

The BYLAWS of
THE FRIENDS OF THE WEST BEND COMMUNITY MEMORIAL LIBRARY, INC
West Bend, Wisconsin

Adopted 12, JULY 2021

ARTICLE I: NAME

The name of the organization is The Friends of the West Bend Community Memorial Library, Inc (“Friends”) and is located in West Bend, WI, USA.

The name of Friends and the names of any of its members in their official capacities shall not be used in any connection with a commercial concern or political interest or for any purpose not appropriately related to the Objective of the Friends.

ARTICLE II: OBJECTIVE

The Friends is organized exclusively for educational and charitable purposes that benefit the West Bend Community Memorial Library. The Friends encourages the involvement of patrons, staff, community members, and local businesses to participate in the literary and educational enrichment of our community. The Friends will support the Library’s programming and not the expense of normal library operations.

ARTICLE III: MEMBERSHIP

Section 1: Objectivity

This organization is non-commercial, non-sectarian, and nonpartisan. Friends do not discriminate based on race, color, religion, creed, gender, gender expression, sex, sexual orientation, age, national origin, ethnicity, physical stature, ability, veteran status, marital status, or military obligations.

Section 2: Dues

Dues are set by the Board at the annual meeting. Allowances may be made for those who suffer economic hardships.

Section 3: Qualifications

Any person who supports the purposes of the Friends and who pays the annual dues, which shall be established by the Board of Directors from time to time, shall be a member of the organization.

ARTICLE IV: BOARD OF DIRECTORS

Section 1: General Powers. The affairs of the organization shall be managed by the Board of Directors.

Section 2: Number, Tenure & Qualification. The initial Directors will be among those serving on the Steering Committee to form the organization. The terms of the initial Directors shall be staggered and determined by draw to one (1), two (2), or three (3) years. Thereafter, at annual meetings, the current directors shall nominate and appoint additional Directors to serve on the Board for a term of three (3) years. There may be no fewer than five (5) and no more than twenty-five (25) Directors. Each Director must be a member of the Friends.

Each Director shall hold office until their term expires or until resignation or removal in the manner herein provided.

Each Director shall serve no more than three (3) successive terms, except that a Director serving as President may serve longer to complete the term as President.

Section 3: Regular Meetings. The Board of Directors shall provide by resolution the time and place for regular meetings of the Board. The Board shall hold no fewer than five (5) regular meetings per year.

Section 4. Special Meetings. Special meetings of the Board of Directors shall be called by or at the request of the President or of any two Directors. Notice of any special meeting of the Board of Directors shall be given at least four (4) days in advance by written notice to each Director using their physical or electronic address as shown by the records of the organization.

Section 5: Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 6: Vacancies. Any vacancy occurring in the Board of Directors, or any Directorship to be filled by reason of an increase in the number of Directors, shall be filled by the Board of Directors. A Director appointed to fill a vacancy shall be appointed to fulfill the unexpired term of their predecessor.

Section 7: Removal. Any director may be removed from office by the affirmative vote of two-thirds of the directors then in office if, in the opinion of such two-thirds, the best interest of the organization will be served thereby, and other sufficient cause exists for removal. Failure to attend three successive board meetings shall be cause for removal unless excused by the president.

Section 8. Resignation. Any Director may resign at any time. The resignation shall be made in writing. The acceptance of the resignation is not necessary for it to be effective.

Section 9: Compensation. Directors shall not receive any compensation for services. This does not preclude any director from serving the corporation in any other capacity and receiving reasonable compensation therefor.

Section 10: Unanimous Consent Without Meeting. Any action required or permitted by the Articles of Incorporation or Bylaws to be taken by the Board of Directors at a meeting or by resolution may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the Directors then in office.

ARTICLE V: OFFICERS

Section 1: Officers. The Officers of the Organization shall be a President, Vice-President, Immediate Past President, Treasurer, and Secretary as elected by the Board of Directors. Any two offices may be held by the same person except the offices of President and Secretary. The persons holding the office of President or Secretary may not hold any other office.

Section 2: Election & Term of Office. Each Officer is elected for a term of 3 years and may serve for no more than two consecutive terms.

Section 3: Removal. Any Officer may be removed from office by the affirmative vote of two-thirds of the officers then in office if, in the opinion of such two-thirds, the best interest of the corporation will be served thereby, and other sufficient cause exists for removal. Failure to attend three successive board meetings shall be cause for removal unless excused by the president.

