

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 13 voting members on the Foundation Board. The Library Director shall serve as an ex officio non-voting member but included in the 13 members. If any member is also a member of the Beloit City Council, said member will serve as an ex-officio non-voting member. The Executive Committee will serve as the nominating committee. 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. If a director vacates before their term is completed, a new board member may be recruited to fulfill the remainder of the term. A unanimous vote of the executive committee or simple majority vote by the board of directors will install the new board member. If the term is less than 12 months, it is not considered one (1) of the three (3) terms allowed by board members. For the sake of clarity, this would mean that board member could serve a total of ten (10) years.

One (1) Liaisons Directors from the Beloit Library Board and One (1) Liaison Director from the Friends at the Beloit Library will be appointed during the annual meeting and will serve twelve (12) months. If a liaison position is vacated during the twelve (12) months, the Foundation will request a replacement to fill the remaining months. Liaisons are voting members of the Foundation Board. Effective 1/1/2025

At the annual meeting, both incumbent board members seeking renewal and prospective new board members are elected for their three (3) year term.

Section 2A. Director Philanthropic Responsibility. Elected board members are expected to make a financial contribution to the organization during the annual appeal at a minimum, with specific donation amounts at the discretion of each board member."

Section 3. Regular Meetings. Regular meetings of the Board of Directors shall be held on even months. The annual meeting will be scheduled for the 2nd Wednesday in December. 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. Cancelled meetings are not required to be rescheduled, except for the annual meeting.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the president, any two directors or the executive director and one board member. 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 for special Board meetings must be provided at least 48 hours in advance through written communication via mail or email to each director using the contact information in the corporation's records. If sent by mail, the notice is considered delivered upon being deposited in the United States mail in a sealed and prepaid envelope. Directors have the option to waive notice, and attendance at a meeting serves as a waiver unless the director is present explicitly to object to the meeting's lawfulness. The specified business to be conducted must be outlined in the meeting notice.

Section 5A. Meetings by Email Any Board-authorized matter may be voted on via email. The President or Executive Board will propose the Resolution through email, and Board members have up to five (5) days to respond with questions or a vote. This timeframe ensures informed decisions and encourages thorough discussion. The Resolution is adopted with a three-quarters (3/4) affirmative email vote, but if it involves money or major policy changes, a unanimous vote is required. Email votes are confirmed 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 can appoint individuals to manage and oversee any property owned or of interest to the corporation. They have the authority to perform all necessary duties related to such trusts, as long as it aligns with the corporation's purposes.

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. Officers of the corporation shall be elected annually by the Board of Directors at the regular/annual December meeting. The Executive Committee serves as the nominating committee. If the election is not conducted at that meeting, it shall occur as soon as feasible thereafter. The Board of Directors may establish and fill new offices at any meeting. Each officer shall serve until a duly elected successor is qualified, which may require extending the term limits of board members as necessary.

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 officer.

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. The treasurer is entrusted with the oversight and management of all funds and securities of the corporation. The treasurer or their designee shall be responsible for receiving and issuing receipts for funds owed to the corporation from any source. Additionally, they are tasked with depositing such funds in the name of the corporation into selected banks, trust companies, or other designated depositories as outlined in Article IV of these by-laws. The treasurer is expected to carry out all duties associated with the treasurer's office and any additional responsibilities assigned by the president or the Board of Directors.

Furthermore, it is imperative that the treasurer and their designees consistently prioritize the Foundation's best interests and adhere to exceptional fiduciary principles in all financial matters.

Section 8. Secretary. The Secretary, or their designee, shall be responsible for keeping the minutes of the Board of Directors meetings, ensuring that they are stored in one or more designated electronic locations. The Secretary shall also ensure that all notices are given as required by these bylaws or by law. Additionally, the Secretary will act as the custodian of the corporate records, maintain a register of the mailing and/or email addresses of each director, which shall be provided by the directors themselves, and generally perform all duties related to the office of Secretary. The Secretary may also be assigned additional duties by the President, or the Board of Directors as needed.

Section 9. Executive Committee. The Executive Committee shall consist of the officers of the Board, with the Library Director serving as ex-officio, non-voting member. The Committee shall meet as needed to address any significant issues that require immediate attention. Their goal will be to resolve these issues without involving the entire Board, while adhering to the Board's established policies and procedures. Regardless of the outcome, the Committee is required to inform the entire Board of the situation at the next Regular or Special Board meeting.

Section 10. Committees –Committees, other than the Executive Committee, may be established by the Board or the Executive Committee as needed, either on a permanent basis or for a specific purpose. These committees may continue to operate after fulfilling their original purpose if deemed necessary by the Board or the Executive Committee, or they may be dissolved once their specific tasks are completed. The board will be kept informed of said committee and their respective meetings during regular scheduled board meetings.

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 payment orders issued in the name of the corporation must be signed by the officer(s) or agent(s) designated by the Board of Directors. If the Board has not made a specific designation, these 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 will maintain accurate and complete financial records, as well as minutes of the meetings of the Board of Directors and any committees with Board authority. A record of the names and addresses of voting members will also be kept at the registered or principal office. Any member, or their representative, is allowed to inspect these books and records for a valid reason at a 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.

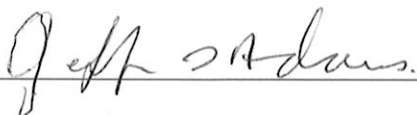



Article XII. Conflict of Interest Policy Statement

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, December 11, 2024

	_____ President
	_____ Vice President
	_____ Secretary
	_____ Treasurer