

**BY-LAWS OF FRIENDS OF
THE LARCHMONT PUBLIC LIBRARY, INC.
A New York Not-for-Profit Corporation
[Adopted May 10, 2005, Amended March 10, 2009]**

ARTICLE I. NAME; OFFICES; BOOKS

Section 1. Name. The name of the corporation shall be Friends of the Larchmont Public Library (hereafter, the "Organization").

Section 2. Offices. The principal office of the Organization shall be located at the Larchmont Public Library and its mailing address shall be 121 Larchmont Avenue, Larchmont, New York 10538. The Organization may have such other offices within the Town of Mamaroneck, State of New York, as the Board of Directors may determine or the affairs of the Organization may require from time to time.

Section 3. Books and Records. Except when current books of account are being worked on at other offices, the Organization shall keep at its principal office correct and complete books and records of account and the activities of the organization, including a list or database containing the names and addresses of all members in good standing, a copy of the Certificate of Incorporation, a copy of these By-laws, the annual reports prescribed by Section 519 of the New York Not-for-Profit Corporation Law, and all minutes of meetings of the membership and the Board of Directors. Any member in good standing shall have the right to examine minutes of meetings of the membership and the Board of Directors and the annual reports of the Organization during regular library hours upon five (5) days written notice to the Secretary of the Organization.

ARTICLE II. PURPOSES

The Organization is a Type B not-for-profit corporation formed pursuant to the New York Not-for-Profit Corporation exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended. Primarily, the Organization seeks to encourage the use of, support for, and protection of the Larchmont Public Library and its functions, and to undertake, organize and sponsor such activities as may be necessary and proper to carry out the Organization's objectives, including activities that provide educational, literary and cultural opportunities for the Organization's members and the community at large served by the Larchmont Public Library.

ARTICLE III. MEMBERSHIP

Section 1. Eligibility for Membership. Membership in the Organization shall be open to all residents, businesses and institutions in the community served by the Larchmont Public Library, as well as non-resident patrons of the Larchmont Public Library who register to become a member and pay the annual membership contribution (hereafter, "Member" or "Friend").

Section 2. Classes of Members. The membership of the Organization may consist of one or more class as determined from time to time by the Board of Directors, but each Friend, regardless of class, shall be entitled to one vote on each matter submitted to a vote of the Members.

Section 3. Membership Dues. Members shall be required to make a membership contribution on an annual basis at membership contribution levels determined from time to time by the Board of Directors. Only Friends who have met the membership contribution requirements established by the Board of Directors shall be considered

"Members in good standing" and entitled to vote at meetings of Members. All Members shall receive the Organization's newsletter.

Section 4. Termination and Suspension of Membership. Membership shall be terminated by the death or resignation of a Member or the dissolution of the Organization. When a Friend of any class, other than the Life Member class, fails to make a membership contribution for a period of seven (7) months after the close of the membership year in which the membership contribution was payable, or such shorter or longer period as the Board of Directors may from time to time determine, such Friend's membership shall automatically terminate and the Member shall be removed from the Organization's database unless membership is reinstated within a period of five (5) years thereafter.

ARTICLE IV. MEETINGS OF MEMBERS

Section 1. Annual Friends Meeting. The annual meeting of the Members (hereafter, Annual Friends Meeting") shall be held on the third Tuesday in May, or on such other date during the month of May as may be fixed by the Board of Directors, for the purpose of electing Directors and Officers and for the transaction of such other business as may come before the meeting.

Section 2. Special Meetings. Special meetings of the Members may be called by the Board of Directors or by the written demand of Members entitled to cast ten percent (10%) of the total number of votes entitled to be cast at the meeting.

Section 3. Place of Friends Meetings. The Annual Friends Meeting and any special meeting of Members shall be held at the Larchmont Public Library or at such other place within the Town of Mamaroneck, State of New York, as may be fixed by the Board of Directors.

Section 4. Notice of Friends Meetings. Not less than fifteen (15) days or more than forty (40) days prior to the Annual Friends Meeting or any special meeting of the Members, the Secretary shall cause to be mailed by first class mail to every Member in good standing as of the day which is fifty (50) days prior to the date on which the meeting is to be held (hereafter, the "Record Date"), at the address of the Member as it appears in the membership records of the Organization, a written notice stating the date, time and place of the meeting, the business to be conducted at the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called and the text of any motion to be considered.. If the Annual Friends Meeting or special meeting of Members is adjourned, it shall not be necessary to give any notice of the adjourned meeting if the time and place of the adjourned meeting is announced at the meeting at which the adjournment is taken.

