

BY-LAWS

KENOSHA PUBLIC LIBRARY FOUNDATION, INC.

Revised January 2021

ARTICLE I. OFFICES

The principal office of the corporation shall be located at the same office as the Kenosha Public Library Administration Office. The corporation may have such other offices as the Foundation Board of Directors may determine or as the affairs of the corporation may require from time to time.

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 Foundation Board of Directors. Unless otherwise required by law, any issues submitted to the Foundation Board of Directors shall be determined by a majority of the number of directors present at a meeting at which a quorum is present.

Section 2. Number, Tenure, and Qualifications.

The number of directors shall be no more than fifteen depending on Kenosha Public Library Foundation needs. The number of directors may be changed by resolution of the Foundation Board of Directors pursuant to this section, but shall never be less than seven. Three directors of the Foundation Board of Directors shall be appointed by the President of the Kenosha Public Library Board of Trustees, as ratified by their Board; one director of the Foundation Board of Directors shall be a member of the Friends of the Kenosha Public Library as appointed by the President of the Friends; and one director of the Foundation Board of Directors shall be the Library Director. The Foundation Board of Directors shall appoint the balance of the directors at large. Each director shall be appointed for a three-year term to run from July 1 to June 30, or until his/her successor shall have been appointed and qualified. When, by resolution, the Foundation Board of Directors increases the number of directors on the Foundation Board, the terms of the new directors shall be staggered to achieve as equal a distribution as possible regarding term expiration dates. When the Foundation Board of Directors decreases the number of directors on the Foundation Board, the length of term for the next occurring Foundation Board vacancy or vacancies shall be fixed to achieve as equal a distribution as possible regarding term expiration dates. No director, other than the Library Director, shall serve more than two consecutive full terms. A former director may be reappointed after a lapse of one year. If a director is appointed to serve an unexpired term of office and serves more than half of the term, that shall be considered as serving a full term of office.

Each member of the Board is required to make an annual contribution to the Foundation. The amount of the contribution shall be at the discretion of the Board member.

Section 3. Regular Meetings.

A regular annual meeting of the Foundation Board of Directors shall be held during the month of July, at a time and place to be designated by the Board president, for the purpose of appointing and electing directors and officers and for the transaction of such other business as may come before the Foundation Board. Notice of any regular meeting shall be given at least five days previously thereto by written notice delivered personally or sent by mail to each director at his/her address as shown by the records of the

corporation. The Foundation Board of Directors may provide by resolution the time and place for holding additional regular meetings of the Foundation Board.

Section 4. Special Meetings.

Special meetings of the Foundation Board of Directors may be called by the president or at the request of any two directors. The person or persons authorized to call special meetings of the Foundation Board may fix the time and place for holding such special meeting of the Foundation Board.

Section 5. Notice of Special Meetings.

Notice of any special meeting of the Foundation Board shall be given at least five days previously thereto by written notice delivered personally or sent by mail to each director at his/her address as shown by the records of the corporation. The business to be transacted at the meeting need not be specified in the notice of such meeting unless such is specifically required by law or by these by-laws.

Section 6. Quorum.

A majority of the Foundation Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Foundation Board.

Section 7. Compensation.

Directors as such shall not receive any stated salaries for their service but, by resolution of the Foundation Board, a fixed sum and expenses of attendance may be allowed for attending such regular or special meeting of the Foundation Board. Nothing herein contained shall be construed as precluding any director from serving the corporation in any other capacity and receiving compensation therefor.

Section 8. Power to Appoint Trustee.

The Foundation Board of Directors shall have the power to appoint as trustee any corporation authorized to administer trusts, to hold in trust any property in which the corporation has an interest and to do all things necessary to administer any such trust which are not inconsistent with the purposes of the corporation.

Section 9. Removal of Directors.

