

## BY-LAWS

### WAUPACA PUBLIC LIBRARY FOUNDATION, INC.

AS REVISED JULY 11, 2016

#### ARTICLE I. OFFICE

1.01 Principal Office. The principal office of the corporation shall be located at 107 South Main Street, Waupaca, Wisconsin 54981. The corporation may have such other offices as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

The corporation shall have and continuously maintain a registered agent whose office is identical with the principal office of the corporation.

#### ARTICLE II. BOARD OF DIRECTORS

2.01 General Powers. The affairs of the corporation shall be managed by its board of directors. Each director shall be entitled to one vote in each matter submitted to the board of directors.

2.02 Number, Tenure and Qualifications. The number of directors shall be up to (16). The Waupaca Library Board shall appoint three (3) of these directors, one (1) of whom shall be a member of the Waupaca Library Board and one representative from the Student Library Advisory Group. All directors shall be residents of the area served by the Waupaca Library. Each director shall be elected for a three-year term or until his successor shall have been elected and qualified.

2.03 Regular Meetings. A regular annual meeting of the board of directors shall be held during the month of January at a time and place to be designated by the board president, for the purpose of electing directors and officers, and for the transaction of such other business as may come before the board. Notice of any regular meeting shall be given at least two days previously thereto by written notice delivered personally or sent by mail to each director at his/her address as shown by the records of the corporation. The board of directors may provide by resolution the time and place, either within or without the State of Wisconsin, for the holding of additional regular meetings of the board without other notice than such resolution.

2.04 Special Meetings. Special meetings of the board of directors may be called by or at the request of the president or any two directors. The person or persons authorized to call special meetings may fix any place, either within or without the State, as the place for holding any special meeting of the board called by them.

2.05 Notice. Notice of any special meeting of the board of directors shall be given at least two days previously thereto by written notice delivered personally or sent by mail to each director at his address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice of waiver of notice of such meeting, unless specifically required by law or by these by-laws.

2.06 Quorum. 50% of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board; but if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

2.07 Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the board of directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at such regular or special meeting of the board; but nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

2.08 Power to Appoint Trustee. The board of directors shall have the power to appoint any person or persons to act and hold in trust for the corporation any property belonging to the corporation or in which it is interested, or for any other purposes, and to execute and to do all such duties and things as may be requisite in relation to any such trust providing it is not inconsistent with the purposes of the corporation.

2.09 Manner of Acting. The act of the majority of the directors present at the meeting at which a quorum is present shall be the act of the board of directors, unless the act of a greater number is required by law or by the Articles of Incorporation or the By-laws.

2.10 Conduct of Meeting. The President, and in his absence, the Vice-President, and in their absence, any director chosen by the directors present, shall call meetings of the board of directors to order and shall act as chairman of the meeting. The secretary of the corporation shall act as secretary of all meetings of the board of directors but, in the absence of the secretary, the presiding officer may appoint any director or other person present to act as secretary of the meeting.

2.11 Vacancies. Any vacancy occurring in the board of directors including a vacancy created by an increase in the number of directors, shall be filled by the affirmative vote of a majority of the directors then in office, not less than a quorum.

2.12 Presumption of Assent. A director who is present at a meeting of the board at which action on any corporate matter is taken shall be presumed to have assented to the action unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the secretary at or immediately after the adjournment of the meeting. No director who voted in favor of such action shall have the right to later dissent.

2.13 Unanimous Consent Without Meeting. Any action required or permitted by the Articles of Incorporation or By-Laws or any provision of law 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, shall be signed by all of the directors then in office.

2.14 Meeting Attendance Requirements. If a director misses three (3) consecutive meetings without good cause, or without the approval of the president, that person shall be dropped from the board.

2.15 Temporary Replacements. A director may ask to be replaced by a substitute on a temporary basis if that person is unable to serve for a period of time. The substitute shall be appointed by the president.

### ARTICLE III. OFFICERS

3.01 Number. The officers of the corporation shall be president, one or more vice-presidents (the number thereof to be determined by the board of directors), a secretary, a treasurer, and such other officers as may be elected in accordance with the provisions of this article. The board of directors may elect or appoint such other officers, including one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the board of directors. Any two or more offices may be held by the same person, except the office of president.