Section 5. Quorum. With the exception of the election of Directors and Officers, Friends entitled to cast ten percent (10%) of the total number of votes entitled to be cast as of the Record Date, shall constitute a quorum for the transaction of business at the Annual Friends Meeting or any special meeting of Members.

Section 6. Voting Rights. Each Friend in good standing as of the Record Date is entitled to vote. A membership list setting forth the names and addresses of Members in good standing, certified by the Vice-President for Membership, shall be supplied to any Friend requesting same by written notice delivered to the Secretary at least five (5) days prior to any meeting of Members. Whenever an action is to be taken by vote of the Members, other than the election of Directors and Officers, the action shall be authorized and any motion passed by a majority of the votes cast by the Members entitled to vote except where the New York Not-for-Profit Corporation Law prescribes a different proportion of votes.

Section 7. Proxies. Every Friend entitled to vote at the Annual Friends Meeting or any special meeting of Members may authorize another person to act for the Member by proxy. Every proxy must be signed by the Member and shall be revocable at the pleasure of the Member executing it, except as otherwise provided by applicable law. No proxy shall be valid for more than eleven (11) months after the date it is executed.

Section 8. Annual Report of Directors. At the Annual Friends Meeting, the Board of Directors shall present a report, verified by the President and Treasurer, as prescribed by Section 519 of the New York Not-for-Profit Corporation Law, which sets forth: (a) the assets and liabilities of the Organization as of the end of a twelve month fiscal period terminating not more than six (6) months prior to the annual meeting (hereafter, the "Fiscal Reporting Period"), (b) the principal changes in assets and liabilities during the Fiscal Reporting Period, (c) the receipts of the Organization, both restricted to particular purposes and unrestricted, during the Fiscal Reporting Period, (d) the expenses or disbursements of the Organization, for both general and restricted purposes, during the Fiscal Reporting Period, and (e) the number of Members of the Organization as of the date of the report, together with a statement of increase or decrease in the number of Friends during the Fiscal Reporting Period. The annual report shall be filed with the records of the Organization and a copy thereof attached to the minutes of the Annual Friends Meeting.

ARTICLE V. BOARD OF DIRECTORS

Section 1. Number of Directors; Qualifications. The affairs of the Organization shall be managed by the Board of Directors, which shall consist of no fewer than fifteen (15) and no more than thirty-five (35) Directors. Each Director shall be at least eighteen (18) years of age and a Member in good standing of the Organization.

Section 2. Term of Office. The Directors shall be divided into two classes, as nearly equal in number as possible. Each class of Directors shall hold office for a term of two (2) years, with the term of the first class expiring on the date of the Annual Friends Meeting held in even-numbered years, and the term of the second class expiring on the date of the Annual Friends Meeting held in odd-numbered years.

Section 3. Election of Directors. At each Annual Friends Meeting, the successors to the class of Directors whose terms shall expire at that time shall be elected to hold office for a two (2) year term. Only Members in good standing listed on the slate of nominees shall be eligible to be voted on by the membership. Friends attending the Annual Friends Meeting, in person or by proxy, and entitled to vote shall constitute a quorum for the purpose of electing Officers and Directors, but not for the transaction of any other business. Directors shall be elected by a plurality of votes cast by the Members entitled to vote in the election.

Section 4. Nominating Committee. There shall be a standing committee of the Board of Directors known as the Nominating Committee, which shall consist of not less than three (3) Directors elected by the Board to serve on such Committee at the first regular Board meeting held in each calendar year. Prior to the Record Date for the Annual Friends Meeting, the Nominating Committee shall present to the Board a slate of nominees for election as Directors and as Officers of the Board. The slate of nominees selected by the Nominating Committee shall be included in the notice of meeting mailed to all Members in good standing as of the Record Date. Any Member in good standing may be added to the slate of nominees by submitting to the Secretary, not later than ten (10) days prior to the date fixed for the Annual Friends Meeting, a petition signed by 15 other Friends indicating the office to which such Member seeks election.

Section 5. Regular and Special Board Meetings. Regular meetings of the Board of Directors shall be held on a monthly, bi-monthly or such other regular basis as may be fixed by the Board from time to time. Special meetings

of the Board may be called by the President or by any two (2) Directors. All Board meetings shall be held at the Larchmont Public Library or at such other place within the Town of Mamaroneck, State of New York, as may be designated by the President or by the Directors calling the meeting.

Section 6. Notice of Meetings. Notice of regular and special Board meetings shall be given by regular mail, fax, electronic mail or telephone.

