



The New York Public Library

FIVE-YEAR LIBRARY SYSTEM PLAN OF SERVICE

JANUARY 1, 2007 – DECEMBER 31, 2011

Section 1. BASIC INFORMATION

- a. **Name of System:** The New York Public Library, Astor, Lenox and Tilden Foundations
The Branch Libraries *The Research Libraries*
- b. **Address:** 455 Fifth Avenue Fifth Avenue & 42nd Street
New York, NY 10016 New York, NY 10018
- c. **Phone Number:** (212) 340-0941 (212) 930-0710
- d. **Fax Number:** (212) 689-3193 (212) 869-3567
- e. **E-mail Address:** obl@nypl.org
- f. **URL:** <http://www.nypl.org>
- g. **Charter date/date of establishment:** 1901
- h. **Name of Central Library/Co-Central Libraries:** Mid-Manhattan Library, Donnell Library Center, Library for the Performing Arts (Circulating Collections), Science, Industry, and Business Library (Circulating Collection), Andrew Heiskell Braille and Talking Book Library
- i. **System Service Area:** Bronx, New York, and New York State
Richmond Counties
 - Square Mileage: 127.90 N/A
 - Population: 3,313,573 18,976,457
- j. **Type of System:** Public Public
- k. **Minimum staffing requirements:** The Branch Libraries have met minimum staffing requirements by having on staff one paid director, more than three professionals (not counting technical staff), more than one outreach consultant, and at least two full-time professionals in the Central Libraries.

Section 2. GOVERNANCE

- a. **Bylaws:** (URL of Current Governing Bylaws)
- b. **Appointment/Election of Board/Council:** Board Members are elected by the vote of a majority of the Voting Trustees then in office, with the exception of four *ex officio* members.
- c. **Advisory Groups:** Check all that apply:
 - i. Director's Advisory Council Y
 - ii. Member's Advisory Council Y
 - iii. Outreach Advisory Committee Y
 - iv. Central Library Advisory Committee Y
 - v. Other: see below

The Branch Libraries. The 40-member Branch Libraries Management Council meets monthly to discuss issues of importance such as new initiatives, suggested policies and procedures, potential grant opportunities, budget planning, advocacy, and capital facilities needs, among others. Members include the Director and Deputy Directors of The Branch Libraries; associate directors in charge of branch programs, technology, and central libraries; budget and operations managers; coordinators' of branch libraries and services, and District Librarians. For the purposes of advocacy, the Budget Action Committee is a subset of this group and information regarding budget action is shared at this meeting as required. Representatives from other Library offices, including Communications, Development, Government Relations, Budget, and Capital Facilities and other areas attend the meetings and to contribute to the agenda, as required. Select members of this group are also on the Branch Libraries Management Team (BLMT), which meets weekly on policy, budget, building, and other issues. Twice a year, Library staff convene the Outreach Advisory Committee, consisting of representatives of outside service organizations, to review the Library's outreach initiatives and to plan for new initiatives. The Andrew Heiskell Braille and Talking Book Library Citizens Advisory Council (CAC) is open to all individuals registered for services at the Library. The CAC meets at least five times per calendar year to provide information about the Library's services to potential consumers, public officials, community organizations, and other interested individuals and groups, as well as input to Library staff on the level and quality of services. It advocates on behalf of the Library concerning its budgetary and legislative initiatives. In addition, special committees within The Branch Libraries advise on matters involving collections, central library services, health information services, community information services, Internet activities, non-print media, literacy services, services to persons with disabilities, and technical services. Special advisory groups are periodically established to assist with special projects, including grant-funded efforts.

The Research Libraries. The Research Management Council consists of thirteen senior managers of Centers, programs, or departments that report directly to the Andrew W. Mellon Director and Chief Executive of the Research Libraries. Research Library Briefings convene monthly and are held to ensure effective communication throughout the Research Libraries. All interested Research Libraries staff may attend the Research Libraries Briefings. Special staff advisory groups are periodically established to assist with special projects, including grant-funded activities. The Library's Board also convenes special committees as necessary.

The New York Public Library has established standing committees comprised of members of its Board of Trustees to advise on policies. The Library Policy Committee makes recommendations on all aspects of the non-financial operations, policies, collections, and other services of The Branch Libraries and The Research Libraries; The Committee on Capital Planning and Real Estate makes recommendations on all aspects of the Library's capital planning and appropriations, real estate maintenance program, capital construction projects and other research matters. Relevant Committees of the Corporation, which include members of the Library's Board of Trustees, among others, include The Committee for The Branch Libraries, responsible for recommendations regarding the support and activities of The Branch Libraries; The Committee for The Research Libraries Programs and Exhibitions, responsible for recommendations regarding programs and exhibitions of The Research Libraries; and the Technology Committee, responsible for recommendations regarding the planning and implementation of technology necessary for the Library.

Section 3. MEMBER SERVICES

a. URL of Current List of Members:

The Branch Libraries: <http://www.nypl.org/branch/local/>

The Research Libraries: <http://www.nypl.org/research/>

- b. Levels of Service: Does the public library system provide different levels of service to its member libraries? No

Section 4. PLANNING, EVALUATION, REVISION AND APPROVAL PROCESS FOR PLAN OF SERVICE

a. Plan Assessment:

Beginning in September 2004, with the recruitment of three new senior executives: David Ferriero, Andrew W. Mellon Director and Chief Executive of the Research Libraries; Susan Kent, Director and Chief Executive of The Branch Libraries; and David G. Offensend, Senior Vice President, Chief Financial and Administrative Officer, the Library began working toward a five-year strategic plan for The New York Public Library. Following an internal Librarywide assessment of services, Directors Kent and Ferriero convened Library-wide task forces in four areas: Staff Issues, Automated Systems, Web Management, and Interlibrary Loan. To date, the Library has begun implementing several projects that specifically address efficiencies outlined in these categories. The Branch and Research Libraries undertook their planning separately, but in close consultation to identify areas of coordination and cooperation, to more efficiently and effectively deliver services and manage resources. This assessment and planning builds on the previous 1999 and 1995 Strategic Reviews which included external reviews of trends in libraries and library service, including: the future of libraries; leadership libraries today; information access trends; and funding trends, and an internal review of NYPL's own opportunities and risks.

b. Groups involved in the development of the Plan of Service:

The Research Libraries convened the Research Libraries Planning Team, made up of seven staff members from Divisions and Departments across the Libraries to develop recommendations for a five year strategic plan for The Research Libraries. The Planning Team developed a five-phase process that enabled them to undertake an environmental scan of The Research Libraries' needs, develop goals and strategies, and solicit feedback from fellow staff members. Their final document, *The Research Libraries' Strategic Implementation Plan: "America's Public Research Library: The New York Public Library Research Libraries' Plan for the Future 2006-2010,"* centers around 6 integrated themes, each of which include specific recommendations for strategic direction. These themes include: America's Public Research Library, Mainstreaming Digital Activities, Deep and Focused Collections, Collection Discovery and Preservation, Easy to Use, and Supporting Staff Excellence. The goals outlined in the Library's Plan of Service were developed as a result of this strategic planning process.

The Branch Libraries have undertaken a strategic plan based on the *Planning for Results* process, to develop priorities, goals, activities, and measures that will allow the Branches to best meet the needs of the communities they serve. Planning for Results included five phases, and began in February 2005. The phases include: Identify Goals, Objectives, and Strategic Initiatives for The Branch Libraries; Create Branch Library/Central Libraries Plans Based on The Branch Libraries Goals and Objectives; Implement the Strategic Initiatives; Allocate Resources to Accomplish The Branch Libraries Goals and Objectives; and Monitor Implementation and Make Adjustments as Needed. Each stage was developed through a process of review and input from various levels of staff in the Branch Libraries. During Phase I meetings were held to review and discuss the draft goals, objectives, and strategic initiatives in every branch, in the central libraries, and in Technical and Computer Services and Collections and Services. During Phase Two, staff in the branches and central libraries reviewed and revised branch/unit plans based on the system-wide goals and objectives. All local plans from the branch libraries and the Central Libraries were completed in Spring 2006. Phases Four and Five are ongoing, with decisions being made concerning the

resources required to accomplish The Branch Libraries strategic plan. Staff, technology, collection, and facility resources will be reallocated as needed to support the new plan. The objectives in The Branch Libraries strategic plan include specific indicators of the progress that is expected within a specified period of time. The details outlined in the Library's Plan of Service were developed as a result of this strategic planning process. In addition, The Branch Libraries conducted a *Customer Satisfaction Survey* in October 2005 to measure the customers' satisfaction with a library; the customers' evaluations of the quality of a set of library service characteristics including staff, materials, and facilities; and the personal characteristics of the customers. Other reports included the New York City Mayor's annual Management Report, and annual reports submitted by the individual branch libraries.

The Plan of Service was developed with input from offices that serve a Library-wide function, including Capital Planning and Construction, Information Technology, and External Affairs.

c. Planning Process for the 2007-2011 Central Library Plan; Identify the groups involved in the development of the Central Library Plan; Describe the integration of the 2007-2011 Central Library Plan with the System's Plan of Service

The Central Library Services Planning Committee meets twice a month to discuss current activities and changes in each of the five Central Library units. It also reviews and discusses recent activities of the Branch Libraries Management Team and provides feedback to BLMT on issues currently under consideration. Members of the Central Library Services Planning Committee include the Associate Director for Central Library Services; the Chiefs and Associate Chiefs of the Mid-Manhattan Library; Donnell Library Center; Andrew Heiskell Braille and Talking Book Library; Library for the Performing Arts; and Science, Industry and Business Library; and staff who oversee outreach, adult, and information services in the Central Libraries. The Associate Director for Central Library Services sits on the Branch Libraries Management Team and Branch Libraries Management Council in order to integrate Central Libraries with systemwide plans. Central Library Services issues were incorporated into The Branch Libraries overall Planning for Results.

URL of the system's member plan (2006-2011): <http://www.nypl.org/pr/nysplanofservice.cfm>

c. Approval of the Plan

The Plan of Service has been reviewed by the Branch and Research Libraries' Management Councils, as well as members of the President's cabinet staff. The Directors and Chief Executive Officers of The Branch and Research Libraries will approve any necessary amendments.

d. Evaluation

What information will be collected to evaluate whether or not the system has achieved the intended results of the Plan?

Statistics are gathered regularly within the Branch and Research Libraries. Branch Librarian/Unit and Research Curatorial annual reports will be compared with the milestones included in the Plan of Service. The Plan will be reviewed annually by the Branch Libraries Management Council (for The Branch Libraries) and the Research Libraries Management Council (for The Research Libraries) to examine the progress to date and to determine the next steps to take.

What methods will be used to determine whether the system's customers were satisfied with the system's services?

As noted above, The Branch Libraries conducted its most recent large-scale Customer Satisfaction Survey in Fall 2005, the findings of which will inform future goals and initiatives. In addition, staff may be trained to conduct smaller internal surveys and focus groups before the next full survey.

The Research Libraries do and will conduct periodic user surveys for specific programs, monitor usage statistics for both online and on-site services and resource use, and are investigating ways to capture additional data such as service quality.

How will the information on customer satisfaction be used to shape the system's plan in the next year or in the following cycle?

