

THE FRIENDS OF THE WHITEWATER PUBLIC LIBRARY, INC. BYLAWS

ARTICLE I – NAME

Section 1. The name of this corporation shall be The Friends of the Whitewater Public Library, Inc., hereinafter referred to as the Friends (“Friends”).

Section 2. The headquarters of the Friends is located at the Irvin L. Young Memorial Library, 431 W Center St, Whitewater WI 53190.

ARTICLE II – PURPOSE

Section 1. The purpose of the Friends shall be to maintain a nonprofit organization of interested persons to advance and encourage appreciation, understanding, enjoyment, and public use of the educational and cultural facilities at the library, and to cooperate, when appropriate, with other groups to improve the cultural activities of the community.

Section 2. The Friends shall work in conjunction with the trustees and staff of the library to achieve these ends, to acquaint the community with the needs of the library, and to help improve their facilities.

Section 3. The Friends shall operate in full compliance with IRS Code Section 501 (c) (3) and Chapter 181 of the Wisconsin Statutes.

ARTICLE III – MEMBERSHIP

Section 1. Any person or organization who supports the purposes of the Friends may become a member of the Friends by the payment of annual dues in effect at the time. Members are known as Friends.

Section 2. The dues schedule shall be approved by vote of the Friends at its annual meeting.

Section 3. Each member and organizational representative shall be entitled to cast one vote on all matters which come before a meeting of the Friends.

ARTICLE IV – BOARD OF DIRECTORS

Section 1. The management of the Friends shall be vested in a board of directors (“the board”) consisting of at least 5 but not more than 10 members, including the officers.

Section 2. The management as defined in Article IV, Section 1 will serve as the Executive Planning Team to determine and oversee projects and programs that will increase fundraising for the Friends as well as provide public awareness about the importance of the library and of the Friends.

Section 3. The term of directors is three consecutive years. They are eligible for reelection for one additional term and then must wait one year before being considered for a new term.

Section 4. One-third of the directors shall be elected by the Friends each year at the annual meeting to replace those directors whose terms are expiring in that year.

Section 5. The officers of the Friends shall be a president, vice president, treasurer, secretary, each being a board member.

Section 6. The term of the president, vice president and other officers is one year; however, they may continue to serve, if reelected, for an additional term.

Section 7. The president shall appoint a nominating committee chairperson who shall be either a director or a Friend from the general membership. He/she shall appoint at least three Friends to serve on this committee. Included in the committee must be a member from the preceding year. The committee shall present a slate of nominees for election as officers and directors at the annual meeting of the Friends. Election requires a majority vote by those present.

Section 8. When a vacancy occurs among the officers, the nominating committee shall present for nomination one or more names of current Friends to fill the unexpired term to the board. Vacancies shall be filled by a majority vote of directors at any duly constituted meeting of the board.

Section 9. Vacancies among the directors may be left open until the next annual meeting, or may be filled at any regular board meeting by a vote of the majority. Directors so elected serve until the next annual meeting, when they could stand for election to a full term as outlined in Section 3 above.

Section 10. Removal Procedure. A board member or officer may be removed for cause by vote of two-thirds of the board members attending a regularly scheduled meeting where the item had been placed on the written agenda distributed at least two weeks prior to the meeting.

ARTICLE V – DUTIES OF THE OFFICERS

Section 1. The president shall preside at all meetings of the Friends and of the board and appoint standing committees (membership, program, public relations, etc.) and the chairpersons thereof. The president is an ex officio member of all committees, except the nominating committee.

Section 2. The vice president shall, in the absence or disability of the president, perform all the functions of the president with the exception of the duty of signing checks during such absence or disability.

Section 3. The treasurer shall be responsible for handling all monies of the Friends and shall keep appropriate and accurate records. The treasurer shall be responsible for signing checks. A financial report shall be presented at all meetings of the board and at the annual meeting of the Friends.

Section 4. The secretary shall keep a record of all meetings of the board and of the Friends. The secretary shall distribute a draft of the minutes prior to each meeting, and record for the permanent record any corrections made at the time of acceptance. At the end of each year, the secretary shall provide a complete set of the official minutes to the Friends Office for long-term retention.

ARTICLE VI –MEETINGS

Section 1. The annual meeting of the Friends shall be held once a year, at a time and place determined by the board. Action on motions shall be decided by a vote of a majority of those present. Notices of meetings shall be sent two weeks in advance of the date thereof.

Section 2. Special meetings of the Friends may be called by the president or the board or upon written request of five members. The notice shall be sent at least two weeks prior to the date of the meeting. The business to be discussed shall be stated in the notification to all Friends members.

Section 3. Regular meetings of the board of directors shall take place at least two times a year. Four (4) board members shall constitute a quorum, and motions shall be carried by a vote of the majority. Notices shall be sent to board members at least one week before the meeting. Special board meetings may be called by the president with at least forty-eight hours notice to board members.

Section 4. The director of the library will be invited to participate in board meetings on a non-voting basis. Other library staff members may be invited to participate in board meetings on a non-voting basis.

ARTICLE VII – FISCAL PERIOD

Section 1. The fiscal year of the Friends shall start on January 1 and end on December 31.

ARTICLE VIII – CONFLICT OF INTEREST

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Friends. Where conflict of interest may be thought to exist for a board member, the member shall inform the Board and abstain from any inappropriate participation in the matter.

ARTICLE IX – AMENDMENTS TO BYLAWS

Section 1. These bylaws may be amended, in whole or in part, by two-thirds vote of those present at a meeting of the Friends provided that the meeting notice contains specific notice of Intention and that a summary of proposed change/changes is included.

ARTICLE X – PARLIMENTARY PROCEDURE

When any formality beyond the ordinary courtesies of joint action is required, Roberts Rules of Order (most recent edition) shall govern the proceedings.

ARTICLE XI – DISSOLUTION

Upon the dissolution of the organization, assets shall be distributed for tax exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future tax code, to the Irvin L. Young Memorial Library.