

BY-LAWS
OF
THE BROOKLINE LIBRARY FOUNDATION, INC.

ARTICLE I

ARTICLES OF ORGANIZATION

The name and purposes of the corporation shall be as set forth in its Articles of Organization. These By-laws, the powers of the corporation and of its directors, and regulation of the affairs of the corporation shall be subject to the Articles of Organization in effect from time to time.

ARTICLE II

MEMBERS OF THE CORPORATION

Section 1. NO MEMBERS. The corporation shall have no members. Any action or vote that Chapter 180 of the General Laws of the Commonwealth of Massachusetts or any other law, rule or regulation, requires or permits members to take shall be taken instead by an action or vote of the same percentage of the directors of the corporation.

ARTICLE III

BOARD OF DIRECTORS

Section 1. POWERS. The general management of the affairs of the corporation shall be vested in a board of directors, which board may exercise all of the powers of the corporation.

Section 2. NUMBER. The board of directors shall be of such number as a majority of the directors shall determine from time to time, but such number shall not be fewer than five and not more than fifteen.

- Section 3. **FIRST BOARD OF DIRECTORS.** The first board of directors shall be those persons listed as directors in the Articles of Organization, who shall serve until the first annual meeting of the board of directors and the election by the outgoing board of directors at such meeting.
- Section 4. **ELECTION, TERM OF OFFICE, AND VACANCIES.** At each annual meeting of the board of directors, new directors shall be elected. The term of office for each director (other than a member of the first board of directors) shall be one year and until such director's successor shall be elected and accept election. Any person may be re-elected, without limitation, to serve successive terms as a director. The directors may fill any vacancy in the board of directors and may elect additional directors at any meeting, annual or special. Should the resignation or removal of a director pursuant hereto result in there being fewer than five directors, or result in failure to comply with the following Section 5, the directors shall elect such number of new directors necessary to bring the number of directors and the composition of the board of directors into compliance with these By-laws.
- Section 5. **EX OFFICIO DIRECTORS.** At all times at least one of the directors shall be a person designated by the governing board of each of (1) the Public Library of Brookline, of Brookline, Massachusetts (such governing board presently being the trustees of said Library elected by the citizens of the Town of Brookline), and (2) the Friends of the Brookline Public Library, Inc., a Massachusetts not for profit corporation, which person may, but need not, be a member of the governing board of the entity in question, provided, however that if there shall be a vacancy on the board of directors which requires the designation by one of said entities of a person to fill said vacancy, and if the governing board of the entity required to make such designation shall have failed to designate a person so to serve by written notice to the directors of the corporation at least two days prior to any annual or special meeting at which such new director is to be elected, the board of directors may proceed to conduct the affairs of the corporation and exercise their powers hereunder until the next annual meeting without regard to the requirements of this Section 5 that the board of directors include a designee of said entity.

- Section 6. RESIGNATION. Any director may resign at any time by giving written notice of such resignation to the president or clerk. Such resignation shall be effective upon receipt of such notice by the president or clerk, unless the notice specifies a later effective date.
- Section 7. REMOVAL. A director may be removed or suspended for cause by an affirmative vote of two-thirds of the directors present at a special meeting called for that purpose after such director has been given reasonable notice and opportunity to be heard.
- Section 8. DELEGATION. The board of directors may delegate such of their powers as they consider advisable, except those powers which by law, the Articles of Organization, or these By-laws may not be so delegated, to any officer or agent of the corporation or to such committees as may from time to time be activated as provided herein.
- Section 9. CHAIRMAN. From time to time the board of directors may elect a Chairman who shall preside over all meetings of the board of directors and who shall have such other powers and duties as shall be specified by the board of directors. The Chairman shall serve for a one year term and until his successor shall have been elected and shall have accepted election, and may be re-elected, without limitation, to serve successive terms.

ARTICLE IV

MEETINGS

- Section 1. ANNUAL MEETINGS. The annual meeting of the board of directors shall be at such place and time as the board of directors may determine, and shall, unless otherwise determined, be held on the first Monday in the month of November.
- Section 2. SPECIAL MEETINGS. Special meetings of the board of directors may be called by the president, the Chairman, or any two directors.
- Section 3. NOTICE. Five days written notice or one day's telephonic notice shall be given of all meetings of the board of directors, stating the date, purpose, time and place of such meeting, provided,

however, that if a purpose of any such meeting is to fill a vacancy on the board of directors caused by the death, resignation, removal, or expiration of term of office of any director theretofore designated, pursuant to Section 5 of ARTICLE III, at least seven days written notice of such meeting shall be given to the governing board of the entity entitled to designate a person to fill such vacancy.

