

BYLAWS  
OF  
THE QUEENS LIBRARY FOUNDATION, INC.  
(amended and restated as of June 5, 2014)

ARTICLE I  
GENERAL AND PURPOSES

§1. Name and Location. This Corporation shall be known as "the Queens Library Foundation, Inc." (hereafter "the Foundation"). Its principal place of business shall be in the Borough of Queens, City and State of New York.

§2. Purposes. (a) The Foundation is organized exclusively for educational, charitable, and scientific purposes, within the meaning of §501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future or successor tax law) including, for such purposes, the making of distributions to the Queens Borough Public Library (hereafter "the Queens Library") and other organizations that qualify as exempt organizations under §501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future or successor tax law).

(b) To these ends, the Foundation's purposes shall be:

(1) to benefit and support the Queens Library, its branches, divisions and collections and its successors by providing funding, goods and services, including but not limited to materials, facilities, equipment, monies, endowment funds, and other real and personal property or grants for new, unusual and innovative programs and services not normally provided by public funding;

(2) to aid, assist, enhance, benefit, promote, support and encourage the Queens Library in the presentation and provision of various existing programs and services and the development and institution of new or innovative programs and services of the said Library;

(3) to assist in the publicizing of such programs and services and the purposes and objectives of the Queens Library in general;

(4) to assist in increasing public awareness of the programs, services, purposes and objectives of the Queens Library;

(5) to generally assist and aid the Queens Library in all of its activities, provided however, that in no way shall the Foundation act as or organize, operate or conduct a public or free association library or library system of any kind as defined in the Education Law of the State of New York; and

(6) to carry out other purposes as are stated in the Certificate of Incorporation of the Foundation and as are authorized by law.

§3. Dissolution. Upon the dissolution or liquidation of the Foundation, no member, officer, director, member of the Board of Directors, agent or employee shall share in or receive or have distributed to him or her, any funds or other assets of the Foundation then remaining in his or her possession or in the possession of the Foundation. Any such funds or other assets shall be transferred to the Queens Library. If the Queens Library is no longer in existence, such funds or assets shall be transferred to such other organizations with similar purposes which have qualified for exemption under §501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future or successor tax law), or to the Federal Government, or to a State or local government, for Library purposes, as the Board of Directors shall determine.

ARTICLE II  
POWERS

§1. The Foundation shall have all the powers set forth in its Certificate of Incorporation and these Bylaws. It shall also have such other powers as are allowed by law, or are necessary, incidental or useful to the accomplishment of the purposes for which it is formed. These powers include but are not limited to, the power to raise money and receive other property of any kind in furtherance of its purposes and in general for the benefit of the Queens Library. It shall also have the power to spend or otherwise disburse such monies or property or create and hold endowments in accordance with these Bylaws. To such end it may do any and all the things set forth in these Bylaws and the Certificate of Incorporation to the same extent that a natural person might or could do anywhere, as principal, agent, contractor, trustee or otherwise, either alone or in company with others.

§2. These powers shall be subject to the limitations, duties, and restrictions pertaining to a not for profit corporation existing under the provisions of New York Not-for-Profit Corporation Law. They shall also be subject to the limitations, duties and restrictions applicable to an organization qualified as exempt from Federal income taxation within the meaning of §501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding section of any future or successor tax law), as said statutes are now in force or may hereafter be amended.

§3. In furtherance of the purposes of the Foundation as set forth in the Certificate of Incorporation and these Bylaws, the Foundation, may hold title to property as defined in Article XII.

ARTICLE III  
MEMBERSHIP

§1. Members. The Board of Directors shall consist of members, as elected by the Board of Directors, and as approved by a majority of the Board of Trustees of the Queens Library.

§2. Number. The number of members of the Board of Directors shall

be not less than nine nor more than thirty-seven Directors.

§3. Appointment. The President and CEO of the Queens Library, the Chairman of the Queens Library Board of Trustees and the Chairperson of the Queens Library Board of Trustees' Finance and Investments Committee shall at all times be members of the Board of Directors of the Foundation with all of the rights and responsibilities of members of the Board of Directors, except as otherwise provided in these Bylaws. The Executive Director of the Foundation shall serve as a member of the Board of Directors, without vote.