The Plan will be discussed by the Branch Libraries Management Council and the Research Libraries Management Council and incorporated into planning for future years' activities.

e. Revision Process

Describe the ongoing process for amending and revising the system's Plan of Service.

The system has a built-in ongoing review process through the Branch Libraries Management Council, the Research Libraries Management Council. Any amendments/revisions will be discussed and reviewed by these groups.

Section 5. MISSION STATEMENTS

Mission Statement of The New York Public Library, Astor, Lenox and Tilden Foundations:

The New York Public Library is one of the cornerstones of the American tradition of equal opportunity. It provides free and open access to the accumulated wisdom of the world, without distinction as to income, religion, nationality or other human condition. It is everyone's university; the scholar's and author's haven; the statesman's, scientist's and businessman's essential resource; the nation's memory. It guarantees freedom of information and independence of thought. It enables each individual to pursue learning at his and/or her own personal level of interest, preparation, ability, and desire. It helps insure the free trade in ideas and the right of dissent.

The mission of The New York Public Library is to use its available resources in a balanced program of collecting, cataloging, and conserving books and other materials and providing ready access directly to individual library users and to users elsewhere through cooperating libraries and library networks. The New York Public Library's responsibility is to serve as a great storehouse of knowledge at the heart of one of the world's information centers, and function as an integral part of a fabric of information and learning that stretches across the nation and the world.

The Five-Year Plan seeks to greatly extend the Library's reach and to further lower barriers to service. Access, collections, and preservation will remain paramount but the Library's approach to collecting, to preserving and to providing access will be driven increasingly by digital innovations.

As outlined in the Plan, The Research and Branch Libraries will seek to consolidate and coordinate services and resources efficiently and effectively. Chief among these initiatives is the development and implementation of a joint integrated library system (ILS). A single catalog, with access to the holdings of

the Branch and Research Libraries will enable patrons to more easily access the information that they seek, and will enable The New York Public Library as a whole to more efficiently deploy its cataloging and technical assistance resources. A new Office of Staff Development will consolidate and coordinate all staff training, creating an organized structure for staff training and development that meets the needs of all staff, at all levels, and in all units.

The Research Libraries will further its efforts to become “America’s Public Research Library,” by defining collection cores, staking a claim in areas of international strength, and continuing to develop digital access to these materials via the Internet. The Libraries’ focus on digital resources will include improved and expanded digital discovery of resources, as well as greater commitment to digital preservation. By maintaining and building comprehensive collections as well as a staff of subject specialists and reference experts, The Research Libraries will continue to serve as America’s public research library, making available its vast information resources and expertise to any and all who seek them – free of charge and without entry requirements – across the country and around the world.

The Branch Libraries will sustain its commitment to serving each community it serves through focused, appropriate resources and services – from world language collections to job information resources to creating and promoting resources on the web for children and teens. The Branches will continue to seek new ways to provide for the informational, recreational, and educational needs of a changing user base that spans many economic, social, cultural, and educational levels. Specific efforts, such as systemwide Children’s Room Renovations; increased use of electronic information sources, such as ebooks, eaudio, evideo, and other formats; and more efficiently manage materials delivery, will help the Branch Libraries’ goal to provide up to date, reliable, and easy to access services to all users in a welcoming and efficient environment.

Overall, NYPL will design and implement initiatives to maximize human, financial, and material resources. Technology will enable the Library to deliver information to patrons across New York City and around the world at any time of day, and improved facilities will welcome first time visitors and encourage all patrons to return for their various needs. Specific efforts to recruit, retain, and develop staff throughout the Library will improve service and morale. A significant fundraising campaign will, in coordination with financial restructuring that includes reducing the maximum endowment draw to five percent, help ensure the long-term fiscal stability of the Library. The vision is a financially strengthened Library that is both a comprehensive, networked information resource and a uniquely accessible neighborhood service presence.

See individual Branch and Research Plans of Service for goal statements, intended results, and evaluation methods.

List of New York Public Library Branch and Research Libraries

The Branch Libraries:

<http://www.nypl.org/branch/local/>

The Research Libraries:

<http://www.nypl.org/research/>

New York Public Library Bylaws

BYLAWS

THE NEW YORK PUBLIC LIBRARY, Astor, Lenox and Tilden Foundations

ARTICLE I

Board of Trustees

Section 1. The Board of Trustees, which shall have full and exclusive power to manage and control the property and affairs of The New York Public Library, Astor, Lenox and Tilden Foundations (the "Library"), shall consist of not less than 25 Trustees and not more than 48 Trustees (composed of not more than 44 elected Trustees and, if any, Foundation Trustees and 4 Trustees serving *ex officio*, collectively the "Voting Trustees," but not including Life or Honorary Trustees). The number of Trustees shall be fixed from time to time by the vote of a majority of the Voting Trustees then in office. The Board of Trustees shall include at all times, by virtue of their respective offices, the President of the Library, the Mayor of the City of New York *ex officio*, the Comptroller of the City of New York *ex officio*, and the Speaker of the Council of the City of New York *ex officio*. Each of the Mayor, Comptroller and Speaker may designate a representative to serve in his or her stead on the Board of Trustees, which representative shall be counted in the computation of a quorum and may vote on behalf of, and shall otherwise have all the rights and privileges of, the respective *ex officio* Trustee except as may be prohibited by applicable law.

Section 2. (a) The elected Trustees shall be divided into three classes. Such classes shall be as nearly equal in number as possible. The regular terms of office of the members of each class of Trustees shall be three years, except that if the number of Trustees is at any time changed by the Board, any newly-created Trusteeships or any decrease in Trusteeships shall be so apportioned among the classes as to make all classes as nearly equal in number as possible.