Section 4. QUORUM AND VOTING AT MEETINGS. A majority of the directors then in office shall constitute a quorum at all meetings, including annual meetings and special meetings called for any purpose. Voting at any meeting at which a quorum is present shall be by majority vote of those present except as any applicable law, the Articles of Organization or these By-laws shall require. The directors present at a duly organized meeting may continue to transact business until adjournment notwithstanding the withdrawal of any one or more directors so as to leave less than a quorum.

Section 5. ACTION WITHOUT A MEETING. Any action required or permitted to be taken may be taken by the board of directors, or by any committee thereof, without a meeting, if all those entitled to vote consent in writing, either before or after such action is taken, and if the written consents are filed with the records of the corporation. Such consents shall be treated for all purposes as a vote at a meeting.

Section 6. TELEPHONIC PARTICIPATION IN MEETINGS. The directors or members of any active committee may participate in a meeting of the board of directors or such committee, respectively, by means of a conference telephone call or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

Section 7. WAIVER OF NOTICE. Whenever any notice is required to be given by any applicable law, the Articles of Organization or these By-laws, a waiver of notice signed either before or after the action for which notice is required shall have the effect of written notice unless otherwise specifically prohibited by law.

Section 8. MINUTES. The president or clerk shall keep minutes of each meeting of the board of directors.

ARTICLE V

OFFICERS

Section 1. OFFICERS. The officers of the corporation shall be a president, a treasurer, a clerk and any other officers that the board of directors may from time to time designate. The same individual may concurrently hold more than one office. All officers other than the clerk shall be members of the board of directors.

Section 2. ELECTION AND TERM. The board of directors shall, at each annual meeting of the board of directors, elect the officers, who shall serve for a one-year period and until their respective successors are elected and accept election. Any person may be reelected to successive terms as an officer, without limitation.

Section 3. POWERS. The officers shall have the powers and perform the duties customarily belonging to their respective offices, including, but not limited to, the powers and duties listed below, and including any powers or duties as may be vested in their respective offices by the board of directors or these By-laws:

(a) The president shall be the chief executive officer of the corporation and, subject to the control of the board of directors, shall have general charge and supervision of the affairs of the corporation. If there be no Chairman of the board of directors, the president shall preside at all meetings of the board of directors or may designate another person to act as presiding officer.

(b) The treasurer shall, except as the board of directors may otherwise provide, have the custody of all funds, securities and valuable documents of the corporation. The treasurer shall maintain proper books of accounts on all property of the corporation, which books shall be open at all times to inspection by the directors or other authorized persons. Whenever required to do so by the board of directors or the president, he or she shall submit to the board of directors a statement of accounts, consisting of a balance sheet and

related statements of income and expenses and of changes in all funds for the fiscal year then ended. The treasurer, under the direction of the board of directors, shall have general charge of the corporation's financial affairs, including supervising the signing of all checks, payment of accounts, and collection of debts.

- (c) The clerk shall record and maintain records of all proceedings of the board of directors in a book or series of books kept for that purpose, which book or books shall be kept within the Commonwealth of Massachusetts and at the principal office of the corporation or at the office of its clerk or of its resident agent and which book or books shall be open at all reasonable times to the inspection of any director. Such book or books shall also contain records of all meetings of incorporators and the original, or attested copies, of all records of the meetings of the board of directors. If the clerk is absent from any meeting of the board of directors, a temporary clerk shall exercise the duties of the clerk at that meeting. The clerk shall record and maintain records of addresses for notices to the directors and shall be responsible for the delivery of all notices of meetings to the board of directors and for such other correspondence as directed by the board of directors. The clerk shall, unless and until the corporation shall appoint, in the manner prescribed by law, a resident agent for service of process, be a resident of the Commonwealth of Massachusetts.

Section 4. RESIGNATION AND REMOVAL. Any officer may resign at any time by giving written notice of such resignation to the clerk or president. Such resignation shall be effective upon receipt of such notice, unless the notice specifies a later effective date. Any officer may be removed from office either with or without cause by the affirmative vote of a majority of the directors present at any meeting of the board of directors.

Section 5. VACANCIES. A vacancy in any office shall be filled for the remainder of the term by the board of directors at any annual meeting or any special meeting called for that purpose. Any such successor shall hold such office for the remainder of the unexpired term.

