

BY-LAWS OF THE FRIENDS OF THE STOUGHTON PUBLIC LIBRARY, INC.

A Wisconsin Nonprofit Corporation • EIN: 39-1487256

ARTICLE 1 - IDENTIFICATION

Section 1.1: Name and Organization. The Corporation's name is Friends of the Stoughton Public Library, Inc. (the "Corporation"). The Corporation is a nonstock, not-for-profit corporation organized under Chapter 181 of the Wisconsin Statutes. This organization may be referred to as "Friends" or "FOL" at times.

Section 1.2: Place of Keeping Corporate Records. The records and documents required by law to be kept by the Corporation permanently shall be kept on a designated secured electronic site as well as at the Stoughton Public Library in the Carnegie Room Friends Closet.

Section 1.3: Date of Annual Member Meeting and Board Meeting. Member meeting: An annual Member/Board meeting shall be held on or around the second Tuesday of OCTOBER each year upon the call of the President of the Board, for the purpose of electing board members. Candidates will be nominated at or before the OCTOBER meeting. Newly elected officers and members of the Board will take office JANUARY 1st of the following year.

Section 1.4: Authorized Number of Board Members. Board members shall be not less than five (5). Any increase or decrease in the number of the Board Chairpersons shall be by the amendment to the By-laws.

Section 1.5: Required Notice for Board Meetings. The required minimum notice for any Board meeting shall be not less than three (3) days, communicated by mail, private carrier or electronic means, and not less than twenty-four (24) hours if notice is communicated in person, by email, text or other form of electronic means.

ARTICLE 2 - PURPOSE

Section 2.1: Purpose. The purpose of the Corporation is to promote library services to the Stoughton community; to solicit gifts and bequests to the library; to provide support for library programs; and to encourage the broadest possible use of the library's facilities, materials, and services.

Section 2.2: Objectives. The objectives of the Corporation are limited exclusively to charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

Section 2.3: Earnings. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to, its' members, directors, officers, or other private persons except that the organization shall be authorized and empowered to pay reasonable compensation for expenses incurred in furtherance of its organizational purposes. Any net earnings remaining after the payment of all costs and expenses, together with reasonable and necessary reserves, may be retained by the organization as unallocated surplus.

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Section 2.4: Political Support. The Corporation shall not participate in or support (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 2.5: Dissolution. Upon dissolution, all remaining assets of the Corporation shall be distributed and disbursed to another similar charitable organization e.g., the Stoughton Area Community Foundation, that has section 501(c)(3) of the Internal Revenue Code charitable status and shall be used solely for charitable purposes to support the Stoughton Public Library's mission.

Section 2.6: Nondiscrimination. In the pursuit of its purposes and the exercise of its powers, the Corporation shall make its services and events available to the community which it serves regardless of race, color, religion, creed, gender, ability, sexual orientation or national or ethnic origin.

ARTICLE 3 – FISCAL YEAR

Section 3.1: Fiscal Year. The fiscal year of the Corporation shall be from January 1 through December 31.

ARTICLE 4 - MEMBERS

Section 4.1: Membership. All persons or organizations interested in becoming a member of the Corporation are welcome. The Corporation accepts any person or organization regardless of race, color, religion, creed, gender, sexual orientation or national or ethnic origin upon payment of dues.

Section 4.2: Annual Dues. Annual membership dues and categories shall be determined by the Board of Directors. Dues shall be payable annually based on the calendar year.

Section 4.3: Vote and Office. Each duly paid member shall be entitled to one vote on any matter presented for membership decision at the Annual Meeting and shall be eligible to serve on the Board of Directors and to hold office.

Section 4.4: Removal. Any member may be removed at any time upon a majority vote of the then existing Board when the Board determines that it is in the best interests of the Corporation and of the purposes for which it is created and operates.

Section 4.5: Annual Meeting. The Annual Meeting of the members shall be held at the date in each year set forth in Article 1 above, or at such other time and date, within thirty (30) days before or after said date, as may be fixed by or under authority of the Board, for the purpose of electing Board Members and for the transaction of such other business as may come before the meeting.

ARTICLE 5 - BOARD OF DIRECTORS

Section 5.1: Board. The Board of Directors shall be comprised of the offices of President, Vice President, Secretary, Treasurer, and Chairpersons of all committees.

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Section 5.2: Vacancies. Vacancies on the Board shall be filled by a majority vote of members present at the Annual Meeting. Interim vacancies on the Board shall be filled by a majority vote of the Board members.

Section 5.3: Composition and Manner of Selection. The directors shall serve without compensation and shall, at all times, be composed solely of individuals who are members of the Corporation. Directors will be elected at the annual meeting and serve a one (1) year term. Each director shall hold office until his or her successor shall have been elected, or until his or her prior death, resignation or removal. A director may be removed from office with or without cause by an affirmative vote of the majority of the then board. A director may also resign at any time by delivering written notice of his or her resignation to the Board of Directors, to the President, or to the Corporation. Unless otherwise provided therein, said resignation shall be effective when notice is delivered.