§4. Term. Members of the Board of Directors of the Foundation shall serve for terms of three years. One third of the membership of the said Board shall be selected each year. Vacancies for unexpired terms shall be filled in the same manner as appointments.

§5. Compensation. No members of the Board of Directors of the Foundation, except the Executive Director of the Foundation, shall receive any salary or compensation from the Foundation except reimbursement of expenses related to the business of the corporation.

§6. Removal. Any member of the Board of Directors may be removed from office, with or without cause, by the Board of Directors of the Foundation upon a vote of two-thirds of their total membership (excepting therefrom the President and CEO of the Queens Library, the Chairman of the Queens Borough Public Library Board of Trustees, the Chairperson of the Finance and Investments Committee of the Queens Borough Public Library Board of Trustees, and the Executive Director of the Foundation) subject to the approval of the Board of Trustees of the Queens Library. Any member of the Board of Directors may also be removed from office, with or without cause, by the Board of Trustees of the Queens Library upon a vote of two-thirds of their entire membership.

#### ARTICLE IV ROLE OF THE BOARD OF DIRECTORS

§1. General. The affairs of the Foundation shall be managed by its Board of Directors in accordance with the Foundation's Certificate of Incorporation and

these Bylaws.

§2. Powers. (a) Subject to the limitations of the Certificate of Incorporation and these Bylaws, and the approval of the Board of Trustees of the Queens Library as set forth therein and herein, the activities and affairs of the Foundation shall be managed, controlled and conducted, and all corporate powers shall be exercised, by or under the direction of the Board of Directors of the Foundation. Subject to the approval of the Board of Trustees of the Queens Library, the Board of Directors of the Foundation make such rules and regulations for the management and administration of the Foundation as they may deem appropriate and are not inconsistent with law, the Certificate of Incorporation or these Bylaws. Subject to the approval of the Board of Trustees of the Queens Library, the Board of Directors of the Foundation may delegate the management of the day-to-day activities of the Foundation to the Executive Director of the Foundation.

(b) The Board of Directors shall have the power to select, hire and remove all employees of the Foundation, prescribe their powers, duties and functions, fix their compensation and other terms of employment and require from them such security, if any, for faithful service as the Board may deem appropriate.

(c) Subject to the approval of the Board of Trustees of the Queens Library, the Board of Directors of the Foundation shall have the power to borrow money and incur indebtedness for the purposes of the Foundation. Subject to such approval, it may cause to be executed and delivered, in the corporate name, such promissory notes, subventions, bonds, debentures, deeds of trust, mortgage, pledges, hypothecations or other evidences of debt and securities therefore as are necessary to carry out such purposes.

(d) The Board of Directors of the Foundation shall prepare and submit an annual operating budget to the Board of Trustees of the Queens Library for their approval. Such budget shall reflect estimated unrestricted revenue and estimated expenditures therefrom, excluding restricted revenue sources and expenditures therefrom. The Board of Directors of the Foundation may appropriate and expend such sums as it deems, in the exercise of fiscal responsibility, reasonably necessary to carry out the purposes of the Foundation, provided that such expenditures as exceed the budget of the Foundation as so approved and as exceed funds raised shall be subject to the further prior approval of the Board of Trustees of Queens Library.

(e) Subject to the Purchasing and Contracting Policies of the Board of Trustees of the Queens Library, the Board of Directors may authorize any officer, employee or agent of the Foundation, in addition to the officers and employees authorized by these Bylaws to do so, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation. Such authority may be general.

(f) The Board of Directors may accept on behalf of the Foundation any unconditional contributions, gifts, bequests or devises for the general purposes of the Foundation. Conditional gifts, devises or bequests, shall be subject to the approval of the Board of Directors of the Foundation. Any conditional gifts, bequests or devises as may affect any Queens Library policies or procedures shall be subject to the approval of the Board of Trustees of the Queens Library.

## ARTICLE V OFFICERS OF THE FOUNDATION

§1. (a) Foundation Officers. The Officers of the Foundation shall be the President, a Vice-President, a Secretary, a Treasurer, and an Assistant Treasurer.

