

**BYLAWS
OF THE
FRIENDS OF THE KIMBERLY-LITTLE CHUTE PUBLIC LIBRARY INC.**
a Wisconsin Corporation
Adopted (ca 2004)

I. Name.

The name of the corporation shall be Friends of the Kimberly-Little Chute Public Library, Inc., also known as FOLKS.

II. Purpose.

The purpose of this corporation shall be to support the Kimberly-Little Chute Public Library, foster an association of people interested in books and libraries, focus public attention on library services, facilities, and needs, and to receive and encourage gifts and bequests to the library. The corporation will raise funds and expend them for the benefit of the library. The corporation may have other purposes approved by the board of directors or members and authorized by chapter 181 or Wisconsin Statutes.

III. Members.

- A. Members. Membership in the Friends of the Kimberly-Little Chute Public Library shall be open to any individual, association, organization or corporation interested in the purpose of the organization. Membership is active upon payment of annual or lifetime dues.
- B. Dues and Classification. Dues shall be payable to the Friends of the Kimberly-Little Chute Public Library annually for the calendar year for all categories of membership. Membership dues and classification shall be set, from time to time, by the board of directors. Payment of annual dues from midyear through the end of the calendar year shall entitle a new member to membership through the following calendar year.
1. Individual \$5.00 per year
 2. Family \$10.00 per year
 3. Corporate \$50.00 per year
 4. Lifetime individual or family \$100.00
- C. Voting Privileges. Each individual member and a representative of each family, association, organization and corporate member, in good standing shall be entitled to one vote on each matter submitted to a vote at any meeting of the members. Paid members are entitled to participate and vote at any meeting.
- D. Non-voting members. Non-voting members shall be other interested persons whose applications for membership have been approved by the board of directors. Honorary members may be appointed by the board but such members shall not have voting privileges. Non-voting members shall be entitled to receive publications, attend meetings, and have any other privileges as may be granted by the board of directors, but they shall not be entitled to vote.
- E. Removal of members. Upon a recommendation by a vote of a majority of the board of directors, members may be removed by a vote of two-thirds of all members entitled to vote (notwithstanding whether all members are present at a meeting to vote on such removal.)
- F. Meetings of members.
1. Annual meeting. In each calendar year during the month of March, an annual meeting of members shall be held. The board of directors shall give at least 30 days written notice of an annual meeting to each member (voting and non-voting) by posting the notice on the Kimberly-Little Chute Public Library's website and physically at both libraries

2. Special meetings. Special meetings of members may be called by the president, by a majority of the board of directors, or by a written request signed by five percent of the voting members. Special meetings shall be on five days notice by posting on the Kimberly-Little Chute Public Library's website and physically at both libraries, which shall describe generally the business to be transacted at the meeting.
3. Place of meetings. All meetings of members shall be held in the State of Wisconsin.
4. Voting. Voting shall be by voting members present at a meeting. Proxy voting shall not be allowed.
5. Procedure. Meetings shall be conducted pursuant to Robert's Rules of Order unless some other procedure is approved by a two-thirds vote of voting members present and voting.
6. Adjournment. Meetings may be adjourned from time to time without further notice.

IV. Directors.

- A. Number. The board of directors shall consist of the officers of the corporation and three directors at large. The Director of the Kimberly-Little Chute Public Library (or the Director's designee) shall serve without voting privileges, as an ex-officio member of the Board. The Library Board shall have one ex-officio non-voting member.
- B. Powers of directors. Directors shall be granted the authority to manage the corporation to the extent provided by Wisconsin law.
- C. Term. The term of each at large director shall be three years. Terms of directors shall be staggered, with the terms of the initial directors to be determined by lot.
- D. Election. Election of directors shall take place at the annual meeting of members. Each voting member may cast one vote for each director position open for election at such meeting. Election shall be by a majority of the voting members present at the meeting. Twenty percent of the active membership shall be present to constitute a quorum. If no candidate receives a majority of votes in the first round of balloting, the two candidates with the most votes will stand for election in a second round.
- E. Vacancies. In the event of a vacancy on the board due to death or resignation, the president shall appoint a successor to fill the vacancy for the remainder of the term for that position.
- F. Meetings of directors.
 1. Annual meeting. There shall be an annual meeting of directors held during the month of April. The board of directors shall post a 20-day advance written notice of the annual meeting of directors on the Kimberly-Little Chute Public Library website and physically at both libraries.
 2. Regular meetings. At its annual meeting, the board shall set a schedule of regular board meetings for the period until the next annual meeting. A single written notice of regular board meetings will be posted on the Kimberly-Little Chute Public Library website and physically in both libraries within 10 days following the annual directors' meeting. Members with known e-mail address shall be informed by e-mail. No further notice of regular directors' meetings shall be required.
 3. Special meetings. Special meetings of directors may be called by the president or by any director. Special meetings shall be on five days written notice posted on the library's website and physically in both libraries, which shall describe generally the business to be transacted at the meeting.
 4. Place of meetings. All meetings shall be held within the State of Wisconsin.
 5. Voting. Voting shall be by directors present at the meeting. Proxy voting shall not be allowed. Any paid member who attends a directors' meeting may vote.