Section 5.4: Duties and Responsibilities. The Board shall have full responsibility for management, direction, and control of the business and affairs of the Corporation, subject, however, to limitations set forth in the Corporation's Articles of Incorporation, these By-Laws and Chapter 181 of the Wisconsin Statutes.

Without prejudice to its general powers, the Board shall have and exercise the following specifically enumerated rights, powers, duties and responsibilities to:

- Appoint and/or remove corporate officers in accordance with these By-Laws.
- Delegate powers and duties to any corporate officers, or if he or she is absent, disabled, unable or unwilling to serve, to any other officer or chairperson, for such time and under such circumstances as may be necessary or desirable, provided a majority of the directors then in office concur.
- Review, adopt and amend budgets.
- Determine, except as otherwise provided in the Corporation's Articles of Incorporation, these By-Laws and Chapter 181 of the Wisconsin Statutes, who shall be authorized on behalf of the Corporation to sign bills, notes, receipts, acceptances, endorsements, checks, releases, contracts and documents and authorize borrowings.

Section 5.5: Actions by Directors. The Directors may act, by formal resolution or otherwise, at any annual, regular or special meeting of the Board for proper notice is given and at which a quorum is present, by majority (more than half, 50%) vote of Directors present. Attendance at any meeting by a majority (more than half, 50%) of Directors then in office shall constitute a quorum for the purpose of conducting business.

Section 5.6: Meetings. An annual meeting of the Board shall be scheduled each year on the date set out in Article 1 above. Regular meetings of the Board shall be scheduled and convened by the President of the Board at such times as he or she may designate.

Special meetings of the Board may be scheduled and convened at any time by the President, or by any two (2) Directors, designating the time and place for such meeting to be held and stating the purpose of such meeting or the items to be considered.

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At all meetings of the Board, business shall be transacted in such order as may be determined by the person presiding over the meeting with reference to Robert's Rules of Order (Revised) if disputes arise over questions of procedure.

At all meetings of the Board, minutes shall be kept to record any and all actions taken by the Board at the meeting; provided, however, the failure to record an action of the Board shall not invalidate such action.

A majority (more than half, 50%) of the Board shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 5.7: Committees. The Board may create such committees as it shall determine appropriate to assist in the performance of its responsibilities. The Board may also, at any time, by resolution, combine, consolidate or terminate committees as it deems appropriate.

Committee chairpersons shall be members of the Board and hold equal authority and responsibilities as Board officers of the Corporation.

ARTICLE 6 – OFFICERS OF THE CORPORATION

Section 6.1: Number and Titles. The principal officers of the Corporation shall be a President, a Vice-President, a Secretary, a Treasurer and Committee Chairpersons. One person may hold more than one office. There may not be more than one member of any household serving as a Board of Director at any one time.

Section 6.2: Appointment and Tenure. The officers of the Corporation shall be elected annually by the Board, and each officer shall hold office until his or her successor shall have been duly elected and qualified, or until he or she resigns, becomes incapacitated, dies, or is removed in accordance with the provisions of these By-Laws.

Section 6.3: Resignation and Removal. Same as listed above under Board of Directors, see above Article 5.3.

Section 6.4: Vacancies. Any vacancy in an officer position resulting from resignation, death, incapacity, termination, removal, or otherwise may be filled by a majority (more than half, 50%) vote of the Board of Directors then in office at any meeting of the Board.

Section 6.5: Powers, Authority and Duties. The officers shall perform the duties usually associated with their respective offices and such other duties as may be assigned from time to time by the Board or as required by the Corporation's Articles of Incorporation, these By-Laws or Wisconsin Statutes.

Section 6.6: President. The President shall prepare an agenda and preside at meetings of the Corporation and give a report at the annual meeting.

Section 6.7: Vice-President. The Vice-President shall preside at meetings in the absence of the President.

Section 6.8: Secretary. The Secretary shall record proceedings of meetings of the Board of Directors and the annual meeting and write minutes thereof; and conduct such official correspondence as the Board may direct.

Section 6.9: Treasurer. The Treasurer shall collect and deposit all moneys due the Friends of the Stoughton Public Library, verify all bills and pay them when approved by the Board of Directors, receive and respond to correspondence, keep records of such receipts and disbursements and report thereon at meetings, and make a yearly report at the first meeting of each year.

Section 6.10: Membership Chairperson. The Membership Chair shall work with the recruitment and orientation of new members; send out renewal notices each year; keep a list of all members; and distribute a list of members to Board Officers and Committee Chairs upon request.

Section 6.11: Book Nook Co-Chairpersons. The Book Nook Co-Chairs shall sort books donated from various sources and load on the Book Nook shelves, and collect money from the collection box for pickup by the Treasurer. This should be done on a twice weekly basis.