Section 4: President. The president shall be the principal executive officer of the corporation. Subject to the direction and control of the Board of Directors the president shall be in charge of the corporation, shall see that the resolutions and directives of the Board of Directors are carried into effect, except where that responsibility is assigned to some other person by the Board of Directors. The president shall discharge all the duties incidental to the office of president and other such duties as may be prescribed by the Board. The president shall preside at all meetings of the Board of Directors and of the Executive Committee.

Section 5: Vice-President. The vice-president shall assist the president in the discharge of duties as the president may direct and may perform other such duties as assigned by the president or by the board of directors. In the absence of the president, or in the event of the president's inability or refusal to act, the vice-president shall perform the duties of president and in so acting shall have all the powers and be subject to all the restrictions of the president.

Section 6: Immediate Past President. The immediate past president shall serve as long as their successor remains in office, shall be a member of the executive committee, and shall assist the president in the discharge of duties as the president may direct.

Section 7. Treasurer. The treasurer shall be the principal accounting and financial officer of the corporation. The Treasurer shall

- (a) have charge of and be responsible for adequate books of account for the corporation;
- (b) have charge and custody of all funds and securities of the corporation and be responsible therefor and for the receipt and disbursement thereof; and
- (c) perform all the duties incident to the office of treasurer and other such duties as may be assigned by the president or by the board of directors.

If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of the duties of the office with such surety as the Board of Directors determines.

Section 8: Secretary. The secretary is responsible for and the custodian of the records of the organization. The Secretary, or their designee, shall

- (a) record the minutes of the meetings of the Board of Directors;
- (b) see that all notices are duly given in accordance with the provisions of these bylaws and as required by law;
- (c) keep a register of the post office and electronic address of each director, which shall be furnished by such director;
- (d) perform all the duties incident to the office of Secretary; and other such duties as may be assigned by the president or by the board of directors.

Section 9: Vacancy

Upon tendering a resignation for any reason, an Officer shall immediately turn over to the President all records or other material pertaining to the office; that Officer shall also immediately return to the Treasurer all funds pertaining to the office. If the Treasurer resigns prior to the completion of their term, all funds and records shall be immediately turned over to the President.

When a vacancy occurs in the Executive Committee, the President shall appoint an individual to fill the remainder of the term. If the President resigns prior to the completion of the three-year term, the Vice-President shall fulfill the duties of President and appoint an existing Board member as Vice-President.

ARTICLE VI: COMMITTEES

Section 1: Board Committees. The board of directors by resolution adopted by an affirmative vote of the majority of the directors then in office may designate committees. Except as provided elsewhere in this Article, each committee is to consist of one or more directors and members confirmed by the board of directors.

Section 2: Executive Committee. The Executive Committee shall consist of all officers and others as appointed by the Board. The Executive Committee shall have and may exercise when the Board of Directors is not in session, all the powers of the Board of Directors in the management and affairs of the corporation. In matters where a decision of the Executive Committee has no majority, the committee will refer the matter to the Board.

Section 3: Nominating Committee. The nominating committee shall consist of at least three directors and shall nominate prospective members to the Board of Directors for the consideration in the election of members of the Board of Directors.

Section 4: Special Committees. The Board of Directors may authorize the president to appoint temporary special committees, which shall be terminated by the Board of Directors upon the obtainment of the objectives for which they were created.

Section 5: Selection of Chairpersons

Committee chairs are appointed by the president. A committee may have two co-chairs. Each committee chair, and at least one co-chair of any committee, shall be a member of the board of directors.

Section 6: Responsibilities of Chairpersons

The Chairperson of each committee shall keep a written record of the activities of the committee. These records shall be provided annually to the Secretary who will maintain the record for the corporation.

Committee Chairs or their designee will report on committee activity at meetings of the board of directors.

Chairpersons may solicit and appoint additional members to serve on their respective committees, as necessary.

Section 7: Limitations

All committees are advisory to the Board. No committee or committee member shall enter into an agreement or secure any contract in the name of Friends without the approval of the Board.

Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the board of directors.

Unless otherwise provided in the resolution of the board of directors designating the committee, a majority of the whole committee shall constitute a quorum, and the act of the majority of the members present at which a quorum is present shall be the act of the committee.

ARTICLE VIII: DEPOSITS & FUNDS

Section 1: Fiscal Year

The fiscal year of Friends begins on July 1st and ends on the following June 30th.

