

**BY-LAWS
OF
FRIENDS OF THE OSHKOSH PUBLIC LIBRARY, INC.**

**ARTICLE I
Name & Office**

The name of this organization shall be Friends of the Oshkosh Public Library, Inc., a non-stock, non-profit corporation organized under Chapter 181 of the Wisconsin State Statutes (hereinafter referred to as the "Corporation"). The initial principal office of the Corporation shall be located at 106 Washington Avenue, Oshkosh, Wisconsin 54901.

**ARTICLE II
Charitable Purpose**

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The purpose of the Corporation shall be to strengthen, support and advocate for a superior free public library in Oshkosh, Wisconsin.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**ARTICLE III
Membership**

The Corporation shall have no members per Wis. Stat. § 181.603. The Corporation may have numerous supporters at the Board's discretion.

ARTICLE IV
Board of Directors

The government of the Corporation shall be vested in the Board of Directors, which shall take final action on all major questions of policy and shall be responsible for the administration of the Corporation.

A. Number and Term. The Board of Directors shall consist of not less than three (3) nor more than thirteen (13) directors (“Directors”). Director positions shall be filled by a majority vote of the Board to three-year (3) terms. Each Director shall continue to serve until his/her successor is duly elected. The initial Board members shall serve such terms as dictated by the President so that the Directors terms are staggered. The initial Board members and their initial terms are attached hereto as Exhibit A.

B. Election of the Board of Directors and Officers.

1. Directors shall be voted on and approved at the October meeting each year. In early June, the Nominating Committee will call upon the Directors to submit names of persons to fill the positions of Directors whose terms will expire at the end of September. The Nominating Committee will also solicit nominations of Directors to serve as the next year’s Officers.

2. Before the October meeting of the Board of Directors, the Nominating Committee will submit to the Board two (2) slates of nominated candidates – a slate of new Directors and a slate of Officers. The Board shall discuss the suitability of candidates.

3. Directors shall submit names to the Nominating Committee in time for the formation of the slates.

4. If a Director position is vacated between elections, a candidate to serve the remainder of the unexpired term may be submitted to the Board of Directors by the Nominating Committee.

C. Tenure. There shall be no limit to the number of terms a Director may serve, consecutive or otherwise.

D. Resignation and Removal. Any Director may resign by giving written notice to the President or Secretary stating the effective date for that Director’s resignation. Directors may be removed by a two-thirds (2/3) vote of the Board of Directors for actions detrimental to the purpose of the Corporation or excessive absenteeism.

E. Compensation. Directors shall not be compensated for their service, either directly or indirectly. Directors shall be entitled to reimbursement for authorized expenses made on behalf of the Corporation.

F. Meetings. The Board shall meet as often as necessary to conduct the business of the Corporation. In addition, the President may call a special meeting at his/her discretion and shall

call a meeting if requested by one-third (1/3) of the Directors. All meetings shall require email or telephone notice.

G. Quorum. A quorum at any Board meeting shall be a simple majority (51%) of the Board. Once a quorum is achieved, a majority vote of those Directors present shall be necessary for adoption of any matter voted upon. A quorum shall not be deemed broken once a meeting has commenced. Directors may attend meetings by telephone or other electronic conferencing method, if such method allows all Directors to be in simultaneous communication.

H. Voting. Voting shall be in person, by telephone, e-mail, or by proxy. Each Director shall be entitled to one vote on any matter presented to the Board. Any matter shall be passed upon simple majority vote.

I. Attendance by Supporters or Others. Attendance by non-board members at a meeting is in the discretion of the Board. A representative from the Oshkosh Public Library shall serve as a non-voting ex-officio of the Board of Directors and is welcome at all meetings and shall receive notice of all meetings.

ARTICLE V Officers

A. Generally. The officers of the Corporation shall be President, Vice President, Secretary, and Treasurer. Any two or more offices may be held by one person except President and Vice President, and President and Secretary.

B. Election and Terms. Officers shall be elected by a majority vote of the Board and shall serve two (2) year terms or until resignation or removal.

C. Duties.

1. President. The President shall be chief executive officer of the Corporation, preside at all meetings of members and the Board, serve as ex-officio member of all committees, coordinate and give direction to the Board, be responsible for management of the business of the Corporation, ensure that resolutions of the Board are carried into effect, and perform other duties as assigned by the Board.

2. Vice President. The Vice President shall assume all duties of the President during absence or disability of the President, and other duties as assigned by the Board. The Vice President will typically move up to the Presidency.

3. Secretary. The Secretary shall keep the minutes of all meetings of the Board and members, record all votes taken at meetings, give notice of all meetings, maintain all records of the Corporation in a safe manner as prescribed by law, and perform other duties as assigned by the Board.