(b) Subject to the provisions of subsection (a) relating to changes in the number of elected Trustees, at each annual meeting the successors to the Trustees of the class whose term shall expire in that year shall be elected by the Board of Trustees to hold office, from the date of such annual meeting, for a regular term of three years and until their successors are elected.

(c) If any vacancy among the elected Trustees arises, the Trustees may, by a vote of the majority of Voting Trustees then in office, choose a successor, which successor shall be assigned to the class of Trustees in which the vacancy occurred, and any Trustee so chosen shall hold office until the end of the term remaining with respect to such class and until such Trustee's successor is elected.

Section 3. Any Voting, Life or Honorary Trustee may resign by notice in writing to the Secretary and such resignation shall become effective upon receipt thereof by the Secretary. If any Voting Trustee shall fail to attend three consecutive meetings of the Board, and such failure has not been excused, such Trustee may be deemed to have resigned. Any Voting, Life or Honorary Trustee or any member of any Committee of the Board or of any Committee of the Corporation may be removed, with or without cause, by a majority vote of the Voting Trustees at any meeting of the Board of Trustees provided not less than two days' written notice that such removal is to be considered is given to each Voting and Life Trustee in advance of such meeting.

Section 4. No Voting, Life or Honorary Trustee shall receive compensation for his services in his capacity as a Trustee, but, except as expressly provided otherwise in Section 3 of Article III, this Bylaw shall not prevent the payment of compensation to any Trustee for services rendered as an officer or employee or in capacities other than as a Trustee. Such Trustees may be reimbursed for their reasonable travel and other expenses in attending meetings of the Board of Trustees.

Section 5. (a) The Board of Trustees, in its discretion, may designate former elected or Foundation Trustees of the Board as Life Trustees of the Library.

(b) Life Trustees shall have the right to receive notice of and to attend all meetings of the Board and to participate in the discussion of any matters thereat, but shall not be entitled to vote or to be counted in the computation of a quorum at any such meeting and shall not be responsible for any actions taken by the Board.

(c) Except as provided below, Life Trustees shall be eligible for designation by the Board of Trustees, as voting members to any Committee of the Board or any Committee of the Corporation and shall be counted in the computation of a quorum at any such meeting at which they are entitled to vote. Life Trustees shall not be entitled to vote or be counted in the computation of a quorum at meetings of the Executive, Audit, Investment, Nominating or Compensation Committees, and shall not be responsible for any actions taken by such committees.

Section 6. (a) Each elected Trustee of the Board shall become an Honorary Trustee if having served at least two consecutive full three-year terms as an elected Trustee (i) his tenure as an elected Trustee terminates in accordance with Section 7(b) of this Article, or (ii) at the time he ceases to serve as an elected Trustee he shall be at least seventy years of age, but less than seventy-five years of age.

(b) The Board of Trustees, in its discretion, may designate former elected Trustees and persons who have made extraordinary contributions to the Library or the community as Honorary Trustees.

(c) Honorary Trustees shall hold office for a term of one year. Honorary Trustees may be sent notice of and attend all meetings of the Board and participate in the discussion of any matters thereat, but shall not be entitled to vote or be counted in the computation of a quorum at any such meeting and shall not be responsible for any actions taken by the Board. Honorary Trustees shall be eligible for designation by the Board of Trustees to

any Committee of the Corporation and when so designated, they shall be entitled to vote and be counted in the computation of a quorum at any meeting of such Committee in the same manner as other members of such Committee.

Section 7. (a) Except as provided in Section 7(b) below, elected Trustees may be re-elected to serve any number of consecutive full three-year terms.

(b) No person seventy-five years of age or over shall be eligible for election as an elected Trustee, and any elected Trustee shall cease to hold such office at the annual meeting of the Board of Trustees next following such elected Trustee's seventy-fifth birthday (whether or not such elected Trustee shall have completed her or his term of office). Notwithstanding the foregoing, any Trustee who is serving as Chairman of the Board or a Vice-Chairman of the Board shall be eligible for election as an elected Trustee after age seventy-five and if elected, shall hold such office until the annual meeting of the Board of Trustees next following such Trustee's seventy-seventh birthday.

(c) Notwithstanding anything to the contrary contained in this Section 7, the Board of Trustees, in its discretion, may elect any person (whether or not then serving as a Trustee) as a Foundation Trustee, provided that not more than three (3) Foundation Trustees shall hold office at any one time, and provided, further, that no person may be elected a Foundation Trustee who has not attained seventy-four years of age. Each Foundation Trustee shall have all the rights and privileges of, and shall be treated for all purposes, other than Section 2 above, as an elected Trustee of the Library. Foundation Trustees shall not be subject to the limitations on age provided in subsection (b) of this Section 7, shall hold office for a term of one (1) year, and shall be eligible for re-election.

ARTICLE II

Meetings

Section 1. (a) The annual meeting of the Board of Trustees shall be held on the third Wednesday in November.

(b) Regular meetings shall be held periodically at such times as the Voting Trustees may from time to time provide. Regular meetings of the Board may be held without notice if the time and place of such meetings are fixed by the Board.

(c) Special meetings may be called at any time by the Chairman of the Board and shall be called by the Chairman of the Board upon the written request of any five Voting Trustees or at the request of the Executive Committee. Special meetings may also be called at any time by a Voting Trustee upon the written request of any five Voting Trustees.

Section 2. Notice of the time and place of each meeting of the Board of Trustees, other than those fixed by the Board as provided in Section 1(b) above, shall be given by the Secretary to each Voting and Life Trustee in writing at the address designated by him for that purpose or, if none is designated, his last known post office address, or by telephone, facsimile or

e-mail, not more than ten (10) nor less than five (5) days before each meeting. Notice shall be deemed given when personally delivered or, if mailed, when deposited, postage prepaid, in a post office box, or appropriate confirmation or receipt in the case of notices by telephone, facsimile or e-mail. The nature of the business to be transacted at a meeting of the Board need not be described in the notice thereof except as otherwise provided in these Bylaws.

