## **ARTICLE II MEETINGS**

Section 1. Regular Meetings. A regular meeting of the Board for the transaction of any business shall be held on a regular basis, but at least six (6) times per calendar year. Each regular meeting of the Board shall be held at such time and place as shall from time to time be determined by a resolution of the Board.

Section 2. Annual Meeting. The annual meeting of the Board (the "Annual Meeting") shall take place in February each year immediately following the election of Elected Trustees and shall include the election of the officers of the Corporation in the case of any vacancy. The Board may postpone the Annual Meeting to a date no later than March 2 of each calendar year. The vote to postpone an Annual Meeting may be taken at any meeting of the Board to take place prior to the last day of January of the year in which such Annual Meeting is to take place.

Section 3. Special Meetings. The Chair of the Board may, or upon the written request of at least five (5) Trustees shall, call a special meeting of the Board. The purpose for which a special meeting of the Board is called shall be stated in the notice therefor, and no business shall be transacted at such special meeting other than that stated in such notice.

Section 4. Notice or Actual or Constructive Waiver. Subject to any notice requirements applicable under Article 7, Section 100 of the Public Officers Law of NY (the "Open Meetings Law"), no notice to a Trustee shall be required for any regular meeting of the Board for which the time and place have been fixed by the Board. Written, oral or any other mode of notice of the time and place shall be given to each Trustee for any special meeting in sufficient time for the convenient assembly of the Board, unless the lapse of such time has been waived by each Trustee. Any requirement of furnishing such prior notice shall be deemed to have been waived by any Trustee who signs a waiver of notice before, at its commencement or after such meeting, or who attends such meeting without protesting (either prior to or at its commencement) the lack of notice to such Trustee with respect to such meeting.

Section 5. Quorum. At each meeting of the Board, a majority of the Trustees then in office shall constitute a quorum for the transaction of any business. A majority vote of the Trustees present shall determine all questions; provided, however, that in accordance with Chapter 569 Laws of 2007, the election of Elected Trustees as provided in Section 6 of Article I shall require a majority of all Trustees then in office. Presence at any meeting of the Board by any Trustee shall be in person or as otherwise permitted under the Open Meetings Law. Whether or not a quorum is present at any meeting of the Board or a committee, a majority of the Trustees present at such meeting may adjourn such meeting.

### **ARTICLE III COMMITTEES**

Section 1. Generally. The Board, by resolution adopted by a majority of the entire Board, shall form an executive committee (the "Executive Committee"), a committee on trustees (the "Committee on Trustees"), and such other committees as the Board shall determine from time to time (each a "Committee"). Each Committee shall consist of three or more Trustees. Each Committee shall have such authority of the Board as delegated by the board and as set forth in such Committee's charter, except as to the following matters: (i) filling of vacancies in the Board or any committee, (ii) amendment or repeal of these bylaws or adoption of new bylaws (iii) amendment or repeal of any Board resolution, and (iv) any other actions prohibited by applicable law.

Section 2. Appointment and Term. The Chair of the Board, in consultation with the President and CEO (as defined below) and the Trustees, shall appoint the Trustees who will serve as members of each Committee, other than the Executive Committee and any Ad Hoc Committee (as defined below). The Chair of each Committee shall be appointed by the Chair of the Board, except where otherwise specified in these bylaws. The Chair and members of each Committee shall serve until the appointment of their successors.

Section 3. Executive Committee: The Board shall form an Executive Committee, which shall consist of the officers of the Corporation, the immediate past Chair of the Board, and two additional Trustees to be nominated by the Committee on Trustees and appointed by the Board at the Annual Meeting or as soon thereafter as possible. Each of the two additional Trustees shall serve as a member of the Executive Committee for a two-year term. The Chair of the Board and the Secretary of the Corporation shall, respectively, serve as the Chair and the Secretary of the Executive Committee.

Section 4. Committee on Trustees. The Board shall form a Committee on Trustees which shall consist of the Mayor, the Borough President, and at least

three (3) additional Trustees who will be appointed in accordance with Section 2 of this Article.

Section 5. Ad Hoc Committees. The Chair of the Board, with notice to the Board, may form ad hoc committees (each an "Ad Hoc Committee") and appoint one or more Trustees to serve as members of any Ad Hoc Committee for such purposes as the Chair of the Board shall determine; Ad Hoc Committees shall have the power to recommend an action to the Board, but shall not have the power to take any action on the Board's behalf.

