

**By-laws of the Rye Free Reading Room
As amended to the date of
April 24, 2012**

ARTICLE I

Members

1. Any person may become a member of the Rye Free Reading Room (the "Corporation") upon payment of dues.
 2. There shall be nine classes of members, with annual dues as follows:
 - a. President's Circle with dues of \$10,000 or more per year
 - b. Director's Circle with dues of \$5,000 to \$9,999 per year
 - c. Sponsor with dues of \$2,500 to \$4,999 per year
 - d. Fellow with dues of \$1,000 to \$2,499 per year
 - e. Scholar with dues of \$500 to \$999 per year
 - f. Family with dues of \$250 to \$499 per year
 - g. Individual with dues of \$100 to \$249 per year
 - h. Friend with dues of less than \$100
 3. All members shall be voting members, provided, however, that in light of the costs incurred by the Corporation, a member who pays dues of less than \$10 shall be a non-voting member.
 4. The Corporation shall maintain the roll of membership which shall be used to determine all voting members and non-voting members.
 5. As of the end of each calendar year, all members who during the preceding 12 months have paid dues sufficient to qualify as a voting member, shall be eligible to vote at a meeting of members held in the succeeding calendar year.
 6. As of the end of each calendar year, any member who during the preceding 12 months shall not have paid dues sufficient to qualify as a voting member, shall not be eligible to vote at a meeting of members held in the succeeding calendar year, unless such dues are paid prior to the record date of such meeting of members.
 7. Any member who has not paid dues for a period of 24 months may be dropped from the roll of membership by a 2/3 vote of the Board of Trustees.
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ARTICLE II

Meetings of Members

1. An Annual Meeting of members for the election of Trustees and Officers and for the transaction of such other business as may come before it shall be held in each year between the 15th day of January and the 28th day of February, inclusive, in the City of Rye at such time and place as the Board of Trustees shall appoint.
 2. Special Meetings of members may be called by the President. In addition, The President must call a Special Meeting of members upon receipt of a written request signed by at least 20 members then eligible to vote at a meeting of members. The meeting shall be held within 60 days of receipt of the written request. No business shall be transacted at a Special Meeting unless included in the Notice of Meeting, and the Notice of Meeting must contain all issues or proposals raised in the written request for a Special Meeting made by members.
 3. A Quorum for all meetings of members shall be the lesser of (i) 100 members eligible to vote or (ii) 10% of the members eligible to vote determined as of the record date. If there be no quorum, the members present may adjourn the meeting from time to time until a quorum is present.
 4. Members eligible to vote at a meeting of members may attend the meeting and vote in person or by proxy. A member attending a meeting by proxy shall be counted for purposes of determining a quorum. Each member eligible to vote shall be entitled to one vote regardless of the class of membership. If two or more persons (such as a husband and wife) are listed on the membership roll as one member, they shall be considered as one member for all purposes, including quorum, and shall be entitled to one vote.
 5. No subject shall be introduced at a meeting of members of the Corporation which does not relate directly to its affairs.
 6. The record date for purposes of a meeting of members shall be either (i) the December 31st immediately prior to the meeting or (ii) a date 50 days prior to the meeting, whichever date is closest to the meeting. Those members eligible to vote at a meeting of members shall be limited to voting members eligible to vote as described in paragraph 4 of Art. I, and any additional voting members who have paid dues in that calendar year prior to the record date.
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7. The order of business at an Annual Meeting of members shall be substantially similar to the following:
 - Call to order
 - Roll call
 - Reading of minutes of previous meeting
 - Reports and communications
 - Election of Trustees
 - Election of Officers
 - Unfinished business
 - New business
 - Adjournment
8. Written notice of the meeting with respect to an Annual Meeting or a Special Meeting shall be mailed at least 10 days prior to the meeting to each member of the Corporation eligible to vote at the meeting at his or her last known address as the same appears upon the records of the Corporation.

