

The BYLAWS of
THE FRIENDS OF THE WEST BEND COMMUNITY MEMORIAL LIBRARY, INC
West Bend, Wisconsin
Revised and Adopted July 25, 2023

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.

ARTICLE II: OBJECTIVE

The Friends is organized exclusively for educational and charitable purposes that benefit the West Bend Community Memorial Library ("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 raises funds solely to enhance the programs and services offered at the Library beyond what government funding provides. It does not fund the expense of normal library operations.

ARTICLE III: MEMBERSHIP & DUES

The Board of Directors will establish the dues. Members who have paid dues will be in good standing and may vote at any meeting. (See Article 5 Section 3) The annual membership meeting will take place in May.

ARTICLE IV: Relationship of the Friends to the Library

The Friends is a private, non-stock, 501(c)3 non-profit corporation registered in Wisconsin under Chapter 181 of WI Statutes. The Friends fosters citizen participation and assistance to the Library. It promotes and financially supports the resources and the needs of the Library and serves as an advocate for the value of the Library.

The Library Board of Trustees is a public entity responsible for citizen control and governance of the Library. as required by Chapter 43 of WI Statutes and the City of West Bend municipal code. Members of the Library Board, the Trustees, are appointed by the Mayor of West Bend and confirmed by the Common Council.

The Library Director, is responsible for the administration and management of the Library.

ARTICLE V: BOARD OF DIRECTORS

Section 1: General Powers. The affairs of the organization shall be managed by the Board of Directors. The procedures at meetings of the Board of Directors will generally follow Robert's Rules of Order.

Section 2: Number, Tenure & Qualification. There may be no fewer than four (4) and no more than twenty-four (24) Directors. Once these bylaws are approved, the terms of the initial Directors shall be staggered and determined by draw to one (1), two (2), or three (3) years. Prior

to the annual meeting, the current directors shall nominate and elect additional Directors to serve on the Board for a term of three (3) years.

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) consecutive terms, except that a Director serving as President may serve longer to complete the term as President. Each Director must be a member of the Friends. (the Friends will not act without Library Director approval, see article 4 paragraph 3)

Section 3: Regular Meetings. The Board of Directors shall establish the time and place for regular meetings of the Board. All meetings are open to members in good standing and guests. Agendas will be posted on the library website and on the library bulletin board one week prior to the meeting. Members in good standing may vote on any topic on the agenda. 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. Agendas will be posted no less than 24 hours prior to a special meeting.

Section 5: Quorum. A majority of the Current 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 because 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 the Directors then in office.

ARTICLE VI: OFFICERS

Section 1: Officers. The Officers of the Organization shall be a President, Vice-President, Treasurer, and Secretary as elected by the members.

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 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 the president and other such duties as may be prescribed by the Board. The president shall preside at all meetings of the Board of Directors

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 the president and in so acting shall have all the powers and be subject to all the restrictions of the president.

Section 6. 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;
- c) file annual reports as required by the State of Wisconsin and the IRS (form 990), and
- d) 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 7: 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 and the Executive Committee. Whenever the secretary is unable to fulfill this responsibility, the secretary must secure a replacement.
- (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.
- (e) retain printed and digital copies of the records of the organization and make these copies accessible at meetings of the board of directors.

Section 8: 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 before the completion of their term, all funds and records shall be immediately turned over to the President.

When a vacancy occurs on the board, the President shall recommend a member to fill the remainder of the term. The board may vote to approve the member to fulfill the term of the vacant seat. If the President resigns before the completion of the three-year term, the Vice-President shall fulfill the duties of the President and appoint an existing director as Vice-President.

ARTICLE VII: COMMITTEES

Section 1: Board Committees. The Board of directors may designate committees by resolution adopted by an affirmative vote of the majority of the directors then in office. 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. 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 consideration in the election of members of the Board of Directors.

Section 4: Audit Committee. The audit committee shall consist of two directors, excluding the Treasurer, and shall review the Friends of the Library financial statements annually and submit a report to the board of directors.

Section 5: 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 6: 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 7: Responsibilities of Chairpersons

The Chairperson of each committee shall keep a written record of the activities of their 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 8: 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 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 deposits require signatures by the Treasurer or their designee (including the library business manager). All deposits shall be made within seven (7) calendar days of receipt of funds.

Section 3: Approval of Expenditures

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.

Section 4: Reimbursements

Reimbursements for all expenses shall be made only after receipts for the expenditures have been documented. Reimbursement requests should be submitted to the Treasurer within 30 days of the incurred expense or no later than two weeks before 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 before a purchase must be documented in detail. All unused funds must be returned to the Treasurer immediately following the purchase.

ARTICLE IX: CONFLICTS OF INTEREST

The activities of the Board must ensure that the non-profit status of the Friends is not jeopardized and that the Friends is devoted to serving the public interest. For this purpose, the Friends will develop a conflict-of-interest policy to ensure that any conflict of interest, or the appearance thereof, is appropriately managed through disclosure, recusal or other means. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to charitable organizations.

The policy applies to directors and committee members who have the ability to influence the organization and who have access to information not available to the general public.

Once such a policy is approved by the Board, each director and committee member with board-delegated powers will affirm annually that they:

- a) have received a copy of the policy
- b) have read and understand the policy
- c) agree to comply with the policy, and
- d) understand the Friends is charitable and in order to maintain its federal tax exemption it must engage in activities that accomplish its tax-exempt purposes

ARTICLE X: 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 of the Board of Directors for which written notice of the purpose shall be given. The bylaws may contain any provisions for the management of the organization not inconsistent with the law or the articles of incorporation.

Bylaws shall be reviewed and approved annually by the board of directors.

ARTICLE XI: 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 2022 or any successor statutes.

In the event the Corporation is dissolved, all of its assets will be used for educational or charitable purposes in accordance with Article II as determined by the Directors of the Board at the time of such dissolution.