Section 6. Meetings and Notice. Each Committee shall hold meetings at such times and places as it shall determine. Subject to any notice requirements applicable under the Open Meetings Law, no notice to members of such Committee shall be required for meetings for which the time and place have been fixed. Written, oral or any other mode of notice of the time and place of a Committee's meeting shall be given to each member of such Committee in sufficient time for the convenient assembly of such Committee, unless the lapse of such time has been waived by each member thereof. Any notice requirement shall be deemed to have been waived by any Committee member who signs a waiver of notice before, at its commencement or after such meeting, or who attends such meeting without protesting (either prior to or at its commencement) the lack of notice to such Trustee with respect to such meeting.

Section 7. Quorum and Vote. At all meetings of a Committee, a majority of the members of such Committee shall constitute a quorum, and except as otherwise provided by applicable law or by these bylaws, the act of a majority of the members present shall be the act of such Committee. Presence at any meeting of a Committee by any Committee member shall be in person or as otherwise permitted under the Open Meetings Law.

Section 8. Records & Reports by Committee Chairs. Each Committee shall keep a record of its proceedings in the form of minutes. The Chair of each Committee shall, upon request, report directly to the full Board or to the Executive Committee.

## **ARTICLE IV OFFICERS**

Section 1. Officers: The officers of the Corporation shall include a Chair of the Board, one or more Vice-Chairs of the Board, a President and CEO, a Director of The Library and Chief Librarian, a Secretary and a Treasurer (the "Officers"). Each Officer, other than the President and CEO and the Director of The Library and Chief Librarian, shall be a Trustee of the Corporation.

Section 2. Election of Officers and Term of Office: Each Officer, other than the President and CEO and the Director of The Library and Chief Librarian, shall be elected by the Board at the Annual Meeting and the nominee receiving the highest number of votes for any office shall be deemed to have been elected to such office. Voting for Officers shall be conducted by paper ballot. Each Officer, other than the President and CEO and the Director of The Library and Chief Librarian, shall hold office for two-years and until the election of his or her successor, or his or her death, resignation or removal; provided, however, that no Officer, other than the Chair, shall hold office for a period of more than two consecutive terms. The Chair may hold office for a maximum of three consecutive terms. Nothing in these bylaws shall prohibit any officer from being re-elected at the Annual Meeting held in February 2012, provided such officer shall not serve for more than the maximum number of consecutive terms or years allowed for such office under these bylaws. No former Officer may serve in the same capacity for a period of three years thereafter.

Section 3. Vacancies. All vacancies arising in any office may be filled at any meeting of the Board; provided that at least ten days written notice with respect to the intent of filling any vacancy of any office in such meeting has been given to each Trustee.

Section 4. Nomination of Officers. The Committee on Trustees shall prepare and submit to the Board at least ten days prior to the Board's regular meeting in December the names of the persons whom it nominates for election or re-election as Officers of the Corporation. Any Trustee may offer additional nominees for any office from the floor at the Board's regular meeting in December. All nominees nominated by the Committee on Trustees, as well as nominees nominated from the floor, shall be made known to each Trustee by a written notice prior to the Annual Meeting.

Section 5. Removal. Any elected Officer may be removed at any time, with or without cause, by a vote of two-thirds of the Trustees present at the time of such vote, a quorum being present at such time.

Section 6. Chair: The Chair of the Board shall serve for a term of two years beginning immediately following the Annual Meeting. The Chair of the Board shall preside at all meetings of the Board and at all public meetings held under its auspices. The Chair of the Board shall serve as Chair of the Executive Committee and shall be an ex-officio member of all other Committees.

Section 7. Vice-Chairs. The one or more Vice-Chairs of the Board shall serve for a terms of two years beginning immediately following the Annual Meeting. In the absence of the Chair of the Board, the Vice-Chairs of the Board shall perform the duties of the Chair of the Board. The Vice-Chairs of the Board shall serve as members of the Executive Committee.

Section 8. President and CEO; Director of The Library and Chief Librarian.