(b) Nomination and Election of Officers. The Board of Directors shall receive the report of the Nominating Committee naming nominees for foundation offices. The Board of Directors shall elect such officers from among those of their number as have been so nominated. The officers so elected shall hold office until their successors are elected and qualified.

§2. President. The President shall preside at meetings of the Board of Directors and serve as Chairman of the Executive Committee. The President shall perform all duties customarily incident to the office of president and such other duties as may be prescribed or delegated to such officer by the Board of Directors from time to time, including the execution of routine legal documents after consultation with the President and CEO of the Queens Library. Such authority to execute legal documents may be delegated by the President to the Secretary. The President shall be a member of all committees, ex-officio, except the Executive Committee (of which he is Chairman).

§3. Vice-President. In the absence of the President or in the event of the President's inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall also perform such duties as may from time to time be assigned by the President or Board of Directors.

§4. Secretary. The Secretary shall be responsible for (a) maintaining the minutes of the meetings of the Board of Directors and of the Executive Committee; (b) maintaining all corporate records; (c) sending of all notices in accordance with the provisions of these Bylaws, the Certificate of Incorporation and as otherwise required by law; (d) maintaining the seal of the Foundation and ensuring that the seal of the Foundation is affixed to all appropriate documents; (e) signing routine legal documents in the absence of other officers; (f) keeping a register of the post office address of each member; and (g) the performance of all duties customarily incident to the office of secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

§5. Treasurer. The Treasurer shall be responsible for (a) for all funds and securities of the Foundation from any source whatsoever; (b) the deposit of all such monies in the name of the Foundation in such banks, trust companies, or other depositories as shall be selected; (c) the performance of all the duties customarily incident to the office of Treasurer; and (d) the performance of such other duties as from time to time may be assigned to such officer by the President or by the Board of Directors.

§6. Assistant Treasurer. The Assistant Treasurer aids the Treasurer in the carrying out of such officer's duties and shall be appointed as a non-voting member of the Board of Directors, and is generally the General Counsel of the Queens Library.

§7. Removal. Any officer may be removed from office, with or without cause, by the Board of Directors of the Foundation upon a vote of two-thirds of their total membership subject to the approval of the Board of Trustees of the Queens Library. Such officer may also be removed from office, with or without cause, by the Board of Trustees of the Queens Library upon a vote of two-thirds of their entire membership.

ARTICLE VI  
MEETINGS

§1. Regular Meetings. Regular meetings of the Board of Directors shall be held at least four times annually. The date, time and place of such meetings shall be fixed by the Executive Committee.

§2. Special Meetings. Special meetings of the Board of Directors may be called by the President of the Foundation, the President and CEO of the Queens Library, or any three or more members of the Board of Directors.

§3. Notice of Meetings. Notice of the time and place of any meeting of the Board of Directors of the Foundation and of any committees shall be given by the Secretary, or by the person or persons calling the meetings, by overnight, electronic or other form of mail, telegram, facsimile transmission or by other personal communication, over the telephone or otherwise, at least three days prior to the date on which the meeting is to be held to all members of the Board of Directors. Attendance by a member of the Board of Directors at any meeting shall constitute a waiver of notice of such meeting. Neither the business to be transacted nor the purpose of any meeting of the Board of Directors needs be specified in the notice or any waiver of notice of such meetings.

§4. Quorum. A majority of the voting members of the Board of Directors of the Foundation shall constitute a quorum for the transaction of business. In establishing the number of votes needed to adopt any motion or take any action, the Executive Director shall not be counted as a member of the Board of Directors. A member may participate and vote at any meeting of the Board of Directors or its committees in person or by teleconference.

§5. Voting and Participation in Deliberations.

- (a) No member of the Board of Directors, or their representative, who has not been certified as an Independent Director, as provided in Section 6 of this Article VI, shall be present at or participate or attempt to influence the deliberation or voting of the Audit Committee.

- (b) No member, or their representative, who has not been certified as an Independent Director, as provided in Section 6 of this Article VI, shall be present at or participate or vote in any Board of Directors deliberations, or attempt to influence the deliberation or voting of the Board of Directors, on matters reported by or recommended by the Audit Committee, or matters that have been charged to the Audit Committee in these Bylaws.
  