Section 7. Quorum; Board Action. One-third of the number of Directors then in office shall constitute a quorum for the transaction of business. Unless otherwise provided by applicable law or in these By-laws, the vote of a majority of the Directors present at the time of a vote at a meeting at which a quorum is present shall be the act of the Board. The Board may act without a meeting if all Directors then in office consent in writing to the adoption of a resolution authorizing such action. Such written consents may be submitted by electronic means and shall be filed with the minutes of the proceedings of the Board.

Section 8. Special Committees of the Board. In addition to the Nominating Committee established by the By-laws, the Board of Directors may create such special committees as it may deem desirable to carry out the purposes of the Organization, including, but not limited to, the publication of a Friends newsletter and the maintenance of the Organization's magazine subscription and summer reading programs. The members of such special committees shall be appointed by the President, with the consent of the Board. Special committees shall have only those powers specifically delegated to them by the Board and the designation of any such committee shall not relieve any Director or Officer of his or her duty to the Organization under Section 717 of the New York Not-for-Profit Corporation Law.

Section 9. Resignation; Removal. A Director may resign at any time by delivering written notice to the Secretary. The resignation shall be effective upon receipt thereof by the Board or at any subsequent time specified in the notice. Any Director who permits his or her membership to lapse or fails to attend three (3) consecutive Board meetings may, after notice and an opportunity to cure, be removed for cause by a vote of two-thirds of the other Directors.

Section 10. Vacancies. In the event of a vacancy on the Board caused by the resignation, death or removal of a Director, the vacancy may be filled by the affirmative vote of a majority of the Directors remaining on the Board. A Director so elected shall hold office for the unexpired term of his or her predecessor until the Annual Friends Meeting at which a successor is elected and qualified.

ARTICLE VI. OFFICERS

Section 1. Officers; Term. There shall be elected from among the Directors of the Organization officers consisting of a President, a Vice-President for Membership, a Vice-President for Programs, a Vice-President for Communications, a Secretary and a Treasurer (collectively, the "Officers"), each of which shall serve for a term of one year expiring on the date of the Annual Friends Meeting.

Section 2. Nomination and Election of Officers. Officers shall be nominated in the manner set forth in Article V, Section 4, of these By-laws. At each Annual Friends Meeting, the successors to the Officers whose terms shall expire at that time shall be elected by a plurality of votes cast by the Members entitled to vote in the election. Any two or more offices may be held by the same Director, with the exception of the offices of President and Secretary and President and Treasurer.

Section 3. President. The President shall be the chief executive officer of the Organization and shall preside at all meetings of the Members and the Board of Directors. The President shall supervise the affairs of the Organization and ensure that the resolutions and other actions of the Board of Directors are carried out, and shall also act as the principal communicator between the Board and the Library Director and Board of Trustees of the Larchmont Public Library. The President shall be a signatory on the bank accounts of the Organization and may sign contracts or other instruments that the Board of Directors have authorized to be executed, except in cases where signing and execution has been expressly delegated by these By-laws or the Board of Directors to some other Officer or Director of the Organization. The President shall execute and cause to be filed any report or return required to be filed by the Organization with the Internal Revenue Service, the New York Department of Taxation and Finance, the Attorney General of the State of New York and any other governmental authority. The President shall also have such other powers and perform such other duties as the Board of Directors may from time to time prescribe.

Section 4. Vice-President for Membership. The Vice-President for Membership shall be responsible for the dissemination of the Organization's brochure, the annual letter to the membership soliciting membership contributions, and the registration of new Members. The Vice-President for Membership shall maintain or cause to be maintained the list or database containing the names and addresses of all Members in good standing and shall cause membership contributions to be acknowledged in the manner required by the Internal Revenue Code and applicable governmental rules and regulations. In the absence or disability of the President, the Vice-President for Membership shall preside at Board and Friends meetings and may exercise any of the powers of the President.

Section 5. Vice-President for Programs. The Vice-President for Programs shall be responsible for developing ideas for educational lectures, musical or theatrical presentations and other educational, cultural or artistic programs and events to be sponsored by the Organization (hereafter, "Friends Programs"). The Vice-President for Programs shall identify and solicit authors, lecturers, performers, and community members to present the Friends Programs, notify the Members of the scheduled Programs and preside over each Program on behalf of the Board. The Vice-President for Programs shall also perform such other duties as may be assigned to that office by the Board of Directors.

