

**REVISED BY-LAWS OF**

**THE TRUSTEES OF THE PUBLIC LIBRARY**

**OF THE CITY OF BOSTON, AS A CORPORATION**

**As amended January 8, 2013**

**The Trustees of the Public Library of the City of Boston, as a Corporation**  
**By-Laws**  
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## **The Trustees of the Public Library of the City of Boston, as a Corporation**

### By-Laws

#### ARTICLE I - THE CORPORATION

1. Name. The name by which the corporation shall be known is The Trustees of the Public Library of the City of Boston (the "Corporation"). These By-Laws, the powers of the Corporation and of its Trustees and Officers, and all matters concerning the conduct and regulation of the affairs of the Corporation, shall be subject to such provisions in regard thereto, if any, as are set forth in Chapter 114 of the acts of 1878, as amended.

2. Purpose. The Corporation is a corporation incorporated pursuant to Chapter 114 of the acts of 1878, as amended, and organized under Chapter 180 of the Massachusetts General Laws for the purposes enumerated in Chapter 114 of the acts of 1878, as amended from time to time. The principal office of the Corporation in the Commonwealth of Massachusetts shall be located at 700 Boylston Street, Boston, Massachusetts 02116.

#### ARTICLE II - BOARD OF TRUSTEES

1. Powers. The Board of Trustees shall have general management and control over all of the property, affairs and funds of the Corporation and shall exercise all of the powers of the Corporation, except as otherwise provided by law or these By-Laws.

2. Composition. The Board of Trustees shall consist of nine Trustees appointed by the Mayor of Boston. All Trustees shall be residents of the Commonwealth of Massachusetts.

3. Tenure. Each Trustee shall hold office for a term of five years and until his successor is appointed, or until he sooner dies, resigns, or is removed.

4. Compensation. The Trustees shall serve without compensation.

5. Employment Status. The Trustees shall be deemed to be special municipal employees for the purposes of Chapter 268A of the Massachusetts General Laws.

6. Resignation and Removal. A Trustee may resign by delivering his resignation to the Mayor or the Mayor's designee. Such resignation shall be effective upon its receipt or upon such date (if any) as is stated in such resignation.

7. Vacancies. Any vacancy in the Board of Trustees may be filled by the appointment by the Mayor of a successor trustee who shall hold office for the remainder of the unexpired term. The Trustees shall have and may exercise all of their powers notwithstanding the existence of one or more vacancies in their number.

8. Annual Meeting. An annual meeting of the Board of Trustees shall be each May at the time and place to be fixed by the Board of Trustees and stated in the notice of the meeting.

9. Regular Meetings. The Board of Trustees shall hold at least one regular meeting each year. Other regular meetings of the Trustees may be held at such places and at such times as the Trustees may determine.

10. Special Meetings. Special meetings of the Board of Trustees may be held at any time and at any place when called by the President in writing, the Clerk, or requested by two or more Trustees in writing.

11. Notice of Meetings.

(a) A notice of the time and place of each meeting of the Board of Trustees shall be given by the Clerk or by any other Officer of the Corporation to each Trustee at his business or home address as it appears in the records of the Corporation in person or by telephone, telegram, telecopy, e-mail or other electronic means at least seventy-two hours before the meeting, or by written notice mailed by first class mail, postage prepaid, at least five days before the meeting. Whenever notice of a meeting is required, such notice need not be given to any Trustee if a written waiver of notice, executed by him (or his attorney duly authorized) before or after the meeting, is filed with the records of the meeting, or to any Trustee who attends the meeting without protesting the lack of notice before the meeting or before action is taken at the meeting. Neither such notice nor waiver of notice need specify the purposes of the meeting, unless otherwise required by law or these By-Laws.

(b) Notice shall also be provided as required under the Open Meeting Law of the Commonwealth of Massachusetts, Massachusetts General Law Chapter 30A, Sections 18-25 (the "Open Meeting Law") and shall be posted publicly at the City Clerk's Office and on the Boston Public Library website.

12. Quorum. At any meeting of the Board of Trustees, a majority of the Trustees then in office shall constitute a quorum. Each Trustee shall have one vote. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

13. Executive Committee and Other Board Committees. The Chair of the Board of Trustees may appoint an Executive Committee at any meeting of Trustees. Unless otherwise determined by vote of the Board of Trustees, the Executive Committee may act on behalf of the full Board of Trustees on any matter between meetings of the Board of Trustees; provided that (a) the Executive Committee shall not be authorized (i) to approve any substantial change in the operations or activities of the Corporation, (ii) to make any change in the principal office of the Corporation, (iii) to amend these By-Laws, (iv) to elect or remove officers or Trustees, or (v) to appoint or eliminate any committee of the Board or any member of any such committee, (b) the Executive Committee shall not have any power or authority which the Board is prohibited from delegating by law, or by these By-Laws, and (c) any action taken by the Executive Committee may be amended or repealed prospectively by subsequent vote of the Board of Trustees.

Unless otherwise specified by the Chair of the Board of Trustees, members of the Executive Committee shall serve until the next Annual Meeting of Trustees or special meeting in lieu thereof and thereafter until their successors are chosen.

The Chair of the Board of Trustees may, from time to time, appoint one or more other committees, having such authority and duties and consisting of such Trustees or other persons, serving for such terms and in such capacities, as the Chair shall determine; provided that voting members of any committee to which powers of the Trustees are delegated shall consist solely of Trustees.

Except as the Chair may otherwise determine, any such committee may make rules for the conduct of its business, but unless otherwise provided by the Trustees or such rules, its business shall be conducted so far as possible in the same manner as is provided by these By-Laws for the conduct of business by the Trustees. All meetings of all committees of the Board of Trustees shall be held in compliance with the Open Meeting Law.