ARTICLE VI
COMPENSATION

Directors and officers shall receive no compensation for serving in such capacities, but may receive reasonable compensation for their services rendered in any other capacity, and may be reimbursed, subject to approval and ratification by the board of directors, for reasonable expenses incurred in connection with the affairs of the corporation, including attendance at meetings. The board of directors may determine the salaries or other compensation of each employee or agent of the corporation. No employee or agent of the corporation shall be prevented from receiving compensation for serving as such by reason of the fact that he or she is also a director or officer.

ARTICLE VII
COMMITTEES

Section 1. ACTIVATION. The president or the board of directors may activate at any time any committee that the board of directors may establish and may appoint a chairperson and members of each such committee.

Section 2. TERMS AND ELIGIBILITY. Except as provided by these By laws, the chairperson and members of each active committee shall serve one-year terms on the committee to which they are appointed, unless removed and replaced prior to the end of such term at the discretion of the president or the board of directors, and may be re-appointed, without limitation, for successive terms. Any committee to which the powers of the board of directors are delegated shall consist solely of directors.

Section 3. MINUTES. To the extent requested by the board of directors, a report of all material actions taken by each committee shall be made to the board of directors no later than the next meeting of the board of directors. Minutes of each committee shall be available to any director for inspection.

Section 4. QUORUM AND VOTING AT MEETINGS. Except as otherwise provided by law, a majority of the members of any committee

then in office shall constitute a quorum at all meetings of such committee. Members of any committee may be present at and participate in such meetings by telephone as provided in Article IV, Section 6 of these By-laws. When a quorum is present at any committee meeting, the votes of a majority of the members present and voting shall be necessary and sufficient for the decision of any question brought before the meeting except as otherwise provided by law or the Articles of Organization.

ARTICLE VIII

SPONSORS, BENEFACTORS, CONTRIBUTORS, ADVISERS, FRIENDS OF THE CORPORATION

The board of directors may designate certain persons or groups of persons as sponsors, benefactors, contributors, advisers or friends of the corporation or such other title as they deem appropriate. Such persons shall serve in an honorary capacity and, except as the board of directors shall otherwise designate, shall in such capacity have no right to notice of or to vote at any meeting, shall not be considered for purposes of establishing a quorum, and shall have no other rights or responsibilities.

ARTICLE IX

GENERAL

Section 1. CORPORATE SEAL. The corporate seal shall be in a form determined from time to time by the board of directors.

Section 2. FISCAL YEAR. The fiscal year of the corporation shall end on the 31st day of December of each year, unless otherwise determined by the board of directors.

Section 3. EXECUTION OF INSTRUMENTS; RECEIPT AND DISBURSEMENT OF FUNDS. Except as otherwise provided in these By-laws or as the board of directors may generally or in particular cases authorize, all instruments, documents, deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the corporation shall be signed by the president or treasurer. Facsimile signatures may be used in the manner and to the extent authorized generally or in particular cases by the board of directors. The board of directors

may designate such other officer or officers who, in addition to or instead of the treasurer, shall be authorized to receive and receipt for all moneys due and payable to the corporation from any source whatever, to endorse for deposit checks, drafts, notes, or other negotiable instruments, and to give full discharges and receipts therefor. Funds of the corporation may be deposited in such bank or banks or with such other corporations, firms, or individuals as the board of directors may from time to time designate.

Section 4. CUSTODIAN AND OTHER AGENTS. The board of directors shall have power in its discretion, from time to time, (a) to employ a bank or trust company or brokerage firm as custodian of any funds or securities of the corporation and to delegate to such custodian such powers as it may deem appropriate, including the power to make payments from and execute checks drawn on the funds of the corporation; (b) to employ clerks, accountants, legal counsel, investment counsel and any special services and to delegate the power to make investment changes on a discretionary basis; and (c) to pay compensation for any expenses of all such services in addition to the expenses of the directors. Each such custodian, employee or agent shall retain his or her authority at the pleasure of the board of directors.

Section 5. VOTING OF SECURITIES. Except as the board of directors may otherwise designate or require, the president may appoint any person or persons, with or without power of substitution, to act as proxy or attorney in fact for the corporation at any meeting of stockholders of any other corporation, the securities of which may be held by this corporation.

ARTICLE X

CONFLICT OF INTEREST

Except as otherwise provided by law or in the Articles of Organization, no contract or other transaction of the corporation shall, in the absence of fraud, be affected or invalidated by the fact that any director or officer of the corporation or any corporation, firm or association of which he or she may be a director, officer, stockholder, member, employee or agent may be a party to or

may have an interest, pecuniary or otherwise, in, any such contract or other transaction.

