

BYLAWS
of the
Friends of Muskego Public Library, U.A.

ARTICLE I – Name

The name of this unincorporated association shall be Friends of Muskego Public Library, U.A.

ARTICLE II – Purpose

The FRIENDS OF MUSKEGO PUBLIC LIBRARY, U.A. (hereinafter called “Friends” or the “Association”) is a non-profit, charitable association organized under the laws of the State of Wisconsin which operates under the conditions established under Section 501(c)(3) of the Internal Revenue Code.

The general purpose of Friends is to receive, administer and expend funds and carry on programs for charitable and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future federal law, including but not limited to, acquiring funds and making distribution of those funds to qualified and eligible individuals. The Friends will focus on promoting the growth, development and greatest possible use of the Muskego Public Library.

It is provided, however, that the Friends shall not engage in any activity which would be inconsistent with the status of an educational and charitable association as defined in Section 501(c)(3) of the Internal Revenue Code of 1954 as amended or any successor provision thereto, and provided further that none of the above stated purposes of the Friends shall be construed as other than the public benefit purposes appropriate for such a charitable and educational association.

ARTICLE III – Membership

Section 1

Membership in this association is open to all individuals, organizations and businesses that support our purposes.

Section 2

There shall be various categories of membership as determined by the Board of Directors. There shall be, at minimum, an Individual/Basic, Family, Business and Patron member categories. Annual dues for each category shall be determined by the Board of Directors prior to the Annual Meeting.

Section 3

Annual membership shall extend for twelve months from January 1 of each year. If a person enrolls to be a member during the months of September, October, November, or December, that membership will be grandfathered into the following year.

Section 4

The failure of a member to pay dues by March 1 shall result in the member being dropped from membership.

Section 5

Each member who has paid dues shall be entitled to one (1) vote. A Business, Family or Patron membership shall each be entitled to one (1) vote.

Section 6

Each member shall be entitled to membership privileges including participation in various activities, programs, and publications of the association as may be designated from time to time by the Board of Directors.

ARTICLE IV – Officers

Section 1

The principal officers of this association shall be a President, Vice President, Secretary and Treasurer.

Section 2

The officers shall be elected at the Annual Meeting. A slate of officers shall be presented by a Nominating Committee of at least two (2,) to be appointed by the Board of Directors. Nominations from the floor will be invited. No one shall be nominated without his/her consent.

Section 3

The President, Vice President, Secretary and Treasurer shall be elected to serve a term of one (1) year. Persons elected to these terms may serve additional terms as elected.

Section 4

The term of officers so elected shall begin at the start of the next month following their election and shall continue until the end of the month in which their successors are elected.

Section 5

The duties of the officers are as follows:

- (a) The President shall preside over all meetings of the association and shall have general supervision of the affairs of the association. The President shall facilitate the appointment of committees and ensure that the goals and purposes of the membership are

realized. The President shall be an ex-officio member of all committees except the Nominating Committee.

(b) The Vice-President shall assume the duties of the President in his/her absence; plan the general membership meeting programs; and assist the President as needed.

(c) The Secretary shall (a) keep the minutes of the Board of Directors and general membership meetings, (b) be the custodian of the association records and, (c) in general, perform all duties of the office of secretary and such other duties as from time to time may be assigned by the President or the Board of Directors.

(d) The Treasurer shall (a) have the oversight responsibility for all funds of the association and for the monies due and payable to the association, including the deposit of such monies in the bank or other depository designated by the Board and the payment of bills as approved by the Board of Directors, (b) make regular financial reports to the Board of Directors, and (c) 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 by the President or the Board of Directors.

ARTICLE V -- Board of Directors

Section 1

The business of the association shall be administered by the Board of Directors.

Section 2

The Board of Directors shall consist of the President, Vice President, Secretary, Treasurer, and all other appointed directors of the association. A majority of the Board shall constitute a quorum.

Section 3

The number of Directors shall be as determined by the Board of Directors from time to time but in any event shall be no less than three (3) nor more than fifteen (15.) Their term of office shall be one year. Officers elected or Directors appointed to these terms may serve additional terms as elected or appointed.