Section 3. Each meeting shall be held in the Trustees Room at the Humanities and Social Sciences Library, Fifth Avenue and Forty-Second Street, New York City, or at such other place as may be specified in the notice of such meeting.

Section 4. Whenever notice of any meeting is required to be given by law or these Bylaws, any Voting Trustee may validly waive such notice by a written instrument, signed by such Trustee, either prior or subsequent to the holding of such meeting. Such waiver of notice need not specify the nature of the business to be transacted at such meeting. Notice of a meeting need not be given to any Voting Trustee who attends a meeting without protesting, prior to such meeting or at its commencement, the lack of notice to such Trustee.

Section 5. At all meetings of the Board of Trustees, if the number of Voting Trustees is 25, 11 Voting Trustees shall constitute a quorum for the transaction of business. If the number of Voting Trustees in office is greater than 25, 12 Voting Trustees shall constitute a quorum for the transaction of business. If there is not a quorum present at any meeting, then a majority of the Voting Trustees present may adjourn the meeting from time to time until a quorum is obtained.

Section 6. At any meeting of the Board of Trustees, each Voting Trustee shall be entitled to one vote, and, except as otherwise provided by law or these Bylaws, the vote of a majority of the Voting Trustees present at the time of the vote, if a quorum is present at such time, shall be the act of the Board.

Section 7. Any action required or permitted to be taken by the Board of Trustees or any Committee of the Board or of the Corporation may be taken without a meeting if all members of the Board or the Committee eligible to vote at a meeting consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by such members of the Board or such Committee shall be filed with the minutes of the proceedings of the Board or such Committee.

Section 8. Any one or more members of the Board of Trustees or any Committee of the Board or of the Corporation may participate in a meeting of the Board or such Committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

ARTICLE III

Officers

Section 1. The officers of the Library shall be a Chairman of the Board; one or more Vice-Chairmen of the Board; a President; a Director and Chief Executive of The Research Libraries; a Director and Chief Executive of The Branch Libraries; a Chief Financial Officer; one or more Senior Vice Presidents, Vice Presidents and Assistant Vice Presidents; a Secretary; a Treasurer; a General Counsel; a Chief Investment Officer; and such Assistant Secretaries and Assistant Treasurers and any other officers as may from time to time be elected by the Board of Trustees. The Board also may elect one or more honorary officers who shall not be responsible for the affairs of the Library.

Section 2. The Chairman of the Board shall be the chief policy officer of the Library. It shall be the Chairman's duty to enunciate the policy of the Board. The Chairman of the Board shall preside at all meetings of the Board of Trustees. The Chairman of the Board shall be *ex officio* a member of all Committees of the Board and of the Corporation and shall be counted in the computation of a quorum and entitled to vote in the same manner as other members of such Committees.

Section 3. The Chairman and any Vice-Chairmen of the Board shall be elected Trustees. The Chairman and any Vice-Chairmen of the Board shall receive no compensation for their services in these capacities, but other officers shall receive such compensation, if any, for their services in their respective capacities as the Compensation Committee may from time to time approve and regardless of whether they may be Trustees or corporate or individual officers or employees of other corporations.

Section 4. The Board of Trustees may, in its discretion, require any officer to give bond in such amount and with such sureties as it may determine.

Section 5. The officers shall be elected by the Board of Trustees at each annual meeting and shall hold office for one year and until their successors are elected. Prior to each annual meeting, the President shall recommend to the Board of Trustees the persons to be elected as officers of the Library other than the Chairman of the Board, any Vice-Chairmen, the President, the Secretary and the Treasurer.

Section 6. In addition to the powers of removal and suspension as provided in Section 8 of this Article III, the Board of Trustees may remove or suspend any officer, with or without cause, at any meeting provided not less than two days' written notice that such removal or suspension is to be considered is given to each Voting and Life Trustee in advance of such meeting.

Section 7. Any vacancy in any office, however arising, may be filled for the unexpired term at any time by the Board of Trustees.

Section 8. The President shall be the chief executive officer of the Library and shall exercise general supervision over its affairs and have the usual powers and perform the usual

duties pertaining to his office. The President shall be *ex officio* a member of the Board of Trustees and all Committees of the Board and of the Corporation and shall be counted in the computation of a quorum and entitled to vote in the same manner as other members of such Committees, except that the President shall not be a member of the Compensation Committee or the Audit Committee. The President shall have the power to appoint, suspend and remove all employees and officials other than those elected or appointed by the Board of Trustees pursuant to these Bylaws.

Section 9. The Director and Chief Executive of The Research Libraries shall be, under the direction of the Board of Trustees and the President, the officer in charge of the collections, functions, operations and services of The Research Libraries and shall have such other powers and duties as the Board of Trustees and the President may from time to time determine.

Section 10. The Director and Chief Executive of The Branch Libraries shall be, under the direction of the Board of Trustees and the President, the officer in charge of collections, functions, operations and services of The Branch Libraries and shall have such other powers and duties as the Board of Trustees and the President may from time to time determine.

Section 11. Senior Vice Presidents, Vice Presidents and Assistant Vice Presidents shall have such powers and perform such duties as the Board of Trustees and the President may from time to time determine.

