

AMENDED & RESTATED
CERTIFICATE OF INCORPORATION OF
BROOKLYN PUBLIC LIBRARY

1. The name of the corporation is Brooklyn Public Library (the “Corporation”).
2. The Corporation is a nonstock corporation organized and operated exclusively for educational purposes, and no part of the net earnings of the Corporation shall inure to the benefit of any individual; and no officer, member, or employee of the Corporation shall receive or be entitled to receive any pecuniary profit from the operations thereof, except reasonable compensation for services.
3. The purposes for which the Corporation is formed are constructing and maintaining libraries and a free public library system in the borough of Brooklyn in the city of New York and such other libraries and reading rooms in such form or forms as the Corporation’s board of trustees shall from time to time determine in its discretion, and to undertake such other and further functions and activities as are consistent with the foregoing. Such libraries and reading rooms shall be at such locations, and accessible to the public at such times and under such conditions, as the Corporation’s board of trustees shall from time to time determine in its discretion. The Corporation shall also seek to sustain and grow its historical archives and research collections in accordance with the rules of the Regents of the University of the State of New York, including 8 NYCRR 3.27, and make the same accessible to the public at such times and under such conditions as the Corporation’s board of trustees shall from time to time determine in its discretion.
4. The Corporation shall have and exercise all the powers now possessed by membership and library corporations under the general laws of the State of New York and such other laws of this state as may at any time be applicable thereto and may by its by-laws fix and determine a quorum of its membership for the transaction of business. It shall be capable of taking and holding for its uses and purposes, by purchase, gift, grant or devise, any property and estate, both real and personal without limit as to the value and amount thereof.
5. The affairs of the Corporation shall be managed by a board of trustees of not less than 38 and not more than 51 trustees. The number of trustees shall be fixed from time to time by the board of trustees.

The mayor of the City of New York (the “Mayor”), the comptroller of the City of New York (“Comptroller”), the president of the borough of Brooklyn (the “Borough President”), and the speaker of the City Council of the City of New York (the “Speaker”, and such council the “Council”), shall at all times, by virtue of their offices, be members ex officio of the board of trustees (the “Ex-Officio Members”), and each may designate a representative to serve in their stead on the board of trustees, which representative shall have all the rights and privileges of the respective ex officio official. The other members of the board of trustees shall be appointed by the Mayor or the Borough President, or elected by the trustees, in each case in such manner and for such terms of office as may be provided from time to time in the by-laws of the Corporation.

The board of trustees shall have the power to adopt, amend and repeal such by-laws, and adopt, amend and repeal such rules and regulations with respect to the use of the Corporation's facilities, as, in the judgment of the board of trustees, may be necessary or convenient in conducting the affairs of the Corporation.

In the case of any vacancy occurring among any trustee appointed by an Ex-Officio Member, such vacancy shall be filled by appointment by such Ex-Officio member (or by their successor in office) who had originally appointed such trustee whose office has been vacated and is to be filled. Any trustee appointed by an Ex-Officio Member may be removed at any time, with or without cause, at the discretion of the Ex-Officio Member (or their successor in office) who had appointed such trustee.

Members of the board of trustees of the Corporation who are in office at the time this amended charter takes effect shall continue in office as trustees under the provisions hereof until the expiration of the terms of office for which they were originally elected, or they are otherwise removed from office in accordance with the provisions hereof or the by-laws of the Corporation, and the officers of the Corporation shall continue in office as though originally elected by the trustees.

6. The chair of the board of trustees shall be elected by the trustees from their own number, without regard for whether the trustee is the president or chief executive officer of the Corporation.

7. The principal office of the Corporation shall be located in the borough of Brooklyn, in Kings County, in the city and State of New York.

8. The territory in which the Corporation's activities are principally to be conducted shall be the city of New York. The property, real and personal, of the Corporation shall be exempt from taxation in the same manner as that of other incorporated public libraries of the State of New York.

9. The Corporation shall not have any members.

10. The Secretary of State shall mail a copy of any notice to the Corporation required by law to:

Brooklyn Public Library,
10 Grand Army Plaza,
Brooklyn, New York 11238
Attention: Office of the CEO

11. The Commissioner of Education of the State of New York is designated as the agent of the Corporation upon whom process in any action or proceeding against it may be served. The Commissioner of Education of the State of New York shall forward such process to:

Brooklyn Public Library,
10 Grand Army Plaza,
Brooklyn, New York 11238
Attention: Office of the CEO

12. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future Federal tax code) or by (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future Federal tax code).

13. No substantial part of the activities of the Corporation shall be devoted to carrying on propaganda, or otherwise attempting to influence legislation, (except to the extent authorized by Internal Revenue Code section 501(h) as amended, or the corresponding provision of any future Federal tax code, during any fiscal year or years in which the Corporation has chosen to utilize the benefits authorized by the statutory provision) and the Corporation shall not participate in or intervene (including the publishing or distribution of statements) in any political campaign on behalf of, or in opposition to, any candidate for public office.

14. Upon dissolution of the Corporation, the board of trustees shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of the remaining assets of the Corporation exclusively for one or more exempt purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future Federal tax code), or shall distribute the same to the Federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by order of the Supreme Court of the State of New York in the judicial district where the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, organized and operated exclusively for such purposes, as said Court shall determine.