6. Procedure. Meeting shall be conducted pursuant to **ROBERT'S RULES OF ORDER** unless some other procedure is approved by a two-thirds vote of directors present and voting.
 7. Alternate voting procedures. Acting by unanimous consent or conducting meetings telephonically or electronically shall be permitted to the extent and under the conditions permitted by law.
- G. Compensation. Directors shall receive no compensation but shall be entitled to reimbursement of out-of-pocket expenses as approved by the board of directors.
- H. Indemnification. Directors shall be entitled to indemnification for actions as directors to the extent permitted by Wisconsin law.
- I. Committees. The board of directors may establish any standing or special committees, as it deems appropriate, provided that such committees may not exercise the powers of the board.

V. Officers.

- A. General. The officers of the corporation shall consist of a president, vice president, secretary, treasurer.
- B. Election and terms. The officers shall be elected by the board of directors. Each officer shall serve a term of two years. An officer may be removed by a two-thirds vote of the board at any time.
- C. Duties. The duties of each office shall include, but not be limited to, duties prescribed by law and those additional duties set forth below. The president may assign additional duties to any officer or director, as the president deems appropriate.
1. President. The president shall generally manage the day-to-day operations of the corporation subject to the direction of the board of directors. The president shall preside at all meetings of the board of directors and members.
 2. Vice president. The vice president shall exercise the duties of the president in the absence or incapacity of the president. If the president should die, resign, or be removed from office, the vice president shall succeed to the office of the president.
 3. Secretary. The secretary shall maintain all records of the corporation and shall prepare minutes of all meetings of the board of directors and members. The secretary shall post an unofficial copy of the minutes on the Kimberly-Little Chute Public Library's website and contact people with expiring memberships with the assistance of the library's director. The secretary shall be responsible for the legal posting of written notices and agendas for all board of directors and annual member's meetings with the assistance of the library's director.
 4. Treasurer. The treasurer shall have custody of the funds of the corporation and shall maintain all financial records of the corporation. The treasurer shall present a written report to the president, board of directors and members on the financial status of the corporation at each board of directors' meeting and at the annual members meeting.
 5. Committees. The committees and their duties shall be as herein designated, but not limited to the following:
 - a. By-Laws Committee (Two or Three Members).
 - i. Study by-laws and recommend changes where needed.
 - b. Auditing Committee (Two members and the Secretary).
 - i. Examine the books and records of the Treasurer.
 - ii. Report once a year at the annual meeting.
- D. Officers may, but are not required to be, members of the board of directors.

- E. One person may hold not more than two of the above offices, except that the office of president and vice president and president and secretary may not be combined.
- F. All officers shall serve without compensation except that they may be reimbursed for actual out-of-pocket expenses incurred in performance of the duties of their office.

VI. Miscellaneous.

- A. Fiscal year. The fiscal year of the corporation shall end on December 31.
- B. In addition to any other powers provided herein or by law, the board of directors may authorize one or more officers of the corporation to execute and deliver instruments, open bank account, execute checks and drafts in the name of the corporation, make or obtain loans, and sell, assign, or pledge securities.
- C. Whenever these bylaws require written notice to members, such notice shall be posted on the library's website. Whenever these bylaws require written notice to directors, such notice shall be posted on the library's website. Each member and director shall be responsible for advising the corporation of his, her, or its current mailing and e-mail address. In all cases, notice shall be deemed given on the date of the posting.

VII. Amendment.

- A. These bylaws may be amended by a vote of two-thirds of the members of the corporation present and voting at a meeting duly called for such purpose. Written notice of the meeting, including the text of the proposed bylaw amendment, must be given to each voting member at least 20 days prior to the date of the meeting by posting it on the library's website.
- B. The bylaws may also be amended by a vote of two-thirds of the entire board of directors at a duly called regular or special meeting of the board, provided that written notice of the text of any proposed amendment must be given to each director at least 10 days prior to the date of the meeting by posting it on the library's website. Provided, however, that no amendment adopted by the members may be altered or repealed by the board of directors.

VIII. Dissolution.

- A. Dissolving of the corporation and distribution of assets. The corporation may dissolve and wind up the affairs in the following manner. The board of directors shall adopt a resolution recommending that the corporation be dissolved and the direction of the question of such dissolution be submitted to a vote at the next regularly scheduled membership meeting or at a special membership meeting after written notification to all current members. Upon the adoption of such resolution by the majority of members of the corporation, the corporation shall cease to conduct its affairs except so far as is necessary for the winding up thereof and shall immediately cause a notice of the proposed dissolution to be mailed to the current membership and proceed to pay its bills and give notice to all creditors who are known but from whom no bills have been received. The assets of the corporation on dissolution shall be applied and distributed as follows:
 - 1. All liabilities and obligations of the corporation shall be paid, satisfied and discharged or adequate provision made therefore.
 - 2. Assets held by the corporation upon condition requiring return, transfer and conveyance which condition occurs by reason of a dissolution shall be returned, transferred or conveyed in accordance with such requirements.
 - 3. Other assets, if any, shall be distributed as to any governmental or non-profit organization as determined by the board of directors and approved by the members at the time of the adoption of the dissolution resolution.

Revision History:

6-8-2011 – Item IV.C. was modified as follows (underlined material is new):

- C. Term. The term of each at large director shall be three years. Terms of directors shall be staggered, with the terms of the initial directors to be determined by lot.