

BY-LAWS

BELOIT PUBLIC LIBRARY FOUNDATION, INC.

Article I. Offices

The principal office of the corporation shall be located at 605 Eclipse Boulevard, Beloit, Wisconsin 53511. 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

Section 1. 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.

Section 2. Number, Tenure and Qualifications. The board shall be comprised of up to 15 voting members on the Foundation Board. Two (2) Directors shall be Board Members of the Library Board of the Beloit Public Library and shall be appointed by said Board. One Director shall be a member of the Friends at the Beloit Library and shall be appointed by it. All other directors shall be elected by Board at the annual meeting. The Library Director shall serve as an ex officio non-voting member. If any member is also a member of the Beloit City Council, said member will serve as an ex-officio non-voting member. Commencing with the first election after this by-law becomes effective, Directors shall be elected for three (3) year terms by the Board at the annual meeting. No individual shall be eligible to serve as a Director for more than nine (9) consecutive years and shall thereafter be eligible for election to such office again only after the expiration of one (1) year from the date of his or her service as Director.

Section 2A. Director Responsibility. Board members are expected to contribute to the health of the organization financially through a donation at a level each Member deems appropriate for themselves. Such commitments will be due annually.

Section 3. Regular Meetings. Regular meetings of the Board of Directors shall be held monthly. Notice of any regular meeting shall be given with at least 48 hours advance written notice sent by mail, or email to each director at his/her contact information 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.

Section 4. 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 of the board may fix any place, either within or without the State, as the place for holding any special meeting of the board called by them.

Section 5. Notice. Notice of any special meeting of the Board of Directors shall be given with at least 48 hours advance written notice sent by mail, or email to each director at his/her contact information 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 objection to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting shall be specified in the notice of such meeting.

Section 5A. Meetings by Email Any matter which may come before the Board, on which it is authorized to act, may be voted on by Email. The matter or proposition to be voted on shall be conveyed to all Board members by Email as a Resolution proposed by the President or Executive Board. The Board members shall then have up to five (5) days to reply with questions about the proposal or with a vote for or against the Resolution. The concept of the time frame in which to act is to make sure that the Board members are fully informed about the Resolution, it's reason for being proposed and it's foreseeable consequences and also to encourage a full discussion regarding the proposal. The Resolution shall be deemed to be adopted after there is an affirmative vote of three-quarters (3/4) of all Board members indicated by their Email responses. However, if the Resolution concerns the expenditure of monies by the Foundation or involves a major policy change, then the Resolution shall only be deemed to be adopted if there is a unanimous affirmative vote of all Board member. All email votes will be reaffirmed by motion at the next scheduled board meeting.

Section 5B. Meeting by Teleconference/Telephone. Board members may appear and vote telephonically at any meeting as if such board member were physically present. A board meeting via teleconference of all board members constitutes the same as long as there is a quorum of board members present at the teleconference. Any voting during a teleconference meeting follows the same in person voting rules pertained in these by-laws.

Section 6. Quorum. A majority 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 is present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 7. 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 therefore.

Section 8. Power of 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.

Article III. Officers

Section 1. Officers. The officers of the corporation shall be president, who shall not be the President of the Library Board, Vice President, 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, as it shall deem desirable, with 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.

Section 2. Election and Term of Office. The officers of the corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. 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 a successor shall have been duly elected and shall have qualified.

Section 3. Removal. Any officer elected or appointed by the Board of Directors may be removed from 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.

Section 4. 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, if the vacancy is of a director elected by the membership. If not, the respective organization shall appoint the new director.

Section 5. 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. The president shall preside at all meetings of the Board of Directors. The president may sign, with a proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bond, contracts, or other instruments which the Board of Directors has 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 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.

Section 6. Vice President. In the absence of the president or in the event of the president's inability or refusal to act, the vice president 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 by the president or by the Board of Directors.

Section 7. Treasurer. If required by the Board of Directors, the treasurer shall give a bond for the faithful discharge of duties in such sum and with such surety or sureties as the Board of Directors shall determine. The treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies 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 IV 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 by the president or by the Board of Directors.

Section 8. 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, keep a register of the post office address and email 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 by the president or by the Board of Directors.

Section 9. Executive Committee. The executive committee shall consist of the officers of the Board. The Library Director shall also be a member of the Committee but shall be an ex-officio non-voting member. The Committee shall meet from time to time to discuss any significant issue which may arise at any time which needs immediate attention. They will try to resolve the issue arising without going to the whole Board. They shall be obligated to follow the policies and procedures of the Board when attempting such resolution. Regardless of the outcome they shall notify the whole Board of the situation at the next Regular or Special Board meeting.

Section 10. Committees – Committees shall be formed by resolution of the Board from time to time. Some may be permanent, and some may be formed for a special purpose as the need arises.

Article IV. Contract, Checks, Deposits and Funds

Section 1. 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.

Section 2. Checks, Drafts, etc. All checks, drafts, or orders for 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 and countersigned by the president or a vice president of the corporation.

Section 3. 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.

Section 4. Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the corporation.

Article V. Books and Records

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 the member's agent or attorney for any proper purpose at any reasonable time.

Article VI. Fiscal Year

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

Article VII. Seal

The corporation shall not have a seal.

Article VIII. Waiver of Notice

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 states therein, shall be deemed equivalent to the giving of such notice.

Article IX. Amendments

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

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

Robert’s Rules of Order Revised, when not in conflict with the by-laws of this organization, shall govern all proceedings.

Article XII. Conflict of Interest Policy Statement

It shall be the policy of the Board of Directors of this corporation to require that each Board member to disclose to the Board of Directors prior to any vote or other action, any possible conflicts of interest the Board member may have by reason of business or other organization of which he or she, or a close relative, is an officer, members, owner or employee or for which he or she, or a close relative, acts as an agent, which the corporation has, or might reasonably in the future enter into, a relationship or a transaction in which the Board member would have conflicting interests.

For purposes of this policy, the term “close relative” as used herein shall mean any brother or sister of any individual covered by this policy, the forebears and descendants of any person covered by this policy, or of such individual’s brothers and sisters, and any spouse of any aforesaid persons.

Approved by the Beloit Public Library Foundation, Inc. Board on March 26, 1987.

Revised, November 2, 1988; Revised, November 7, 1995; Revised, November 10, 2010; Revised, January 11, 2012; Revised, March 11, 2015; Revised September 12, 2018, Revised November 18, 2020

President

Vice President

Secretary

Treasurer