Section 12. (a) Under the direction or authorization of the Board of Trustees, the Treasurer shall direct and shall be responsible for the receiving and disbursing of the funds of the Library, the depositing of all funds in the name of the Library and of all securities in such depository or depositories as the Board of Trustees may from time to time designate or approve, the investment and reinvestment of all moneys and securities of the Library (other than those invested and reinvested pursuant to Section 4 of Article IV), the execution, under seal of the Library as required, of leases of real estate leased by or to the Library, assignments of mortgages, certificates acknowledging satisfaction of judgments and mortgages, extensions of mortgages, and transfers of, and powers of attorney to transfer, and proxies to vote upon (except to the extent provided in any contract with an Investment Manager, as defined in Section 4 of Article IV), stocks, bonds or other securities standing in the name of the Library or in the name of any nominee in its behalf, the keeping of books of account, which shall be open at all times to inspection by the Board of Trustees, the Audit Committee and the Investment Committee, and the rendering to the Board at least once a year, and, in addition, whenever requested by it, of a full and accurate statement of the financial condition of the Library, and of its financial transactions occurring since the last statement thereof so furnished.

(b) The powers and duties of the Treasurer may be delegated in whole or in part to any Assistant Treasurer.

Section 13. (a) Under the direction or authorization of the Board of Trustees, the Secretary shall direct and shall be responsible for the keeping of the records of the Library and the minutes of the meetings of the Board of Trustees and of all Committees of the Board and of the Corporation, the giving of the notices for all such meetings, the keeping of the corporate seal

and the affixing of the corporate seal to documents. The Secretary shall have power to execute, under the seal of the Library as required, leases of real estate leased by or to the Library, certificates acknowledging satisfaction of judgments and mortgages, assignments of mortgages, extensions of mortgages, receipts, releases and discharges for all moneys received by the Library through gift or bequest, authorizations to counsel to appear in actions and proceedings in which the Library has an interest, and other instruments approved by counsel affecting its interest to be filed in such actions or proceedings.

(b) The powers and duties of the Secretary may be delegated in whole or in part to any Assistant Secretary.

Section 14. Under the direction or authorization of the Board of Trustees and the President, the General Counsel shall advise on legal matters relating to the Library. The General Counsel shall have such other powers and duties as the Board of Trustees and the President may from time to time determine.

Section 15. The Chief Financial Officer shall be, under the direction of the Board of Trustees and the President, responsible for the recording and reporting of financial transactions of the Library in accordance with generally accepted accounting principles and methods, the establishment and implementation of effective audit controls, the supervision of electronic data processing operations relating to accounting and financial reporting and the supervision of the Accounting Department, and shall have such other powers and duties as the Board of Trustees and the President may determine from time to time.

Section 16. The Chief Investment Officer shall, under the direction of the Board of Trustees, have the authority and responsibility to recommend investment guidelines and Investment Managers (as defined in Section 4 of Article IV) to the Investment Committee; report to the Investment Committee on the performance of the investments of the Library's funds; monitor the performance of the Investment Managers and custodians; and, in accordance with the direction of and guidelines adopted by the Investment Committee, (i) allocate funds among the Investment Managers and custodians; (ii) subject to applicable law, approve and execute all contracts, fees, and investment guidelines applicable to depositories, custodians, Investment Managers, and others concerning investment matters; and (iii) generally, manage the investments of the Library's funds. The Chief Investment Officer shall have and execute such other duties as shall be directed by the Investment Committee.

Section 17. Except as may otherwise be provided in this Article III, the officers shall have such authorities, responsibilities and duties as normally pertain to their respective positions and as may be prescribed by the Board of Trustees or delegated to officers by the Board of Trustees or Committees of the Board, all in the discretion of the Board of Trustees.

ARTICLE IV

Committees of the Board of Trustees

Section 1. (a) There shall be an Executive Committee of the Board of Trustees, designated from among the elected and Foundation Trustees of the Board by resolution adopted by a majority of the Voting Trustees. The Executive Committee shall consist of not less than nine Trustees, including (i) the Chairman of the Board, serving *ex officio*, (ii) the President, serving *ex officio*, (iii) each Vice-Chairman of the Board who shall desire to serve on the Executive Committee, (iv) each other Trustee who is also an officer of the Library, (v) each Trustee who serves as Chairman of a Standing or Special Committee of the Board or of a Committee of the Corporation, and (vi) at least two other elected or Foundation Trustees who shall serve one-year terms (on a rotating basis).

(b) There shall be the following Standing Committees of the Board of Trustees, each to consist of not less than three Voting Trustees:

- (i) Investment Committee.
- (ii) Nominating Committee.
- (iii) Audit Committee.
- (iv) Budget Committee.
- (v) Library Policy Committee.
- (vi) Committee on Capital Planning and Real Estate.
- (vii) Compensation Committee.
- (viii) Such additional Standing Committees as the Board may deem desirable to create.

(c) The membership of each Standing Committee of the Board shall consist only of Voting and Life Trustees except that Life Trustees shall not be counted in the computation of a quorum or entitled to vote at meetings of the Executive, Audit, Investment, Nominating or Compensation Committees. Membership of each Standing Committee may be further limited by the Board in creating such Standing Committee. The Board may appoint persons who are not Trustees to serve as advisory, non-voting members of any Standing Committee or subcommittee thereof.

(d) The membership and chairmanship of the Executive Committee, all Standing Committees of the Board and any Special Committees of the Board, as defined in Section 11 below, shall be designated by the Board at the annual meeting. Additional designations may be made at any subsequent meeting. In the case of the absence of any member of any Committee, the Board of Trustees shall have the power to designate a Trustee to serve on such Committee in the place of the absent member.

(e) Each Standing and Special Committee of the Board at its first meeting after the annual meeting shall elect its own Secretary who need not be a member of the

Committee. Except as provided in Section 1(c) above or as otherwise provided in these Bylaws or required by applicable law, a majority of the existing members of any such Committee shall constitute a quorum, and, at any meeting of such Committee, each member of such Committee shall be entitled to one vote, and the vote of a majority of such members present at the time of the vote, if a quorum is present at such time, shall be the act of such Committee, provided that such act is within the scope of the authority of such Committee.