Any director appointed by the President of the Kenosha Public Library Board of Trustees may be removed by the President of the Kenosha Public Library Board of Trustees. Any director appointed by the Friends of the Kenosha Public Library may be removed by the President of the Friends of the Kenosha Public Library. Any directors elected at large by the other members of the Foundation Board of Directors may be removed by the Foundation Board of Directors. All such removals shall be made by written notice delivered to the director being removed.

Section 10. Vacancies.

A vacancy on the Foundation Board of Directors shall be filled as follows: If the vacancy is for a position originally appointed by the President of the Kenosha Public Library Board of Trustees, the vacancy shall be filled by the President of the Kenosha Public Library Board of Trustees; if the vacancy is for a position originally filled by the Friends of the Kenosha Public Library, that vacant position shall be filled by an appointment by the President of the Friends of the Kenosha Public Library; if the vacancy relates to a

position originally for a director at large appointed by the Foundation Board of Directors, the vacancy shall be filled by the remaining directors of Foundation Board of Directors; and if the vacancy is for the Library Director, the position shall be filled by the acting or new Library Director, as applicable, and if there is no one in that position, then the vacancy shall be filled by the Kenosha Public Library Board of Trustees.

Section 11. Telephonic Attendance.

Any director may attend a meeting of the directors by telephone or similar means.

Section 12. Action Without a Meeting.

Any action required or allowed to be taken by the Foundation Board of Directors can be taken without a meeting, by written resolutions signed by all directors or by electronic vote. Said written resolution may be signed and returned via facsimile or email, which shall have the same effect as an original.

Section 13. Facsimile Transmission.

In addition to any written notices which may be delivered personally or sent by mail to each director, each director may provide the President of the corporation with a facsimile telephone number or e-mail address to which notices may be sent. Any notices sent to a director via facsimile or by e-mail shall be deemed given when sent.

Section 14. Conflict of Interest.

Any Board member having a material financial interest in a contract or other transaction presented to the Board of Directors for authorization, approval, or ratification shall make a prompt, full, and frank disclosure of such person's interest to the Board prior to its acting on such contract or transaction. Such disclosure shall include any relevant and material factors about the contract or transaction which might reasonably be construed to be adverse to the Foundation's interest or to be of financial benefit to that member. The Board shall thereupon determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use personal influence on, nor participate in the discussions and deliberations with respect to such contract or transaction, except to present factual information or respond to questions.

ARTICLE III. OFFICERS AND COMMITTEES

Section 1. Officers.

The officers of the corporation shall be a president, one or more vice presidents (the number thereof to be determined by the Foundation Board of Directors), a secretary, and a treasurer. The office of secretary shall be held by the Library Director. Any two or more offices, except the office of president, may be held by the same person.

Section 2. Election and Term of Office.

The officers of the corporation shall be elected annually by the Foundation Board of Directors at the regular annual meeting of the Foundation Board. If the election of officers shall not be held at such meeting, said election shall be held as soon thereafter as conveniently possible. Each officer shall hold office until his/her successor shall have been duly elected.

Section 3. Removal.

Any officer elected or appointed by the Foundation Board of Directors may be removed whenever, in the Board's judgment, the best interests of the corporation would be served thereby. Such removal shall be without prejudice to the contract rights, if any, of the officers so removed.

Section 4. Vacancies.

A vacancy in any office because of death, resignation, removal, or disqualification of that officer, or otherwise, may be filled by the Foundation Board of Directors for the unexpired portion of the term.

Section 5. President.

The president shall be the principal executive officer of the corporation. The president shall preside at all meetings of the Foundation Board of Directors; may sign, with the secretary, any deeds, mortgages, bonds, contracts, or other instruments which the Foundation Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Foundation Board of Directors or by these by-laws or by statute to some other officer or agent of the corporation; and shall perform all duties incident to the office of the president and such other duties as may be prescribed by the Foundation Board of Directors from time to time.

Section 6. Vice President.

In the absence of the president, or in the event of his/her inability or refusal to act, the vice president (or, in the event there is more than one vice president, the vice presidents in the order of their election) shall perform the duties of the president, and when so acting, shall have all of the powers of, and be subject to all of the restrictions upon, the president. Any vice president shall perform such other duties as may be assigned from time to time by the president or the Foundation Board of Directors.