Section 6.12: Public Relations Chairperson. The Public Relations Chair shall work to promote fundraising events and similar activities as the need arises including publication of a newsletter and other communications channels.

Section 6.13: Pie Place Chairperson. The Pie Place Chair shall administer and coordinate all aspects related to the Pie Place event during the City of Stoughton Syttende Mai Celebration.

Section 6.14: Spring Fundraiser Chairperson. The Spring Fundraiser Chair shall administer and coordinate all aspects related to a fundraising event in Spring e.g., a Love our Library mailer fundraiser.

Section 6.15: Summer Fundraiser Chairperson. The Summer Fundraiser Chair shall administer and coordinate all aspects related to a fundraising event in Summer e.g., a garage sale.

Section 6.16: Fall Fundraiser Chairperson. The Fall Fundraiser Chair shall administer and coordinate all aspects related to a fundraising event in Fall e.g., a raffle, a fundraising event.

Section 6.17: Fundraising Events Chairperson. The Fundraising Events Chair shall ensure the initiation, development and completion of all fundraising events, assist in the planning and coordination of events, coordinate with outside organization relative to fundraising e.g., the Stoughton Chamber of Commerce, support special and specific event Chairpersons and confirm purposes of events are within the meaning of Section 501(c)(3) of the Internal Revenue Code.

Section 6.18: Ad hoc committees. Ad hoc committee chairs shall be appointed by the Board and their duties will correspond with the specific projects for which the committees are formed.

ARTICLE 7- MEETINGS

Section 7.1: Board Meetings. The Board of Directors shall meet at least quarterly or as necessary. Quarterly meetings shall meet on or around the second Tuesday of the months of January, April, July, and October. All meetings are open to the general membership.

Section 7.2: Annual Membership Meeting. An annual membership meeting shall be held each year to elect Officers and appoint committee Chairs, report on the year's events, membership, and financial condition and conduct any other business that may come before the membership. Nominations for all

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Board of Director positions may be made from the floor. The annual Member meeting shall be held on or around the second Tuesday of OCTOBER each year, within thirty (30) days before or after said date, upon the call of the President of the Board.

ARTICLE 8 - AMENDMENT OF BY-LAWS

Section 8.1: Amendments to By-Laws. These By-laws may be amended at a Board meeting of the Corporation by a majority (more than half, 50%) vote of the Board members present.

ARTICLE 9 – PARLIMENTARY PROCEDURE

Section 9.1: Governing Procedures. Robert’s Rules of Order, latest edition, shall govern the proceedings of the Corporation unless they are in conflict with the Articles of Incorporation or these By-laws.

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Adoption of By-Laws

MINUTES OF THE BOARD OF DIRECTORES MEETING OF

Friends of the Stoughton Public Library, Inc.

A Non-Profit Wisconsin Corporation

The Board of the Friends of the Stoughton Public Library, Inc. held a meeting on November 9, 2021 at the Stoughton Public Library.

The following individual(s) were present at the meeting representing a Quorum and/or all of the Directors of the Friends of the Stoughton Public Library, Inc.:

Name, Title

Lesley Johnson, President
Judy Luschen, Vice-President
Claudette Higgins, Secretary
Jeanne Burt, Treasurer
Nancy Fuhrman, Membership Chair
Anne Marie Jarmuz, Book Nook Co-Chair
Lynn Perez-Hewitt, Public Relations Chair

Also present at the meeting were the following individuals if any:

Name, Title

Jim Ramsey, Stoughton Public Library Director
Dayna Verstegen, Library Board Liaison

The Directors noted that they had reviewed and considered the By-Laws of the Corporation. Based on this review and consideration by the Directors of the By-Laws of the Corporation, the following resolution was unanimously adopted:

RESOLVED, that the By-Laws of the Corporation, which was presented to the Directors for consideration is adopted.

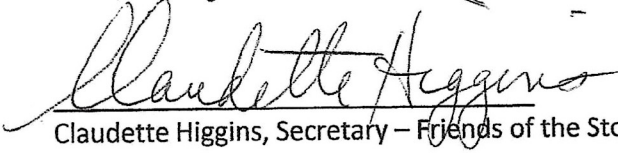
RESOLVED FURTHER, that the Officers and Chairpersons of this Corporation are authorized and directed to take any action necessary to effectuate the foregoing resolution, including, but not limited, to certification of adoption, and to keep a copy with the historical records of the Corporation, and any other action required by law.

Revisions approved by Friends of the Stoughton Public Library Inc Board on January 11, 2022

DATE: January , 2022 Jan. 21, 2022



Lesley Johnson, President – Friends of the Stoughton Public Library, Inc



Claudette Higgins, Secretary – Friends of the Stoughton Public Library, Inc.