

Friends of the Friday Memorial Library, Inc.'s Bylaws

Article I: Purposes

The purposes of the corporation as stated in its certificate of incorporation are to enrich the resources and facilities of Friday Memorial Library; to encourage closer relationships between members of the New Richmond Community and the library; to promote use of the library by all segments of the New Richmond Community; and to establish a volunteer program to assist the library in meeting the needs of the community. The corporation shall have such powers as are now or hereafter may be granted by the Nonstock Corporation laws of the State of Wisconsin.

Article II: Offices

The principal office of the corporation shall be located in the City of New Richmond, St. Croix County, Wisconsin. The corporation shall have and continuously maintain in this state a registered agent as required by the Wisconsin Nonstock Corporation law.

Article III: Members

Classes of Members. The qualifications of membership shall be payment of an annual fee as set by the board of directors. Initial members shall be the directors named in the Articles of Incorporation.

Voting Rights. Each member shall be entitled to one vote on each matter submitted to a vote of the members.

Transfer of Membership. Membership in this corporation or assignable.

Article IV: Meeting of Members

Annual Meetings. An annual meeting of the members shall be held on a date and time designated by the board in September of each year beginning with the year 2015. The purpose of the annual meeting is the election of directors and officers and for the transaction of such other business as may come before the meeting.

Special Meetings. Special meetings of the members may be called by the President, the board of directors, or one-twentieth of the votes entitled to be cast at each meeting.

Place of Meetings. The board of directors shall designate any place within the City of New Richmond or its immediately surrounding area as the place of meeting. If no designation is made, the place of meeting shall be at the principal office of the corporation in the State of Wisconsin.

Notice of Meeting. Written, printed, or electronic notice stating the place, day, and hour of any meeting of members shall be delivered, either personally, by mail, or by email to each member entitled to vote at such meeting, not less than 10 nor more than 50 days before the date of such meeting, by or at the direction of the president, or the officers, or persons calling the meeting. In the case of a special meeting, the purpose or purposes for which the meeting is called shall be stated in the notice.

Informal Actions by Members. Any action required to be taken at a meeting of the members of the corporation or any other action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

Quorum. The members holding one-tenth of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of members may adjourn the meeting.

Article V: Board of directors

General Powers. The business and affairs of the corporation shall be managed by its board of directors.

Number, Tenure, and Qualifications. The number of the directors shall be no less than five and no more than eleven as the Board of directors shall decide from time to time. If the Board of directors changes the number of directors, it shall include the new number in the meeting's minutes. Each director shall hold office for a term of two years or until his/her successor shall have been elected and qualified. Directors must be members of the corporation.

Regular Meetings. A regular annual meeting of the board of directors shall be held immediately after, and at the same place as, the annual meeting of members, and each adjourned session thereof. The board of directors may provide by resolution, the time and place for the holding of additional regular meetings.

Special Meetings. Special meetings of the board of directors may be called by or at the request of the president or any two directors. Persons calling the special meetings may fix the place for holding such meeting.

Notice of Special Meetings. Notice of any special meeting of the board of directors shall be given at least two days prior to the meeting. Notice may be given orally, communicated in person, or by other means of notification. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board of directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

Quorum. A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board, provided, that if less than a majority of the directors are

present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, except where otherwise provided by law or by these by-laws.

Vacancies. Any vacancy occurring on the board of directors or any vacant directorship to be filled for any reason shall be filled by an affirmative vote of a majority of the board of directors. A director elected at such an interim period shall be subject to election at the next annual meeting.

Presumption of Assent. The director of the corporation who is present at a meeting of the board of directors or a committee thereof at which action on any corporate matter is taken shall be presumed to have assented to the action unless his/her dissent shall be entered in the minutes of the meeting or unless he/she shall file his written dissent to such action with the secretary of the meeting immediately after the adjournment of the meeting.

Committees. The board of directors by resolution adopted by a majority of the number of directors may designate one or more committees to act on a permanent or temporary basis to exercise any powers or responsibilities assigned to them by the Board of directors.

Compensation. Directors as such shall not receive any stated salaries for their services.

Article VI: Officers

Number. The principal officers of the corporation shall be a president, vice president, a secretary, and a treasurer. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the board of directors.

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 or thereafter at the earliest convenient time. Vacancies may be filled or new offices created and filled at any meeting of the board of directors. Each officer shall hold office until the next annual election of officers.

Vacancies. A vacancy in any principal office because of death, resignation, or otherwise, shall be filled by the board of directors for the unexpired portion of the term.

President. The president shall be the principal executive officer of the corporation and, subject to the control of the board of directors, shall in general supervise and control all of the business and affairs of the corporation. He/She, when present, will preside at all meetings of the members and of the board of directors. He/She may sign, with the secretary or any other proper officer of the corporation thereunto authorized by the board of directors, membership cards, any deeds, mortgages, bonds, contracts, or other instruments.

Vice President. The vice president shall assume the duties of the president when the president is unable to preside.

Secretary. The secretary shall keep minutes and records of all meetings and all records shall be on file at the principal office of the corporation.

Treasurer. The treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for 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 shall be selected in accordance with the provisions of Article VII of these by-laws; and (b) in general perform all of the duties incident to the office of secretary/treasurer and such other duties as from time to time may be assigned to him/her by the president or board of directors. Nothing shall prohibit one person from serving simultaneously as secretary and treasurer of the corporation.

Salaries. The officers shall receive no compensation for their services.

Article VII: Contracts, Loans, Checks, and Deposits

Contracts. The board of directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of or on behalf of the corporation and such authorization may be general or confined to specific instances.

Loans. No loan shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the board of directors. Such authorization may be general or confined to specific instances.

Checks, Drafts, Etc. All checks, drafts, or other order for the 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 in such manner as shall from time to time be determined by or under the authority of resolution of the board of directors.

Deposits. All funds of the corporation not otherwise employed, shall be deposited from time to time to the credit of the corporation and in such banks, trust companies, or other depositories as may be selected or under the authority of the board of directors.

Article VIII: 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 members, 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 his/her agents or attorney, for any proper purpose at any reasonable time.

Article IX: Waiver of Notice

Whenever any notice whatever is required to be given under the provisions of the Wisconsin Nonstock Corporation Act 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 stated therein, shall be deemed equivalent to the giving of such notice.

Article X: Miscellaneous

The board of directors may from time to time by vote of a majority of its members, adopt, amend or repeal any or all of the by-laws of this corporation. The fiscal year of the corporation shall begin on the first day of January and end with the last day of December each year. The corporation shall have no seal.

I, Jennifer J. Struss, do hereby certify that I am the duly elected and qualified secretary of the Friends of the Carleton A. Friday Memorial Library, Inc.'s Board of directors and that the above is a true and correct copy of a resolution duly adopted by the shareholders of said corporation on the 8th day of December 2021, and that said resolution is still in force and effect.

Date: 12/8/2021

Jennifer J. Struss
Secretary

Attest:

Linda M. Thompson
President

Amended 2019