

BYLAWS
OF
Friends of New Berlin Public Library, Inc.

ARTICLE I – Name

The name of this corporation shall be Friends of New Berlin Public Library, Inc.

ARTICLE II – Purpose

The FRIENDS OF NEW BERLIN PUBLIC LIBRARY, INC. (hereinafter called “Friends” is a non profit charitable corporation 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 New Berlin 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 organization 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 Foundation shall be construed as other than the public benefit purposes appropriate for such a charitable and educational organization.

ARTICLE III – Membership

Section 1

Membership in this corporation is open to all individuals, organizations and businesses that support the purposes of this corporation.

Section 2

There shall be various categories of membership as determined by the Board of Directors. There shall be, at minimum, an Individual/Basic category and a Life Member category. 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. Membership enrollment will be recognized for the current year no matter when the member joins, including December of that 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 1 (one) vote.

Section 6

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

ARTICLE IV -- Board of Directors**Section 1**

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

Section 2

The Board of Directors shall consist of the President, Vice President, Secretary, Treasurer, and Chairs of the Standing Committees of the corporation. 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 nor more than 15. Their term of office shall be one year. Persons elected or appointed to these terms may serve additional terms as elected or appointed.

Section 4

The Directors shall at all times be members of the corporation. All Directors shall 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

The immediate past president may serve as an advisor to the corporation without voting rights. He/She may also serve as a chairperson with voting rights.

Section 6

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 3 (three) 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 7

Vacancies on the Board of Directors shall be filled by appointment made by the President for the balance of the term vacated.

Section 8

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. Notice of any special Board of Directors meeting shall be given by oral or written notice at least 48 (forty eight) hours prior to the meeting, and the purpose of and the business to be transacted at that meeting must be specified.

Section 9

Other members of the corporation may attend or address meetings of the Board of Directors, provided that two weeks prior notification is given to the President, thereby allowing time for any necessary adjustments in the meeting's agenda.

Section 10

Directors of the corporation 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 exempt purposes of the corporation. In addition, Directors may receive reimbursement for reasonable expenses incurred in connection with corporate matters, provided that such reimbursement is authorized by the Board of Directors.

Section 11

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 V – Officers

Section 1

The principal officers of this corporation 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 two, 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 1 (one) 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 annual meetings and special meetings of the organization and shall have general supervision of the affairs of the corporation. 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; chair the volunteer recognition program, 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 corporate 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 corporation and for the monies due and payable to the corporation, 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 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 1 (one) year. Persons appointed to these terms may serve additional terms as appointed.

Section 2

The Standing Committees of the Board of Directors shall be as follows: Membership, Book Sales, Gift Shop, Fund Raising, Finance, Volunteers, and Publicity. The Chair of each Standing Committee shall select other committee members from the organization as deemed adequate to fulfill the functions of that committee. Each committee shall be entitled to one vote.

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. Gift Shop – To manage the activities of the Gift Shop, including scheduling volunteers, setting hours, updating substitute list, acquiring materials of sale, updating monthly sales and expense report and other activities deemed appropriate to promoting the success of the store.
- d. Fund Raising – To be responsible for planning and implementing fund raising activities.
- e. 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.
- f. Volunteers -- To obtain volunteers for limited time events, such as book sales, that the organization undertakes.
- g. Publicity -- To be responsible for publicity for activities of the organization, including but not limited to providing information for the Library's monthly newsletter.

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 corporation 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 corporation shall be held in the month of April 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 organization 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 10 (ten) members 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 e-mail and/or surface mail at least 14 (fourteen) 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 be the same as the calendar year, starting January 1 and running through December 31.

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 corporation in such banks or depositories as approved by the Board and shall be disbursed as authorized by the Board of Directors.

Article IX – Indemnification**Section 1**

The corporation shall, as required by Section 181.0871 to 181.0889, inclusive, of the Wisconsin Non-stock Corporation Law, including any amendments thereto (but in the case of any such amendment, only to the extent such amendment permits or requires the corporation to provide broader indemnification rights than prior to such amendment) indemnify 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 corporation. The corporation may indemnify its employees and authorized agents, acting within the scope of their duties as such, to the same extent as Directors or Officers – hereunder. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification 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 Corporation Law or otherwise. All capitalized terms under this Article VIII and not otherwise defined here in shall have the meaning set forth in Section 181.087 of the Wisconsin Non-stock Corporation Law.

Section 2

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

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 three or four members periodically appointed by the President to review the Bylaws. The proposed amendments will be voted on at the Annual Meeting provided that notice of the proposed amendments is provided to the membership at least 14 (fourteen) days prior to the meeting. A 2/3 (two-thirds) vote of the members present will be required for approval of the amendments.

ARTICLE XI—Dissolution

Upon dissolution, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any other further federal tax code, or shall be distributed to the federal government, or to the state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the branch is then located, exclusively for such purposes or to such association or associations, as said court will determine, which are organized and operated for such purposes.

Amended April 9, 2016

Updated to correctly name corporation as *Friends of New Berlin Public Library, Inc.* in Bylaws
Title: October 11, 2022