4. Treasurer. The Treasurer shall keep the accounts and financial records of the Corporation and report to the Directors at each meeting regarding the same. The Treasurer and the President shall have authority to sign on behalf of the Corporation. Only one (1) signature shall be required to bind the Corporation in the ordinary course of its business.

D. Removal. Any Officer may be removed by a majority vote of the entire Board when, in the judgment of the Board, the best interest of the Corporation will be served.

E. Compensation. Officers shall not be compensated for their service, either directly or indirectly. Officers shall be entitled to reimbursement for authorized expenses made on behalf of the Corporation.

F. Vacancies. The Board of Directors may fill vacancies in any office by a majority vote of those Directors present at any meeting.

G. Indemnity. The Corporation shall indemnify any Director or Officer or former Director or Officer of the Corporation against all expenses actually and reasonably incurred by him in connection with the settlement or defense of any action, suit or proceeding, civil or criminal, in which he or she is involved or made a party by reason of being or having been such Director or Officer. This indemnity, however, shall not extend to matters as to which such person shall be adjudged in such action, suit or proceeding, civil or criminal, to be liable for gross negligence or misconduct in performance of duty to the Corporation. The foregoing right of indemnification shall not be exclusive of other rights to which any director or officer may be entitled as a matter of law.

ARTICLE VI

Committees and Volunteers

The standing committees shall be Fundraising, Supporter, Nominating and other committees may be organized as needed. The Chairpersons of the committees are appointed by the President, subject to approval by the Board of Directors. The committees may have such sub-committees or roles as seem useful or fitting.

A. Fundraising Committee. The Fundraising Committee shall conceive and carry out activities focused on raising funds to support the Library's strategic goals and plans.

B. Supporter Committee. The Supporter Committee shall keep the supporter list current, recruit and orient new supporters; retain current supporters; and submit reports on supporter activities to the Board of Directors.

C. Nominating Committee. The Nominating Committee shall submit slates of new Directors and Officer nominees to the Board of Directors in time for consideration at its August board meeting. It will also nominate members to fill Officer or Director vacancies between elections.

ARTICLE VII

Fiscal Matters

A. Contracts. The President or such Officer or Officers, agent or agents designated by the Board, may 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. The Board may pass resolutions from time to time which limit the authority of persons to act on behalf of the Corporation.

B. Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to a specific instance.

C. Checks. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by the President or Treasurer or 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.

D. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select.

ARTICLE VIII

Fiscal Year

The fiscal year of the Corporation shall begin on the first day of October and end on the last day in September of each year.

ARTICLE IX

Amendments

These By-Laws may be altered, amended or repealed by a two-thirds (2/3) vote of the Board at any regular or special meeting, with a five-day written notice by regular mail or email, including a summary of any proposed changes.

ARTICLE X

Policies and Procedures

The Board may adopt from time to time such policies and procedures as it sees necessary to better organize the Corporation, its committees and volunteers and to further its purpose. The proceedings of the Corporation shall be governed by Robert's Rules of Order revised when not in conflict with the Articles and Bylaws.

ARTICLE XI
Miscellaneous

A. Internal Revenue Code. All references in these By-Laws to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, to the corresponding provisions of any similar law subsequently enacted, and to all regulations issued under such sections and provisions. Notwithstanding anything herein contained to the contrary, no action shall be required or permitted to be taken under these By-Laws or by the Officers or Directors of this Corporation, which would not be permitted to be taken by the organization described in Section 501(c)(3) of the Internal Revenue Code or which would result in the imposition of federal tax under Sections 4941 through 4945, inclusive, or the Internal Revenue Code.

B. Other Restrictions. No part of the net earnings of the Corporation shall inure to the benefit of any private shareholder or individual and no substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office. No action shall be required or permitted to be taken under these By-Laws or by the Officers or Directors of this Corporation that would not be permitted to be taken by an organization described in Section 501(c)(3) of the Code, or which would result in the imposition of federal tax under Code Section 4941 through 4945, inclusive.

C. Dissolution. Upon dissolution of the Corporation, its net assets shall be distributed a fund either existing or to be created with these funds at the Oshkosh Area Community Foundation, which fund shall be set up exclusively to support the Oshkosh Public Library or, if such Fund does not exist or cannot be created, to such organizations organized and operated exclusively for charitable purposes which are exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 as may be designated by the Board of Directors of the Corporation.

Adopted by the Board of Directors this _____ day of _____, 2017.

Nancy L. Ebert, President

Brenda Reese, Secretary

EXHIBIT A
BOARD OF DIRECTORS

Nancy L. Ebert, President
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