ARTICLE III

Election of Trustees and Officers

1. The membership of the board of Trustees shall be fixed at such number, not less than 15 or more than 25, as shall be determined from time to time by the Board of Trustees. The members of the Board shall be divided into three classes. The term of office of each class shall be three years or until their successors are elected. The Trustees in each class shall be elected in alternate years by the members at the Annual Meeting. Each Trustee shall be eligible to serve for up to three, three-year terms. A former Trustee who has not served on the Board for a period of at least three years will be eligible to be nominated again to serve as a Trustee for up to three, three-year terms. All Trustees must be or become voting members of the library.
 2. In addition to the members of the Board of Trustees who are elected by the members of the Corporation, the Mayor of the City of Rye shall be a voting Ex Officio member of the Board of Trustees or, at the option of the Mayor, a member of the Rye City Council appointed by the Mayor shall serve as a non-voting liaison to the Rye Free Reading Room. The liaison shall be available to library staff and management as well as the Board of Trustees, and shall be able to attend Board meetings and executive sessions.
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3. At the discretion of the Board, there shall be established an Auxiliary Board which shall be a committee of the Board. The President or Co-President of the Auxiliary Board may attend Board of Trustee meetings and shall be entitled to have a single vote on behalf of the Auxiliary Board. At the discretion of the Board, past members of the Board may be designated Life Members of the Board, a designation that honors their contributions to the Rye Free Reading Room. Life Members shall not be voting members of the Board.
 4. If the office of any Trustee becomes vacant for any reason, the remaining Trustees, although less than a quorum, may elect by a vote of a majority of the Board then in office, a successor Trustee who shall hold office during the balance of the unexpired term. In the event of an increase in the number of Trustees, the new Trustees to fill the additional trusteeships may be named by the Board of Trustees unless such vacancies are filled by action at a meeting of the members.
 5. The elected officers shall be the President, the Vice President, the Secretary and the Treasurer, and they shall be elected from among the Board of Trustees by the members at each annual meeting to serve until the next Annual Meeting or until their successors are elected. The positions of Secretary and Treasurer, or of Vice President and Treasurer, may be filled by one person. As provided in Article V, paragraph 4, the members may elect such other officers as the members may deem necessary or appropriate; and the Board of Trustees may appoint such other officers as the Board may deem appropriate or necessary for the proper conduct of the Corporation's business or may fill any vacancy which may occur in any office, to serve until the next annual meeting of members.
 6. Nominations for Trustees and Officers to be voted upon at an Annual Meeting of members of the Corporation shall be made only in accordance with the following:

The Board of Trustees shall determine the number of the Trustees to constitute the class of Trustees to be elected at the next Annual Meeting of members, subject to the requirements of paragraph 1 of this Article. Prior to the 1st day of March in each year, the Board of Trustees shall appoint a nominating committee of such number as it shall determine but no less than three persons, or if it shall fail to appoint such committee by the 1st day of March, such committee shall then within one week thereafter be appointed by the President in such number as she or he may determine, but no less than three persons. The nominating committee shall consist of members of
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the Corporation who may but need not be members of the Board of Trustees. Suggestions from members as to persons who are willing to serve on the nominating committee shall be considered. The nominating committee shall prepare and present to the Board of Trustees not later than at its September meeting a list of Trustee-candidates with a brief statement of the background and qualifications of each candidate. The Board from this list shall determine a slate of potential nominees and nominee alternates to be invited to constitute the class of Trustees. The chairman of the nominating committee will inform each such nominee that he or she is invited to stand on the slate of candidates for the Board of Trustees and, if any nominee is not willing to accept this invitation, will so inform a nominee alternate until a complete slate for the upcoming class has accepted the invitation to stand for election to the Board of Trustees at the next Annual Meeting. The nominating committee shall on or before the 20th day of December prepare a list of nominees who have so accepted and a list of nominees for the Officers to be elected at the next Annual Meeting, and shall file such lists with the Secretary, who shall before the 25th day of December next following, post a copy thereof on the bulletin board or in some other conspicuous location in the library building, and such lists shall remain so posted until after the Annual Meeting. Any 20 members then eligible to vote may propose an additional list of nominees for Trustees to constitute the class of Trustees being elected, and/or a list of nominees of Officers by filing such nomination in writing signed by all 20 members with the Secretary on or before the 5th day of January next following. The Secretary shall promptly in like manner post a copy of any such additional lists.

No nominations for Trustee or Officer shall be voted upon at a meeting of members unless made in accordance with the foregoing.

7. The members shall elect Trustees or Officers by voting for the candidates as a group from the lists presented by the Board of Trustees or the lists presented by members. All elections of Directors and Officers shall be by written ballot and a majority of all the votes cast shall elect. Two tellers appointed by the President shall count the votes and shall declare the result. Where a nomination is unopposed the vote may be by voice vote or the meeting may authorize the Secretary to cast the ballot.

ARTICLE IV

Board of Trustees

1. The Board of Trustees shall have power to adopt By-Laws for the conduct of their meetings and shall have control of all the property and affairs of the Corporation and shall have power to supersede any committee in the control of any matter which would otherwise come within the jurisdiction of such committee, and to review, amend, set aside or otherwise deal with any decision reached or action taken by any committee, but shall have no power, unless specifically authorized by the Corporation at an annual or special meeting, to render the Corporation liable for any amount beyond its assets. A majority of the Trustees in office will constitute a quorum.
2. The President shall fix the dates for the regular meetings of the Board of Trustees to conduct the business of the Corporation. Such meetings shall be held not less than quarterly. Notice of the dates of such meetings shall be posted in a conspicuous location in the library building at the beginning of each year or at least ten days prior to such meeting.
3. If any Trustee shall fail to attend three consecutive meetings of the Board without excuse accepted as satisfactory by the Trustees, such Trustee shall be deemed to have resigned from the Board, and the vacancy shall be filled by action of the Board pursuant to Article III paragraph 4.