ARTICLE XI

INDEMNIFICATION

Section 1. INDEMNIFICATION FOR DIRECTORS AND OFFICERS. The corporation shall, to the extent legally permissible, indemnify each person who serves or has served as a director or officer of the corporation, and each person who is or was serving at the request of the corporation as an officer or director of another organization (including any trust or other entity maintained pursuant to a retirement plan for employees of the corporation), against all liabilities, costs and expenses (including but not limited to amounts paid in satisfaction of judgments, in settlement or as fines and penalties, and counsel fees and disbursements) reasonably incurred by or imposed upon him or her in connection with the defense or disposition of or otherwise in connection with or resulting from any action, suit or other proceeding, whether civil, criminal, administrative or investigative, before any court or administrative, legislative or investigative body, in which such person may be or may have been involved as a party or otherwise or with which such person may be or may have been threatened, while in office or thereafter, by reason of his or her being or having been such an officer or director, or by reason of any action taken or not taken in any such capacity; except that no indemnification shall be provided with respect to any matter as to which such person shall have been finally adjudicated by a court of competent jurisdiction not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the corporation or, if applicable, of the other organization of which he or she is or was serving as an officer or director at the corporation's request. Expenses, including but not limited to counsel fees and disbursements, so incurred by any such person in defending any such action, suit or proceeding, may be paid from time to time by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the person indemnified to repay the amounts so paid if it shall ultimately be adjudicated that indemnification of such expenses is not

authorized hereunder, which undertaking shall be accepted without reference to the financial ability of such person to make repayment.

Section 2. SETTLEMENTS. As to any matter disposed of by settlement by any such person, pursuant to a consent decree or otherwise, no such indemnification either for the amount of such settlement or for any other expenses shall be provided unless such settlement shall be approved as in the best interests of the corporation, after notice that it involves such indemnification, (i) by vote of a disinterested majority of the whole board of directors then in office, or (ii) by vote of a majority of the whole board of directors then in office, but only if the board of directors shall have been furnished with an opinion of independent legal counsel to the effect that such settlement is in the best interests of the corporation and that such person appears to have acted in good faith in the reasonable belief that his or her action was in the best interests of the corporation. No such approval shall prevent the recovery from any such officer or director of any amounts paid to such person or on his or her behalf as indemnification in accordance with the preceding sentence if such person is subsequently adjudicated by a court of competent jurisdiction not to have acted in good faith in the reasonable belief that his or her action was in best interests of the corporation.

Section 3. EMPLOYEES AND AGENTS. By the same procedures set forth in the preceding paragraph, the board of directors may vote to extend indemnification provisions substantially similar to those rights and subject to those limitations described above to employees or agents of the corporation who are not officers or directors or to persons serving at the corporation's request as either employees or agents of another organization or in a capacity with respect to any employee benefit plan.

Section 4. NON-WAIVER OF OTHER RIGHTS. The right or grant of indemnification hereby provided shall not be exclusive of or affect any other rights to which any officer, director, employee or agent may be entitled or which may lawfully be granted to such person.

Section 5. INSURANCE. By action of the board of directors, notwithstanding any interest of the directors in such action, the corporation may purchase and maintain insurance, in such amounts as the board of directors may from time to time deem appropriate, on behalf of any person who is or was an officer, director, employee or other agent of the corporation or who is or was serving at the request of the corporation as an officer, director, employee or other agent of another organization, or with respect to any employee benefit plan, against any liability incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify such person against such liability.

Section 6. DEFINITIONS. As used herein, the terms “officer,” “director,” “employee” and “agent” include their respective executors, administrators and other legal representatives; an “interested” person is one against whom the action, suit or other proceeding on the same or similar grounds is then or had been pending or threatened; and a “disinterested” person is a person against whom no such action, suit or other proceeding is then or had been pending or threatened.

ARTICLE XII

PERSONAL LIABILITY

The directors and officers of the corporation shall not be personally liable for any debt, liability or obligation of the corporation. All persons, corporations or other entities extending credit to, contracting with, or having any claim against the corporation may look only to the funds and property of the corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the corporation.

ARTICLE XIII

AMENDMENTS

These By-laws may be amended or repealed, in whole or in part, by a two thirds vote of the directors present and voting at any meeting of the board of directors, provided that notice describing the proposed amendment has been given in writing pursuant to the provisions hereof.

ARTICLE XIV

NON-DISCRIMINATION

It is the policy of the corporation not to discriminate on the basis of race, color, religion, sex or national origin in its selection of directors, officers, employees or agents, grant recipients or students. The board of directors and all officers and employees are required to implement this policy.