Section 4

The Directors shall, at all times, be members of the association. All Directors may be required to serve as a principal officer or as a Chair of a Standing Committee of the Board appointed by the President.

Section 5

A Director may resign at any time by filing a written resignation with the President. If a Board member or chair absents himself or herself without good cause from three (3) successive Board

meetings, the office or chair shall be deemed a resignation by the Director and shall result in the office or chair being declared vacant. Board members shall contact the President regarding any absence.

Section 6

Vacancies on the Board of Directors shall be filled by appointment made by the President for the balance of the term vacated, and confirmed by a majority vote by the Board of Directors.

Section 7

Regular meetings of the Board of Directors shall be held monthly, unless otherwise decided by the Board of Directors. The date, time, and place will be set by the Board. A majority of the Board of Directors shall constitute a quorum. A majority vote of the directors/members present is required to take any action. Notice of any special Board of Directors meeting shall be given by written notice at least forty-eight (48) hours prior to the meeting, and the purpose of and the business to be transacted at that meeting must be specified.

Section 8

Members may attend meetings of the Board of Directors. The President may allow for time to be allotted for member comments to the Board of Directors

Section 9

Directors of the association shall not receive compensation for serving as Directors but may receive reasonable compensation for other personal services rendered which are necessary to carry out the purposes of the association. In addition, Directors may receive reimbursement for reasonable expenses incurred in connection with association matters, provided that such reimbursement is authorized by the Board of Directors.

Section 10

Each Director shall disclose to the Board of Directors any possible conflict of interest whenever the conflict pertains to a matter being considered by the Board. Any Director having such conflict on any matter shall abstain from voting on the matter and shall not be counted in determining the quorum for the vote on the matter. In addition, he or she shall not use his or her personal influence on the matter but may briefly state his or her position on the matter and may answer pertinent questions from other Directors since his or her knowledge may be of great assistance.

ARTICLE VI – Committees

Section 1

The elected officers shall appoint chairpersons of Standing Committees and ad-hoc committees. Chairs of the Standing Committees shall be appointed for one (1) year. Persons appointed to these terms may serve additional terms as appointed.

Section 2

The Standing Committees of the Board of Directors may be as follows: Membership, Book Sales, Fund Raising, and Finance. The Chair of each Standing Committee may select other committee members from the association as deemed adequate to fulfill the functions of that committee.

Section 3

The Standing Committees and their duties in general include the following:

- a. Membership --To receive new memberships, send out renewals, and maintain the membership list; to recruit new members and promote participation and support in the organization.
- b. Book Sale --To oversee the obtaining, sorting, and storing of donations of books and media; to promote and conduct sales of these materials.
- c. Fund Raising – To be responsible for planning and implementing fund raising activities.
- d. Finance --To work with the Treasurer and President to prepare the annual report and budget, to arrange for an annual audit, and to handle any other financial concerns that may arise.

Section 4

Other Standing Committees or ad-hoc committees may be formed as deemed necessary, with the approval of the Board of Directors.

Section 5

Committee chairpersons shall make a report to the Board of Directors of their committee's activities, keep a record of work accomplished during their term, and file a report with the President after each major fundraising event or prior to the Annual Meeting. These reports will be filed with the Secretary at the Annual Meeting.

Section 6

No committee or member shall have the authority to make any contact, or to incur any indebtedness, obligation or liability in the name of, or in behalf of the association without the authority and approval of the Board of Directors or, in special cases, the President.

ARTICLE VII – Meetings

Section 1

The Annual Meeting of the association shall be held in the month of September for the purpose of election of principal officers, to receive various reports, and to enact other business as the

Board of Directors may determine. At each annual meeting, a report of the activities and the financial condition of the association shall be presented.

Section 2

Special membership meetings may be called by the President, or at the request of a majority of the Board, or upon written request of ten (10) members in good standing of the Friends. The request shall identify the purpose(s) for which the meeting is to be held.