ARTICLE V

Duties of Officers

1. The President shall be the chief executive officer and shall preside at all meetings of members and of the Board of Trustees. In his or her absence or inability to act the Vice President shall be vested with these powers and shall perform these duties.
 2. The Treasurer shall have charge of the receipt, custody and disbursement of the funds and securities of the Corporation. He or she shall render to the Board of Trustees accurate account of all transactions as Treasurer and of the financial condition of the Corporation. His books shall at all times be open to the inspection of any member of the Board of Trustees, (or any person or persons designated by a member of the Board of Trustees).
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3. The Secretary shall keep the minutes of all meetings of the members and all meetings of the Board of Trustees. The minutes shall report actions taken by the members or by the Board of Trustees. The minutes shall be made available to any member upon request.
4. Other Officers of the Corporation may be elected by the members or appointed by the Board of Trustees and such other officers shall have such powers, authorities and duties as the members or the Board of Trustees shall determine from time to time to be advisable for the proper conduct of the affairs of the Corporation.

ARTICLE VI

Committees

1. There shall be the following committees: The Executive Committee, the Finance & Audit Committee, the Nominating Committee and such other committees as the Board of Trustees shall from time to time determine to be advisable for the proper conduct of the affairs of the Corporation. Each of such committees shall be composed of such number or members as the Board of Trustees shall from time to time determine, who may, but need not, be members of the Board of Trustees. The President shall, subject to the approval of the Board of Trustees, appoint the members of the committees.
2. Members of each committee shall hold office for one year from the date of their appointments, or until their successors are appointed, or the committee is disbanded. Any vacancy in any committee shall be filled by the President, subject to the approval of the Board of Trustees.
3. Subject to the powers of the Board of Trustees, hereinabove provided, the Executive Committee shall be made up of the President, Vice Presidents, Secretary and Treasurer of the Board and the previous President of the Board. It shall have the power to transact any business within the Board's accepted policies and shall report such transaction to the Board in writing at the earliest possible date. Financial obligations approved by the Executive Committee shall not exceed \$10,000. The Executive Committee shall recommend to the Board of Trustees the rate of compensation for the Director of the Library.

4. Subject to the powers of the Board of Trustees, hereinabove provided, the Finance & Audit Committee shall have charge of the finances and property of the Corporation in the intervals between meetings of the Board of Trustees including the power to make purchases and sales for the investment portfolio provided, however, that any such purchases and sales can be made only through vote of a majority of the members of the Finance & Audit Committee.
5. Subject to the powers of the Board of Trustees, hereinabove provided, each of the foregoing committees shall have such additional powers and duties, and all other committees that may be created by the Board of Trustees shall have such powers and duties, as the Board of Trustees shall determine.
6. From time to time, whenever requested by the President or by the Board of Trustees, the chair of each committee shall report in writing to the President and to the Board as to all action had or proposed by the particular committee and the condition of matters under the supervision of the particular committee.

ARTICLE VII

Fiscal Year

1. The fiscal year of the Corporation shall be the calendar year.

ARTICLE VIII

Use of Library

1. The Library, building and grounds, shall be open on such days and during such hours as the Board of Trustees may designate for the use and enjoyment of all members and of the public generally who observe and obey the rules and regulations; but this right or privilege may be suspended or annulled by the Board of Trustees in case of any improper conduct on the part of any member or other person in or about the building or grounds.

ARTICLE IX

Amendments

1. These By-Laws may be altered, amended or repealed at any meeting of the members of the Corporation by the vote of two-thirds of the members eligible to vote who are present in person or by proxy, provided that notice of the substance of the proposed alteration, amendment or repeal shall have been given in the Notice of Meeting.
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2. In addition, these By-Laws may be altered or amended at a meeting of the Board of Trustees at which two-thirds of the Trustees in office are present by a two-thirds vote of the trustees, provided that the Board of Trustees may not amend Article II of the By-Laws and provided further that notice of the substance of the proposed alteration or amendment shall have been given in a notice of meeting which shall be delivered to all Trustees at least ten days prior to the meeting or in the waiver of such notice. Notice of the meeting where a proposed alteration or amendment to the By-Laws will be considered setting out the substance of such proposed alteration or amendment shall also be delivered via e-mail at least 10 days prior to the date of the meeting, provided that a failure of a Trustee to receive such e-mail shall not constitute a failure in notice and provided further that such notice may be waived.
3. Any amendment adopted by the members may provide that such amendment cannot be altered or amended by the Board of Trustees.

ARTICLE X

Conflicts of Interest and Indemnification

1. Each Trustee and Officer of the Corporation shall disclose in writing to the Board of Trustees any conflict of interest which he or she believes may arise in connection with service as a Trustee or an Officer of the Corporation. Any member of the Board who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the Board to voluntarily excuse him/herself and will refrain from discussion and voting on said item.
2. The Corporation shall indemnify (a) any person made or threatened to be made a party to any action or proceeding by reason of the fact that such a person is or was a Trustee or Officer of the Corporation; and (b) any Trustee or Officer of the Corporation who served any other corporation of any type or kind, or any partnership, joint venture, trust, employee benefit plan, or other enterprise, association, or entity in any capacity at the request of the Corporation, in the manner and to the maximum extent permitted by the Not-for-Profit Corporation Law of New York, as amended from time to time; and the Corporation may, in the discretion of the Board of Trustees, purchase and maintain insurance pursuant to



such indemnification and indemnify all other corporate personnel to the extent permitted by law.