Section 6. Vice-President for Communications. The Vice-President for Communications shall be responsible for co-ordinating and arranging for communications with Members and the community regarding the programs and activities of the Organization. The Vice-President for Communications shall utilize, as appropriate, such media as the Organization's Newsletter, its web-site, local newspapers, radio and television, posters, mailings, e-mails, and library calendars.

Section 7. Secretary. The Secretary shall record the results of official votes taken at Board and membership meetings, keep the minutes of all meetings of the Board and of the membership in the official minute books of the Organization, serve or cause to be served all notices of meetings required by these By-laws and file any certificate required to be filed by federal or state statute. The Secretary shall be the official custodian of the records and the seal of the Organization and shall present to the Board any communications to the Organization from Friends or members of the community served by the Larchmont Public Library. The Secretary shall also attend to all correspondence of the Organization, other than acknowledgements of membership contributions, and shall perform such other duties as from time to time may be assigned to the Secretary by the Board.

Section 8. Treasurer. The Treasurer shall have the care and custody of all funds and securities of the Organization, shall receive and deposit all membership contributions and other income in the name of the Organization in such banks, trust companies, or other depositories as the Board of Directors shall designate, and shall cause funds not needed for administrative expenses to be held in interest-bearing accounts in the manner provided in Article VII, Section 4 of these By-laws. The Treasurer shall keep the regular books of account of the Organization and, in addition to the financial report required for the Annual Friends Meeting, shall render a statement of the accounts of the Organization to the Board of Directors on a regular basis. The Treasurer shall

also sign checks, drafts and orders for payment of such expenses as may be authorized by the Board of Directors, shall prepare for execution by the President any report or return required to be filed by the Organization with the Internal Revenue Service, the New York Department of Taxation and Finance, the Attorney General of the State of New York and any other governmental authority, and shall otherwise exercise all duties incident to the office of Treasurer.

Section 9. Other Offices. The President, with the approval of the Board, may appoint from among the Directors or the Members of the Organization, persons to serve in positions that the Board deems desirable to assist the Officers and the Directors in the management of the Organization or to chair any special committees created by the Board, including, but not limited to, an Editor of the Organization's newsletter, a liaison to the Library Board of Trustees, and Directors to coordinate and supervise hospitality at Friends Programs, solicit contributions for subscriptions to Library magazines and coordinate readers for the summer reading program.

Section 10. Vacancies. In the event of a vacancy in any office because of death, resignation, removal or disqualification, the vacancy may be filled for the unexpired portion of the term by an affirmative vote of a majority of the Board of Directors then in office.

ARTICLE VII. GENERAL PROVISIONS

Section 1. Fiscal Year. Unless otherwise modified by the Board of Directors, the fiscal year of the Organization shall begin on January 1st and end on December 31st of each year.

Section 2. Membership Year. Unless otherwise modified by the Board of Directors, the membership year of the Organization shall begin on June 1st and end on May 31st of the next calendar year.

Section 3. Gifts. The Board of Directors may accept any contribution, gift, bequest or devise for the general purposes, or any special purpose, of the Organization.

Section 4. Investments. The funds of the Organization may be invested and reinvested from time to time in such federally-insured depository accounts and certificates of deposit as the Board of Directors may deem advisable.

Section 5. Indemnification. Unless otherwise determined by the Board of Directors, the Organization shall, to the fullest extent permitted by the New York Not-for-Profit Corporation Law (including, without limitation, Section 722 thereof), as the same may be amended and supplemented from time to time, indemnify any and all Directors and Officers whom it shall have power to indemnify under the New York Not-for-Profit Corporation Law, except no indemnification may be made on behalf of any Director or Officer if a judgment or other final adjudication establishes that the acts of such Director or Officer were committed in bad faith or were the result of active and deliberate dishonesty material to the cause of action adjudicated or that such Director or Officer personally gained a financial profit or other advantage to which such Officer or Director was not legally entitled.

Section 6. Amendment. These By-laws, or any of them, may be altered, amended or repealed and new By-laws may be adopted at any Annual Friends Meeting or at a special meeting of Members called for that purpose by an affirmative vote of two-thirds (2/3) of the Members entitled to vote at the meeting. The Board of Directors shall have the power, by a majority vote of the Directors then in office, to alter or amend these By-laws or any of them, and to adopt new by-laws, but in such event, there shall be set forth in the notice of the next Annual Friends Meeting the by-laws so amended, together with a concise statement of the changes made. Any alteration or

amendment made or by-law adopted by the Board may be repealed by the Members entitled to vote at the Annual Friends Meeting.

(Article VI was amended by the Board of Directors on March 10, 2009 to provide for a Vice-President for Communications and to describe the duties thereof.)