- (c) Notwithstanding the foregoing, the Board of Directors or applicable Committee may, to the extent otherwise permitted under applicable law or policies of the Foundation or these Bylaws, request the member, or their representative, to provide information to the Board or Committee concerning the matter at a meeting of the Board or Committee prior to the commencement of deliberation or voting on the matter.

§6 Determination of Independence. For the avoidance of doubt, and notwithstanding any other provision of these Bylaws to the contrary, no member of the Board of Directors, or their representative, shall be an Independent Director for purposes of these Bylaws unless the Assistant Treasurer of the Foundation, having received from the member, or their representative, his or her most recent completed and executed Key Employee and Trustee Conflicts of Interest Disclosure Form (as defined in the Conflicts of Interest Policy), has certified to the Board of Directors that the Assistant Treasurer has affirmatively determined that such member, or their representative, is an Independent Director.

## ARTICLE VII EXECUTIVE DIRECTOR

§1. Appointment and Authority. Subject to approval of the Board of Trustees of the Queens Library, The Board of Directors of the Foundation, upon the recommendation of the President and CEO of the Queens Library, shall appoint an Executive Director, who may be a paid employee or volunteer of the Foundation or the Queens Library, assign the duties, and functions and responsibilities of such position and make such delegation of authority thereto, as appropriate. Any delegation of

authority to the Executive Director shall not operate to relieve the Board of Directors or any individual members of the Board of any responsibility imposed upon it or them by law. The Executive Director shall generally function as the principal manager of the Foundation's day to day activities. The supervisory functions and duties of the Board of Directors, the Executive Committee and the Officers to oversee the Executive Director are hereby delegated and assigned to the President and CEO of the Queens Library, to whom the Executive Director of the Foundation shall report.

§2. Compensation and Duties. The President & CEO of the Queens Library shall from time to time determine the compensation to be paid to the Executive Director of the Foundation. Subject to the approval of the President & CEO of the Queens Library, the Executive Director is authorized to employ a staff to assist in the duties of the Executive Director.

§3. All Employment At Will. The employment of the Executive Director and all other employees of the Foundation shall be at will and may be terminated at will.

## ARTICLE VIII COMMITTEES

§1. The President. The President, upon consultation with the Board of Directors, may create committees or special committees at any time in furtherance of the purposes of the Foundation as set forth in the Certificate of Incorporation and these Bylaws.

§2. Executive Committee. There shall be an Executive Committee consisting of the President, as Chairperson, the Vice President, the Secretary and the Treasurer of the Foundation, and the President & CEO of the Queens Library. The Executive Committee shall have the power to act for the Board of Directors between meetings of the Board of Directors and to perform such other duties as may be prescribed by the Bylaws or delegated to it by the Board of Directors from time to time. It shall then report to the Board of Directors at the next regularly scheduled Board meeting. The Executive Director shall be a non-voting member of the Committee.

§3. Nominating Committee. There shall be a Nominating Committee consisting of the most recent Past President and four other members. In the event that no past president is available, the nominating committee shall consist of five members. The Nominating Committee shall be appointed by the President with the approval of the Board of Directors. The Nominating Committee shall make nominations for Foundation Officers.

§4. Audit Committee. There shall be an Audit Committee, consisting exclusively of three (3) Independent Directors. Members of the Audit Committee shall first be selected from those who have an accounting, financial, and business operations background. Prior to appointment, and during their term, all members of the Audit Committee must be certified as provided in Section 6 of Article VI of these Bylaws as Independent Directors as defined in the Conflicts of Interest Policy or, if not defined in the Conflicts of Interest Policy, "Independent Directors" as defined in Section 102(a)(21) of the Not-For-Profit Corporation Law of the State of New York, as that may be from time to time amended, superseded or replaced (individually, an "Independent Director," and, in the plural, "Independent Directors"). The Audit Committee shall:

- (a) Consist in its entirety of Directors who are Independent Directors.
- (b) Assist the Board in providing oversight of the internal and external audit functions, including the appointment of the internal and external auditors.
- (c) Exercise and discharge the audit oversight powers and responsibilities of a "designated audit committee" as contemplated by Section 712-a of the Not-For-Profit Corporation Law, as from time to time hereafter amended, supplemented or superseded.
- (d) Serve in a role that is advisory to the Board of Directors and any recommendations it provides to the Board of Directors shall not be substituted for any required review and acceptance by the Board of Directors, except as may otherwise be provided in the Conflicts of Interest Policy (as from time to time hereafter amended, supplemented or superseded) or in any other applicable policy adopted by the Board of

Directors.

