

**By Laws of the Starr Institute, Inc.
d/b/a Starr Library**

ARTICLE I

General

Section 1. The general management, including staffing of the Starr Library, shall be vested in a Board of elected Trustees (hereinafter called the Board) not to exceed fifteen with a quorum of seven members.

Section 2. An auxiliary organization known as the Friends of the Library (hereinafter called the Friends) shall be constituted to support the activities of the library in cooperation with the Board. The function of the Friends of the Library is to provide financial and volunteer support to the Library. The Friends shall be governed by its own officers and bylaws, manage its own assets and maintain its own books and records, and utilize the library's 501(c) (3) tax exemption number. The Friends' final financial report shall annually be included in the Starr Library's financial report to the State.

The Friends' President shall be a voting member of the Board. The Friends' President shall act as a liaison between the Board and the Friends providing information to the Friends regarding the Board's vision and shall report to the Board monthly regarding Friends' activities and finances.

ARTICLE II

Officers

Section 1. The officers of the Starr Library shall be President, Vice-President, Secretary, Treasurer, and Assistant Treasurer. The term of office shall be one year or until successors are elected. An officer may serve more than one term at the behest of the board.

Section 2. The duties of the officers are:

President. The President shall preside at all meetings of the Board, sign with either the Secretary or Treasurer all written contracts and obligations of the Starr Library, perform all usual duties pertaining to the office and submit an annual report to the Board at the December meeting.

Vice-President. The Vice-President shall perform the duties of the President in the latter's absence and be the person responsible for all fund-raising activities.

Secretary. The Secretary shall keep the minutes and records, notify all Board members of upcoming meetings, sign with the President appropriate documents, and perform all usual duties pertaining to the office.

Treasurer. The Treasurer shall institute appropriate procedures to receive all moneys and pay all bills belonging to the Starr Library, have custody of all operating funds on deposit in such banks or trust companies as the Board shall direct, keep regular and correct accounts, sign with the President appropriate documents. The Treasurer shall serve on the Finance Committee, provide monthly

financial reports, and at each Annual Meeting shall submit a year-end financial report and a proposed budget for the next year; said budget having been prepared by the finance committee.

Assistant Treasurer. The Assistant Treasurer shall pay bills, make deposits, maintain the accounting books and perform the treasurer's duties in the absence of or as delegated by the Treasurer.

ARTICLE III

Elections

Section 1. At the regular November board meeting the Nominating Committee shall present a slate of trustees for election at the December meeting. Nominations may be made from the floor. Newly elected trustees shall take office at the Annual Meeting.

Section 2. Each year one-third of the trustees shall be elected for a three-year term. No elected trustee shall be eligible for more than two consecutive terms, except after an elapsed interval of one year. At any meeting, the Board shall have the power to fill a vacancy. A trustee so elected or appointed shall be eligible, at the end of that year, for election to two three-year terms.

Section 3. At the Annual Meeting, the Nominating Committee shall present a slate of officers for election at that meeting. Nominations may be made from the floor. Acceptance by a majority of the Board members present shall be required for election.

ARTICLE IV

Meetings

Section 1. The Annual Meeting shall be held at the Starr Library on the third Monday of January of each year.

Section 2. Regular meetings shall be held on the third Monday of each month. Exceptions require a majority vote and written notification of all board members.

Section 3. The attendance of seven (7) elected trustees at a board meeting shall constitute a quorum.

Section 4. The Board may ask for the resignation of any member absent for more than four (4) meetings in any consecutive twelve month period.

Section 5. Special meetings of the Board may be called by the President or by any three Board members. Notice of special meeting shall be received by each trustee at least five days prior to the meeting. No business shall be transacted except that which is designated in the meeting notice.

ARTICLE V

Committees

Unless otherwise specified, the President shall appoint all committee members with the approval of the board. Committee chairs shall be Board members. Unless otherwise specified, other committee members need not be Board members.

Section 1. Standing Committees.

There will be at least six (6) standing committees. Members will be named at the meeting following the Annual Meeting. Committee chairs shall present annual reports at the December meeting.

Executive Committee.

This committee shall consist of the officers of the Board and will meet as called upon by the President. The committee shall be empowered to make interim decisions, but shall be limited to expenditures of \$500. Any interim decision shall be submitted to the Board for ratification at its next regular meeting.

Building and Grounds Committee.

This committee shall maintain the building (interior and exterior), grounds, lighting, heating/cooling, plumbing and security. The chair shall have the authority to make emergency expenditures.

Public Relations Committee.

This committee shall work with the Director to coordinate the dissemination of all appropriate information relating to library activities to the public and the media on a regular basis.

Nominating Committee.

This committee shall consist of three (3) Board members whose duties are described in ARTICLE III, Sections 1 and 3.

Fund Raising Committee.

This committee shall coordinate the annual fund drive and any other fund-raising activities as approved by the Board. The Vice-President shall chair the committee.

Finance Committee.

This committee shall keep the Board advised of the financial status of the library and prepare a budget for review at the Annual Meeting. The committee shall make investment decisions for the endowment and restricted funds and shall report all activity at regular meetings for ratification by the Board.

Governance Committee. This committee shall have oversight of the By-Laws, Policies, and Strategic Plan. This committee shall be responsible for the submission of bi-annual audits of both the Starr Library and the Friends to New York State.

Section 2. Special Committees.

Special committees may be established as deemed necessary.

ARTICLE VI

Endowment Fund

The Board shall deposit in the Endowment Fund ten percent (10%) of the funds received from the Annual Fund Drive.

The Board will annually spend 4% (the "Endowment Spending Rate") of its endowment for use in the annual operations of the Library. To insulate against market fluctuations, the actual dollar amount to be spent each year will be computed by taking 4% of the arithmetic average of the endowment on the last day of the last three fiscal (ending December 31) years.

ARTICLE VII

Amendments

These By-Laws may be amended at any meeting of the Board by a two-thirds majority of those present, provided that a written draft of the proposed changes be presented for review at the previous meeting.

ARTICLE VIII

Honorary Trustees

The Board shall have power to create Honorary Trusteeships. Such honors may be bestowed upon patrons who have made outstanding contributions to the library through a long-term commitment to and active involvement in its well-being.

ARTICLE IX

Procedures

ROBERTS RULES OF ORDER shall govern the procedures at all meetings of the Board.

Proposed: November 21, 2005

ADOPTED: December 19, 2005