Section 7. Secretary.

The secretary shall keep the minutes of the meetings of the members and of the Foundation Board of Directors; see that all notices of meetings are duly given in accordance with these by-laws or as required by law; be custodian of the corporation records; keep a register of the post office address of each director which shall be furnished to the secretary by such director; and perform all duties incident to the office of secretary and such other duties as may be assigned from time to time by the president or the Foundation Board of Directors. The secretary shall also countersign with the treasurer all drafts for payments made upon the accounts of the corporation.

Section 8. Treasurer.

The treasurer shall be responsible for all funds and securities of the corporation; receive all moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies, or other depositories as may be selected in accordance with Article IV of these by-laws; and perform all duties incident to the office of treasurer and such other duties as may be assigned from time to time by the president or the Foundation Board of Directors. The treasurer shall countersign with the secretary all drafts for payments made upon the accounts of the corporation.

Section 9. Executive Committee.

The Executive Committee shall consist of the officers of the corporation, and shall have the power to transact all regular business of the corporation during the interim between meetings of the Foundation Board of Directors, provided that any action taken shall not conflict with the policies and express directions of the Foundation Board. The Executive Committee shall report on any action taken to the Foundation Board of Directors at its next regular or special meeting.

Section 10. Committees of the Board.

The Foundation Board of Directors may by resolution create any standing or ad hoc committees that it considers necessary for the conduct of its business. The resolution establishing a committee must state the committee's purpose, the number of committee members, and how committee members shall be appointed. The Foundation Board of Directors may, by majority vote, disband any standing or ad hoc committee that it considers no longer necessary.

ARTICLE IV. CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 1. Contracts.

The Foundation 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 to execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc.

All checks, drafts, orders for the payment of money, or notes or other evidences of indebtedness issued in the name of the corporation shall be signed by the secretary and treasurer.

Section 3. Deposits.

All funds of the corporation shall be deposited in the name of the corporation in such banks, trust companies, or other depositories as the Foundation Board of Directors may select from time to time.

Section 4. Gifts.

The Foundation Board of Directors may accept on behalf of the corporation all gifts, contributions, bequests, or devises for the general purposes or any special purpose of the corporation.

Section 5. Spending Limits.

In any fiscal year the Board may expend a maximum of 80% of the previous fiscal year's growth (including, but not limited to, contributions, fundraising, or earnings) from the Unrestricted Fund. The remaining 20% shall remain in the fund. Exceeding the spending limit defined herein shall require approval by two-thirds (2/3) of the Board membership.

ARTICLE V. BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account, and shall keep minutes of the meetings of the Foundation Board of Directors and any committee having any of the authority of the Foundation Board of Directors, and shall keep at the registered office a register of the names and addresses of the directors entitled to vote. All books and records of the corporation may be inspected by any director 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

This corporation has no seal.

ARTICLE VIII. WAIVER OF NOTICE

Whenever any notice is required under the provisions of Chapter 181, Wisconsin Statutes, or under the provisions of the articles of incorporation or 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 stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE IX. AMENDMENTS

The Articles of Incorporation and Bylaws may be altered, amended or repealed, and new Articles of Incorporation or Bylaws may be adopted, by a majority of the Foundation Board of Directors and in accordance with Article VII of the Articles of Incorporation.

ARTICLE X. DISSOLUTION

Upon the dissolution of the corporation, the remaining assets of the corporation shall be distributed as provided in the Articles of Incorporation.

ARTICLE XI. PROCEDURE

When not in conflict with the corporation's by-laws, Robert's Rules of Order, Revised shall govern all proceedings.

Approved January 10, 2021 by the Board of Directors of Kenosha Public Library Foundation, Inc.
Pending approval by the Kenosha Public Library Board of Trustees.



Foundation Board President



Foundation Secretary

January 10, 2021

Date

January 10, 2021

Date