(a) President and CEO. The Board shall appoint a chief executive officer for the Corporation (the "President and CEO"), who shall hold office until such time as their successor is appointed or, if earlier, his or her death, resignation or removal. The President and CEO shall have, subject to approval of the Board, general charge of the buildings used by the Corporation and other properties of the Corporation and general control of its administrative officers, employees, business affairs and administrative system. The President and CEO shall prescribe rules for the conduct of the Corporation's business and its administrative officers and employees. The President and CEO shall be responsible for the execution of all orders and shall perform all duties as may be directed by the Board. The President and CEO shall have the right to attend all meetings of the Board and its Committees (other than those in executive session) and shall render reports on the discharge of the President and CEO's duties and the business of the Corporation in each meeting of the Board and at such other time as the Board may request. The President and CEO shall keep a detailed account of the fiscal affairs of the Corporation and shall report on the same at each regular meeting of the Board. The President and CEO shall prepare an annual budget for each ensuing fiscal year and submit same for the Board's approval. The President and CEO or his or her designee shall, when appropriate and to the extent practicable, attend meetings of the various departments of the City of New York where action may be taken affecting the budget or the interest of the Corporation. The President and CEO shall appoint a Director of The Library and Chief Librarian with the advice and consent of the Board.

(b) Director of The Library and Chief Librarian. With the advice and consent of the Board, the President and CEO shall appoint a Director of The Library and Chief Librarian. The Director of The Library and Chief Librarian shall serve as the chief librarian of the Corporation. The Director of The Library and Chief Librarian shall manage and oversee all library operations, including the librarian staff and the collection, among other responsibilities which may be assigned by the President and CEO. The Director of The Library and Chief Librarian shall report to the Board regarding the Corporation's service delivery.

Section 9. Secretary. The Secretary shall keep the minute books of the Board, serve or cause to be served all notices of the Corporation including notices of meetings of the Board (subject to any notice requirements applicable under the Open Meetings Law), record the minutes of the meetings of the Board. The Secretary shall serve as Secretary of the Executive Committee. The Secretary may delegate any or all of the Secretary's duties to the President and CEO or any member of the President and CEO's staff.

Section 10. Treasurer. The Treasurer shall be the financial officer for the Corporation and shall have responsibility for the custody of all monies and property owned by the Corporation. The Treasurer shall direct and shall be responsible for receiving and depositing in a bank or banks to be approved by the Board all monies of the Corporation and keep an accurate account thereof. The Treasurer shall make, or cause to be made, disbursements subject to such regulations as may be determined from time to time by the Board and shall make reports of the finances of the Corporation annually and at any such time as requested by the Board or the President and CEO. The Treasurer shall serve as Chair of the Budget and Finance Committee and as a member of the Executive Committee. At the end of the term of any Treasurer's office, the exiting Treasurer shall deliver to his or her successor all books, monies and other property of the Corporation then in his or her possession or custody. The Board may require the Treasurer to give such security as it may direct for the faithful performance of his or her duties. The Treasurer may delegate any or all of the Treasurer's duties to the chief financial officer or any member of the chief financial officer's staff.

## **ARTICLE V INDEMNIFICATION**

Section 1. Indemnification. Except as otherwise directed by the Board, any Trustee or Officer made a party to an action or proceeding, whether civil or criminal, by reason of the fact that he or she is or was a Trustee or an Officer of the Corporation shall be indemnified by the Corporation to the full extent permitted by law. The Corporation shall pay expenses as incurred by any such Trustee or Officer in advance of the final disposition (including appeals) of any such action or proceeding; provided, however, that such expenses shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such person, to repay all amounts so advanced, if it is ultimately determined that such person is not entitled to be indemnified pursuant to this Section 1.

Section 2. Insurance. The Corporation shall obtain such insurance as the Board shall from time to time determine to reimburse the Corporation for any obligation incurred pursuant to the first paragraph of this Article, and to indemnify Trustees or Officers under circumstances permitted by law.



**ARTICLE VI  
FISCAL YEAR**

The fiscal year of the Corporation shall coincide with that of the City of New York, which begins on July first and ends on June thirtieth of the following calendar year.

**ARTICLE VII  
AMENDMENTS**

These bylaws may be amended by a two-thirds vote of the Trustees present at a regular meeting of the Board at which a quorum is present; provided, however, that written notice of the proposed amendment to these bylaws to be considered at such meeting shall have been presented at the immediately preceding meeting of the Board, and each Trustee shall have been given notice at least ten days before the meeting at which such amendment is proposed to be acted upon.

**ARTICLE VIII  
EFFECTIVE DATE**

These bylaws were adopted as of December 18, 2007 and amended as of September 21, 2010, May 17, 2011 and February 21, 2012.