- (e) Oversee the Foundation's response to legal proceedings involving financial information and business records, and official inquiries regarding financial information and business records.
- (f) Carry out its duties pursuant to an Audit Committee Policy which shall be subject to review and approval by the Board of Directors.
- (g) Exercise exclusively the powers delegated to the Audit Committee by the Board of Directors with respect to matters coming within the Foundation's Conflicts of Interest Policy, its Whistleblower Policy and any other matter expressly delegated to the Audit Committee.
- (h) Deliberate and vote on matters concerning the Foundation's Conflicts of Interest and Whistleblower Policies, and make appropriate recommendations to the full Board of Directors, provided however, that any vote by the Board of Directors on matters recommended by the Audit Committee that concern either such policy shall be made only by Board of Director members who are Independent Directors.
- (i) From time to time report to the Board of Directors on its activities pursuant to this Section 4 of Article VIII of these Bylaws.
- (j) Conduct its meetings only if a quorum of the Committee is present. A quorum shall be attendance in person of three Committee members.

§5 Committees. The President, upon consultation with the Board of Directors or the Executive Committee, shall appoint and shall have the power to remove the Committee Chairman and the members of each Committee.

§6. Quorum. Unless otherwise provided by the Board of Directors or these Bylaws, a majority of the voting members of a committee shall constitute a quorum.

ARTICLE IX  
INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Foundation shall defend, indemnify and hold harmless, every member of the Board of Directors, officer, Executive Director, agent and employees of the Foundation and the heirs, executors, assigns and legal representatives of such, against liability and expenses reasonably incurred by him/her or for which he/she may be liable in connection with any action, suit or proceeding to which he/she may be made a party by reason of his/her being or having been a member of the Board of Directors, Officer, agent or employee of the Foundation or its Executive Director except in relation to matters as to which he/she shall be finally adjudged in such action, suit or proceeding to be liable for willful misconduct. The foregoing rights shall be exclusive of any other rights to which he/she may be entitled. The Foundation, at its sole discretion, may elect to defend any action or proceeding.

ARTICLE X  
SEAL OF THE FOUNDATION

The seal of the Foundation shall be the following form:

ARTICLE XI  
TITLE TO PROPERTY

§1. The title to all property of the Foundation shall be in the name of the Foundation or as otherwise may be provided pursuant to the Certificate of Incorporation and these Bylaws. Title to any gifts, bequests, devises or donations of any kind whatsoever to the Foundation or its Board of Directors as have been accepted pursuant to these Bylaws shall be vested in the Foundation and the same may be so received.

§2. In furtherance of the purposes of the Foundation as set forth in the Certificate of Incorporation and these Bylaws, upon the purchase of property or the acceptance of donated property by the Foundation, the title of said property shall

immediately transfer to the Queens Library, without any action being required. For the purposes of this section, "property" shall not include money, notes, bonds, or other financial instruments and real estate.

ARTICLE XII  
AMENDMENTS TO BYLAWS

The Bylaws of this corporation may be amended, modified, altered or repealed only by majority vote of all voting members of the Board of Directors, provided that at least ten days written notice is given of intention to amend, alter, repeal or modify the Bylaws at such meeting and upon approval of a majority of all voting members of the Board of Trustees of the Queens Library.

ARTICLE XIII  
ADMINISTRATIVE AND FISCAL PROVISIONS

§1. Fiscal Year. The fiscal year of the foundation shall be July 1 to June 30.

§2. Annual Report and Audit. An annual report and financial audit shall be required. Such audit report shall be submitted to the Board of Directors and to the Board of Trustees of the Queens Library.

ADOPTED JUNE 19, 1997.

AMENDED AND RESTATED JUNE 5, 2014.