Section 2: Counting and Deposit of Funds

All funds raised by the association shall be counted and attested to by the Treasurer and at least one other Officer.

All deposits require signatures by the Treasurer and another board member. All deposits should be made within 7 calendar days of receipt of funds.

Section 3: Reimbursements

Reimbursements for all expenses shall be made only after receipts for the expenditures have been audited, documented, and approved by the Treasurer. Reimbursement requests should be submitted to the Treasurer within 30 days of the incurred expense or no later than two weeks prior to the end of the fiscal year, whichever comes first.

If the Treasurer needs to be reimbursed, the President must write the check. The Treasurer cannot reimburse themselves.

Any cash advance to cover expenses prior to purchase must be documented in detail. All unused funds must be returned to the Treasurer immediately following the purchase.

Section 4: Distribution of Funds

Unless approved otherwise by the board of directors, the Executive Committee has the authority to approve expenditures of \$200 or less with a majority vote as it is defined in Article VI Section 2. All other expenditures shall be approved by the board of directors.

ARTICLE IIX: AMENDMENTS TO BYLAWS

The power to alter, amend, or repeal the bylaws, or to adopt new bylaws shall be vested in the Board of Directors. Such action may be taken at a regular or special meeting for which written notice of the purpose shall be given. Such action may be accomplished by a vote of a majority of the Board of Directors. The bylaws may contain any provisions for the management of the organization not inconsistent with law or the articles of incorporation. Bylaws shall be reviewed annually.

ARTICLE IX: DISSOLUTION

If the corporation proves unable to carry out its intended purpose, the corporation shall be dissolved in accordance with law. In the event of the dissolution of the corporation, all of its assets, after payment of its debts and liabilities, shall be disposed of exclusively for one or more exempt purposes within the meaning of 501(c)(3) of the Internal Revenue Code of 2021 or any successor statutes,. Upon the dissolution of the organization, assets shall be distributed to the West Bend Community Memorial Library Board, West Bend, Washington County, WI, to be used for a purpose in accordance with Article II: Objectives.

ARTICLE XI: CONFLICTS OF INTEREST

Section 1: Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer or director of the organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2: Definitions

a. Interested Person. Any director, principal officer, or member of a committee with governing board-delegated powers who has a direct or indirect financial interest, as defined below, is an interested person.

b. Financial Interest A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which the organization has a transaction or arrangement;
2. A compensation arrangement with the organization or with any entity or individual with which the organization has a transaction or arrangement; or
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the organization is negotiating a transaction or arrangement. "Compensation" includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.
4. A financial interest is not necessarily a conflict of interest. Under Section 3b, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3: Procedures

a. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board-delegated powers who are considering the proposed transaction or arrangement.

b. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide whether a conflict of interest exists.

c. Procedures for Addressing the Conflict of Interest.

1. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
2. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
3. After exercising due diligence, the governing board or committee shall determine whether the organization can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

d. Violations of the Conflicts of Interest Policy.

1. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines that the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4: Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a.** The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest; the nature of the financial interest; any action taken to determine whether a conflict of interest was present; and the decision of the governing board or committee as to whether a conflict of interest in fact existed.
- b.** The names of the persons who were present for discussions and votes relating to the transaction or arrangement; the content of the discussion; including any alternatives to the

proposed transaction or arrangement; and a record of any votes taken in connection with the proceedings.

Section 5: Compensation

a. A voting member of the governing board who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation.

b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation.

c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6: Annual Statements

Each director, officer, and member of a committee with governing board-delegated powers shall annually sign a statement which affirms that such person:

- Has received a copy of the conflict of interest policy;
- Has read and understood the policy;
- Has agreed to comply with the policy; and
- Understands that the organization is charitable and that in order to maintain its federal tax-exempt status it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7: Periodic Reviews

To ensure that the organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

a. Whether compensation arrangements and benefits are reasonable, are based on competent survey information, and are the result of arm's length bargaining.

b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or an excess benefit transaction.

Section 8: Use of Outside Experts

When conducting the periodic reviews as provided for in Section 7, the organization may, but need not, use outside advisers. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring that periodic reviews are conducted.

REVISION DATE	DETAILS OF EDITS	REVISED OR REVIEWED BY
06/23/2021	Nearly Final Draft - Tentatively Approved	Chelsea Doman
07/12/2021	Approved at meeting	Joanne Kline
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