3.02 Election and Term of Office. New directors and officers of the corporation shall be elected annually by the board of directors at the first regular meeting of the fiscal year. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the board of directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

3.03 Removal. Any officer elected or appointed by the board of directors may be removed by the board of directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights if any, of the officer so removed.

3.04 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the board of directors for the unexpired portion of the term.

3.05 President. The president shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He shall preside at all meetings of the board of directors. He may sign, with the secretary or any other proper officer of the corporation authorized by the board of directors, any deeds, mortgages, bonds, contracts, or other instruments which the board of directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the board of directors or by these By-laws or by statute to some other officer or agent of the corporation; and in general he shall perform all duties incident to the office of president and such other duties as may be prescribed by the board of directors from time to time.

3.06 Vice-President. In the absence of the president or in the event of his inability or refusal to act, the vice-president (or in the event there be more than one vice-president, the vice-presidents, in the order of their election) shall perform the duties of the president and, when so acting, shall have all the powers of and be subject to all the restrictions upon the president. Any vice-president shall perform such other duties as from time to time may be assigned to him by the president or by the board of directors.

3.07 Treasurer. If required by the board of directors, the treasurer shall give bond for the faithful discharge of his duties in such sum and with such surety or sureties as the board of directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article VII of these By-laws; and in general perform all of the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him by the president or by the board of directors.

3.08 Secretary. The secretary shall keep the minutes of the meetings of the members and of the board of directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law;

be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these By-laws, keep a register of the post office address of each member which shall be furnished to the secretary by such member; and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him by the president or by the board of directors.

3.09 Assistant Treasurers and Assistant Secretaries. If required by the board of directors, the assistant treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the board of directors shall determine. The assistant treasurers and assistant secretaries, in general, shall perform such duties as shall be assigned to them by the treasurer or the secretary or by the president or the board of directors.

3.10 Executive Committee. The Executive Committee shall consist of the officers of the corporation and shall have the power to transact all regular business of the corporation during the interim between meetings of the board of directors, provided that any action taken shall not conflict with the policies and expressed wishes of the board of directors, and that it shall refer all matters of major importance to the board of directors at its next regular meeting, or a special meeting called by the manner provided in the By-Laws.

3.11 Compensation. Compensation of the principal officers, if not directors, shall be fixed from time to time by the board.

#### ARTICLE IV. CONTRACTS, CHECKS, DEPOSITS AND FUNDS

4.01 Contracts. The board of directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

4.02 Checks, Drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by the board of directors. In the absence of such determination by the board of directors, such instruments shall be signed by the treasurer or an assistant treasurer and counter-signed by the president or a vice-president of the corporation.

4.03 Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the board of directors may select.

4.04 Gifts. The board of directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

#### ARTICLE V. BOOKS AND RECORDS

5.01 The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its board of directors, and committees having any of the authority of the board of directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his agent or attorney for any proper purpose at any reasonable time. An audit by a CPA firm shall be conducted annually, if required by law.

#### ARTICLE VI. FISCAL YEAR

6.01 The fiscal years of the corporation shall begin the first day of January and end on the last day of December in each year.

#### ARTICLE VII. SEAL

7.01 The board of directors shall provide a corporate seal, if required by law.

#### ARTICLE VIII. WAIVER OF NOTICE

8.01 Whenever any notice is required to be given under the provisions of Chapter 181, Non-stock Corporation, Wisconsin Statutes, or under the provisions of the articles of incorporation or the by-laws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

#### ARTICLE IX. AMENDMENTS

9.01 These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by a majority of the board of directors present at any regular meeting or at any special meeting, following the meeting where the amendment was first proposed.

#### ARTICLE X. DISSOLUTION

10.01 Upon the dissolution of the Foundation the board of directors shall, after paying or making provision for the payment of all of the liabilities of the Foundation, dispose of all of

the assets of the Foundation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the board of directors shall determine.

#### ARTICLE XI. PROCEDURE

11.01 Robert's Rules of Order, Revised, when not in conflict with the By-Laws of this organization, shall govern all proceedings.

#### ARTICLE XII. MEMBERSHIP

12.01 This corporation shall have no members.

Approved by the Waupaca Public Library Foundation Board on July 11, 2016

Vance Linden, President

Paul Hagen, Vice-President

Jim Olsen, Treasurer