(f) Each Standing and Special Committee of the Board shall keep minutes of its proceedings and shall provide a copy thereof to the Secretary of the Library. A copy of the minutes of the Executive Committee shall be distributed to each member of the Board of Trustees. As to all other Committees of the Board, either a copy of such Committee's minutes shall be distributed to each member of the Board of Trustees, or a written report by or on behalf of the Chairman of such Committee on the proceedings of such Committee, including its recommendations for action by the Board of Trustees, shall be distributed to each member of the Board of Trustees. The minutes of or written report on the proceedings of any Committee of the Board containing recommendations for action by the Board shall be acted upon by the Board of Trustees at the earliest practicable ensuing meeting thereof.

Section 2. The Board may adopt a Charter or other resolutions governing any Standing or Special Committee, provided, however, that, in the case of any inconsistency between such Charter or resolutions and these Bylaws, the Bylaws shall control.

Section 3. The Executive Committee shall have and may exercise all the powers of the Board of Trustees, between meetings of the Board of Trustees, except the powers to (a) fill vacancies in the Board of Trustees or in any Committee of the Board or of the Corporation, (b) fix the compensation of the Trustees for serving on the Board or any Committee of the Board or of the Corporation, (c) amend or repeal the Bylaws or adopt new Bylaws, (d) amend or repeal any resolution of the Board which by its terms shall not be so amendable or repealable, or (e) remove officers of the Library designated in Section 1 of Article III or members of any Committee of the Board or of the Corporation.

Section 4. The Investment Committee shall have authority to (a) act in place of the Board of Trustees in the investment and reinvestment of the funds held for the exclusive use, benefit or purposes of the Library, except as otherwise provided in any applicable gift instrument, and (b) select and authorize contracts with independent investment advisors, investment counsel, investment managers, banks or trust companies (the "Investment Managers") in the investment and reinvestment of such funds, apportion such funds among such Investment Managers and by type of investment, establish investment objectives and guidelines for the Investment Managers, authorize the payment of compensation for their services, review and receive reports concerning their performance and, in the discretion of the Investment Committee, to terminate any contract with any of them.

Section 5. The Nominating Committee shall prepare and submit to the Board of Trustees at least ten days prior to the annual meeting (or such other meeting of the Trustees at which an election is to take place), the names of Trustees and any other persons whom it nominates for election at such meeting to the Board of Trustees, to the Committees of the Board,

to the Committees of the Corporation, and to the offices of Chairman of the Board, Vice-Chairmen, President, Secretary and Treasurer.

Section 6. The Audit Committee shall have the responsibility to review, receive reports concerning and make recommendations to the Board on the accounting and auditing affairs of the Library, including the Library's financial statements and reports, audit procedures and policies, accounting principles and selection of outside auditors. The Audit Committee shall have the authority to retain, at the expense of the Library, special legal, accounting or other consultants or experts it may deem necessary in the performance of its duties, and if an outside accounting firm is to perform the function of internal auditor of the Library, to appoint, and when appropriate, replace such accounting firm.

Section 7. The Budget Committee shall have responsibility to review, receive reports concerning and make recommendations to the Board on the Library's budgets, including the Library's budgetary procedures and policies and other related administrative procedures and policies.

Section 8. The Library Policy Committee shall have responsibility to review, receive reports concerning and make recommendations to the Board on all aspects of the non-financial operations, policies, collections and services of The Branch Libraries and The Research Libraries, including without limitation policies and procedures governing the acquisition, care and use of library materials.

Section 9. The Committee on Capital Planning and Real Estate shall have the responsibility to review, receive reports concerning, and make recommendations to the Board on the Library's capital planning and appropriations, real estate maintenance program, capital construction projects and other real estate matters, and to make recommendations to the Budget Committee on the Library's capital construction budget.

Section 10. The Compensation Committee shall have the authority to act in the place of the Board of Trustees to review and approve proposed compensation of officers of the Library and transactions by the Library with Trustees or other persons in a position to exercise substantial influence over the Library or with entities controlled by such persons.

Section 11. The Board of Trustees may, from time to time, establish one or more Special Committees of the Board, which shall consist of not less than five persons, the majority of the membership of which shall be Voting Trustees, each of which Special Committees shall have only the powers specifically delegated to it by resolution of the Board.

ARTICLE V

Committees of the Corporation

Section 1. (a) There shall be the following Committees of the Corporation, each to consist of not less than three persons, and may consist of Trustees and persons who are not Trustees, provided, however, that the Chairman of each such Committee shall be a Voting

Trustee and at least one-third (1/3) of the membership of each such Committee shall consist of Voting Trustees:

(i) The Committee for The Branch Libraries shall have the responsibility to review, receive reports concerning and make recommendations to the Board on the support and activities of The Branch Libraries and such other duties as may be directed by the Chairman of the Board.

(ii) The Committee for The Research Libraries Programs and Exhibitions shall have the responsibility to review, receive reports concerning and make recommendations to the Board on the programs and exhibitions of The Research Libraries.

(iii) The Committee on Technology shall have responsibility to review, receive reports concerning and make recommendations to the Board on planning for, and implementation of, technology necessary for the Library.

(b) The Board of Trustees may from time to time create and prescribe the duties of such other Committees of the Corporation as it may deem desirable. The membership of each such Committee of the Corporation shall not be less than three persons, and may consist of Trustees and persons who are not Trustees, provided, however, that the Chairman of each such Committee shall be a Voting Trustee and at least one-third (1/3) of the membership of each such Committee shall consist of Voting Trustees.

(c) No Committee of the Corporation shall have the powers or authority of the Board of Trustees.