Section 3

A majority of the members entitled to vote who are present shall constitute a quorum at the Annual Meeting and at special meetings.

Section 4

The membership shall be notified of the Annual Meeting, or any specially called membership meetings, by written notice at least fourteen (14) days before the meeting date.

ARTICLE VIII – Finance

Section 1

Membership dues shall be payable annually and shall become due on the first day of January. The Board of Directors will set a dues and class structure.

Section 2

The fiscal year shall start September 1 and continue through August 31st.

Section 3

Each committee shall have its own budget to determine its expenditures.

Section 4

The Finance Committee, in consultation with the Board of Directors, shall arrange an audit of the Treasurer's books at the end of the fiscal year. This committee shall submit its report at the Annual Meeting.

Section 5

Money received from membership, projects, gifts and memorials, except funds to be used for expenses of the group, shall be used to further the purposes of this organization. All expenditures from these funds shall be approved by the Board of Directors.

Section 6

All funds not otherwise employed shall be deposited by the Treasurer from time to time to the credit of the association in such banks or depositories as approved by the Board and shall be disbursed as authorized by the Board of Directors.

Article IX – Liability

Section 1

The association shall, as required by Chapter 184 (Uniform Unincorporated Nonprofit Association Act), of the Wisconsin State Statutes, including any amendments thereto (but in the case of any such amendment, only to the extent such amendment permits or requires the association to provide broader indemnification rights than prior to such amendment) protect its Directors and Officers against any and all Liabilities, incurred thereby in any Proceeding to which any Director or Officer is a party because such Director or Officer is a Director or Officer of the association. Such Directors and Officers may not be indemnified if liability is incurred because the Directors or Officers breached or failed to perform a fiduciary duty owed to Friends which constitutes any of the following:

- a) A willful failure to deal fairly with Friends or its members in connection with a matter in which the Director or Officer has a material conflict of interest;
- b) A violation of criminal law, unless the Director or Officer had reasonable cause to believe his or her conduct was lawful or no reasonable cause to believe his or her conduct was unlawful;
- c) A transaction from which the Director or Officer derived an improper personal profit; or
- d) Willful misconduct.

The association may protect its authorized agents, acting within the scope of their duties as such, to the same extent as Directors or Officers – hereunder. The rights to liability protection granted hereunder shall not be deemed exclusive of any other rights to protection against Liabilities or the advancement of Expenses which such Director or Officer may be entitled under any written agreement, board resolution, vote of the Members, the Wisconsin Non-stock Association Law or otherwise. All capitalized terms under this Article XI and not otherwise defined here in shall have the meaning set forth in Chapter 184 of the Wisconsin Uniform Unincorporated Nonprofit Association Act.

Section 2

The Association may, but shall not be required to, supplement the foregoing right to protection against Liabilities and advancement of Expenses under Section 1 of Article IX by (a) the purchase of Insurance on behalf of any one or more of such Directors, Officers, employees or agents, whether or not the association would be obligated to hold harmless or advance Expenses to such Director, Officer, employee or agent under Section 1 of this article, and (b) entering into individual or group liability protection agreements with any one or more Directors or Officers.

Section 3

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder.

ARTICLE X—Amendments

Amendments to the Bylaws may be submitted in writing to the Board of Directors by any member in good standing and/or by a committee of at least three (3) members periodically appointed by the President to review the Bylaws. The proposed amendments may be voted on at the Annual Meeting provided that notice of the proposed amendments is provided to the membership at least fourteen (14) days prior to the meeting. A two-thirds (2/3) vote of the members present will be required for approval of the amendments.

ARTICLE XI—Dissolution

Upon dissolution of the Friends of Muskego Public Library, U.A. the Board of Directors shall, after paying and/or making provision for payment of all outstanding obligations of the organization, dispose of all remaining assets through payment to the Muskego Public Library Trust Fund controlled by the Muskego Public Library Board.

Adopted, this ____ day of _____, 2014.

President

Vice – President

Secretary

Barbara Farmerie

Treasurer

Russ Jankowski