The Board of Trustees may, by vote of a majority of the Trustees then in office, (a) remove any member from the Executive Committee or any other committee appointed by the Trustees, with or without cause, (b) fill vacancies in or change the composition of any such committee, or (c) terminate any such committee. The Executive Committee and every other committee to which the Board of Trustees may delegate any of its powers or duties shall keep minutes or records of its meetings, signed by the Clerk or by an Assistant Clerk or temporary Clerk, reflecting attendance and all votes and other action taken at such meetings; and any action taken by any such committee on behalf of the Trustees of the Corporation shall be reported to the Board of Trustees no later than the date of formal notice given for the meeting of Trustees next following the date of such action.

### ARTICLE III - OFFICERS

1. Enumeration. The Officers of the Corporation shall consist of a President and a Clerk, or such other officers having other titles but having the powers of President and Clerk as the Board of Trustees may determine, and such other Officers and assistant Officers as the Board of Trustees may determine (collectively, the "Corporate Officers"). The Officers of the Board of Trustees shall consist of a Chairman of the Board, Vice Chairman of the Board, Secretary and such other Officers and assistant Officers as the Board of Trustees may determine (collectively, the "Board Officers," and together with the Corporate Officers, the "Officers"). Any two or more offices may be held by the same person, except that the President and the Clerk shall not be the same person. The Clerk and the Secretary shall be the same person. An Officer may but need not be a Trustee of the Corporation.

2. Election. The Chairman of the Board, Vice Chairman of the Board and the Clerk shall be elected by the affirmative vote of a majority of the Board of Trustees present and voting at the annual meeting held each May. All other Officers may be elected by the affirmative vote of a majority of the members of the Board of Trustees present and voting at such meeting or at any other meeting at which there is a quorum.

3. Tenure. Except as otherwise provided by law or these By-Laws, the President shall hold office at the pleasure of the Board of Trustees and until his successor is elected and qualified. Except as otherwise provided by law or these By-Laws, all other Officers shall hold office until the next Annual Meeting and thereafter until their successors are elected and qualified.

4. Resignation and Removal. An Officer may resign by delivering his resignation in writing to the Corporation at its principal office or to the President or the Clerk of the Corporation. Such resignation shall be effective upon receipt or upon such date (if any) as is stated in such resignation, unless otherwise determined by the Board. The Board of Trustees may remove any Officer with or without cause by a vote of a majority of the Trustees, at a meeting of the Board of Trustees called for that purpose. An Officer may be removed for cause only if notice of such action shall have been given to all of the Trustees prior to the meeting at which such action is to be taken and if the Officer so to be removed shall have been given reasonable notice and opportunity to be heard before the Board of Trustees.

5. Vacancies. A vacancy in any office may be filled by vote of a majority of the Trustees at any meeting of Trustees at which a quorum is present or by appointment of all of the Trustees if less than a quorum of Trustees shall remain in office. Each such successor shall hold office for the unexpired term of his predecessor and until his successor is chosen and qualified, or in each case until he sooner dies, resigns, is removed or becomes disqualified.

6. President. Unless otherwise voted by the Board of Trustees, the President, who shall be a resident of the City of Boston, shall have, subject to oversight by the Trustees, supervision and control of the business of the Corporation, including, but not limited to, general administration and acquisition, and shall have such other powers and duties as may be vested in him by the Board of Trustees.

7. Clerk. The Clerk shall be a resident of the City of Boston and shall also serve as the Secretary of the Board of Trustees. The minutes and records of all meetings of the Trustees shall be prepared and maintained by the Clerk. The Clerk shall keep such minutes and records within the Commonwealth at the principal office of the Corporation or the office of the Clerk; such minutes and records shall be open at all reasonable times to the inspection of any Trustee. In the absence of the Clerk from any meeting, a temporary Clerk shall be appointed by the President and shall exercise the duties of the Clerk at the meeting.

8. Chairman of the Board. The Chairman of the Board shall preside at all meetings of the Trustees and shall perform such other duties and shall have such other powers as the Trustees may from time to time prescribe.

9. Vice Chairman of the Board. The Vice Chairman of the Board, shall, in the absence or disability of the Chairman of the Board, perform the duties and exercise the powers of the Chairman of the Board and shall perform such other duties and shall have such other powers as the Trustees may from time to time prescribe.

#### ARTICLE IV - AMENDMENTS

These By-Laws may be amended by a majority of the votes cast by Trustees then in office at any meeting of Trustees at which a quorum is present; provided that the substance of any proposed amendment shall have been stated or summarized in the notice of such meeting.

## ARTICLE V - MISCELLANEOUS PROVISIONS

1. Fiscal Year. Except as otherwise determined by the Trustees, the fiscal year of the Corporation shall end on the last day of June of each year.
2. Seal. The Corporation may have a seal in such form as the Trustees may adopt and alter from time to time.
3. Execution of Instruments. All checks, deeds, leases, transfers, contracts, bonds, notes and other obligations authorized to be executed by an Officer on its behalf shall be signed by the President except as the Trustees may generally or in particular cases otherwise determine. A certificate by the Clerk or an Assistant Clerk, or a temporary Clerk, as to any action taken by the Board of Trustees, Executive Committee or any Officer or representative of the Corporation shall as to all persons who rely thereon in good faith be conclusive evidence of such action; and any part to whom an Officer or representative of the Corporation delivers an agreement or document signed on behalf of the Corporation by the President of the Corporation shall be entitled to rely in good faith that such delivery and execution have been duly authorized by the Corporation unless such party knows of facts or circumstances to the contrary.
4. Gender. The personal pronoun "he" or possessive pronoun "his," when appropriate, shall be construed to mean "she" or "her" and the word "chairman" shall be construed to include a female person.