(d) The membership upon and chairmanship of all Committees of the Corporation shall be elected at the annual meeting in the same manner as officers of the Library. Additional elections may be held at any subsequent meeting. In the case of the absence of any member of any Committee of the Corporation, the Board of Trustees shall have the power to designate a person to serve on such Committee in the place of the absent member.

(e) Each Committee of the Corporation at its first meeting after the annual meeting shall elect its own Secretary who need not be a member of the Committee. A quorum for each Committee of the Corporation shall be (i) one-third of the existing members of such Committee if such Committee consists of four or more members, or (ii) a majority of the existing members of such Committee if such Committee consists of three members. At any meeting of such Committee, each member shall be entitled to one vote, and the vote of a majority of the members present at the time of the vote, if a quorum is present at such time, shall be the act of such Committee, provided that such act is within the scope of the authority of such Committee.

(f) Each Committee of the Corporation shall keep minutes of its proceedings and shall provide a copy thereof to the Secretary of the Library. Either a copy of such Committee's minutes shall be distributed to each member of the Board of Trustees, or a written report by or on behalf of the Chairman of such Committee on the proceedings of such Committee, including its recommendations for action by the Board, shall be distributed to each member of the Board of Trustees. The minutes of or written report on the proceedings of any

Committee of the Corporation containing recommendations for action by the Board shall be acted upon by the Board of Trustees at the earliest practicable ensuing meeting thereof.

Section 2. The Chairman of the Board may form and disband *ad hoc* Committees of the Corporation as needs arise with such powers and responsibilities as the Chairman of the Board shall prescribe. Membership, quorum and other procedural requirements shall be the same for *ad hoc* Committees of the Corporation as for other Committees of the Corporation.

ARTICLE VI

Fiscal Year

The fiscal year of the Library shall run from July 1st to June 30th.

ARTICLE VII

Amendments

These Bylaws may be amended in whole or in part by a two-thirds vote of the Voting Trustees present at a meeting of the Board of Trustees at which a quorum is present, provided that notice in writing of the proposed change shall have been given each Trustee at least five (5) days in advance of such meeting.

ARTICLE VIII

Indemnification

Section 1. To the fullest extent permitted by law:

(a) The Library shall indemnify any person (and such person's heirs, executors, guardians, administrators and any other legal representative of that person) who was or is a party or is threatened to be made a party to or is involved in (including as a witness) any threatened, pending or completed action, suit, proceeding or inquiry (brought in the right of the Library or otherwise), whether civil, criminal, administrative, or investigative, and whether formal or informal, including appeals, by reason of the fact that such person is or was a Voting, Life or Honorary Trustee, officer of the Library, or member of a Committee of the Board or of the Corporation, or, while a Voting, Life or Honorary Trustee, officer of the Library or Committee member, is or was serving at the request of the Library as a director, officer, partner, trustee, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, for and against all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person or such person's heirs, executors, guardians, administrators or legal representatives in connection with such action, suit, proceeding, or inquiry, including appeals. Notwithstanding the foregoing, the Library shall indemnify any person seeking indemnification in connection with an action, suit, proceeding or inquiry (or part thereof) initiated by such person only if such action, suit, proceeding or inquiry (or part thereof) was authorized by the Board.

(b) The Library shall pay expenses as incurred by any person described in subsection (a) above in connection with any action, suit, proceeding or inquiry described in such subsection (a), provided, that, if these expenses are to be paid in advance of the final disposition (including appeals) of an action, suit, proceeding or inquiry, then the payment of expenses shall be made only upon delivery to the Library of an undertaking, by or on behalf of such person, to repay all amounts so advanced if it is ultimately determined that such person is not entitled to be indemnified under this Article or otherwise.

(c) The Library may purchase and maintain insurance on behalf of any person described in subsection (a) above against any liability asserted against such person, whether or not the Library would have the power to indemnify such person against such liability under the provisions of this Article or otherwise and to reimburse the Library for any obligation incurred pursuant to subsection (a) above.

(d) The provisions of this Article shall be applicable to all actions, suits, proceedings or inquiries made or commenced after the adoption of this Article, whether arising from acts or omissions occurring before or after its adoption. The provisions of this Article shall be deemed to be a contract between the Library and each Voting, Life or Honorary Trustee, officer or Committee member who serves in such capacity at any time while this Article and the relevant provisions of the laws of the State of New York and other applicable law, if any, are in effect, and any repeal or modification of this Article shall not adversely affect any right or protection of any person described in subsection (a) above in respect of any act or omission occurring prior to the time of repeal or modification.

(e) If any provision of this Article shall be found to be invalid or limited in application by reason of any law or regulation, such finding shall not affect the validity of the remaining provisions of this Article. The rights of indemnification provided in this Article shall neither be exclusive of, nor be deemed in limitation of, any rights to which any person described in subsection (a) above may otherwise be entitled or permitted by contract, the Library's Charter, vote of the Board, or otherwise, or as a matter of law, both as to actions in such person's official capacity and actions in any other capacity while holding such office, it being the policy of the Library that indemnification of any person described in subsection (a) above shall be made to the fullest extent permitted by law.

(f) For purposes of this Article, "other enterprise" shall include employee benefit plans; reference to "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and reference to "serving at the request of the Library" shall include any service as a Voting, Life or Honorary Trustee, officer of the Library or Committee member which imposes duties on, or involves services by, such Trustee, officer or Committee member with respect to an employee benefit plan, its participants, or beneficiaries.

(g) The Library may, by vote of the Board, provide indemnification and advancement of expenses to employees and agents of the Library with the same scope and effect as the foregoing indemnification of and advancement of expenses to Voting, Life or Honorary Trustees, officers and Committee members.