

BYLAWS of the FRIENDS OF THE BROWN COUNTY LIBRARY, INC.

Revised August 2019

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ARTICLE I - NAME

1. The name of this organization shall be the Friends of the Brown County Library, Inc., a/k/a Friends of the Brown County Library, herein referred to as FBCL.
2. The headquarters of the FBCL is located at the Brown County Central Library, 515 Pine Street, Green Bay, Wisconsin 54301.

ARTICLE II - PURPOSE

The purpose of the FBCL shall be to maintain an association of persons interested in libraries. It shall be managed and administered exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, including, but not limited to the following:

1. Assist in the development and implementation of programs for the improvement and extension of the services and resources of the Brown County Library, which includes the central library and all the branch libraries.
2. Assist in providing adequate housing and facilities for said library.
3. Promote knowledge of the functions, services, resources and needs of said library.
4. Foster close relations between said library and the citizens of Brown County.
5. Accept gifts, donations, contributions and bequests to be used by said library.

6. Engage in fundraising activities for designated projects/programs or for unspecified requests.
7. Work in conjunction with the staff of the library to achieve these ends.

ARTICLE III - MEMBERSHIP

SECTION III.1 - MEMBERSHIP

- A. Membership in this organization shall be open to all individuals in agreement with its purpose and willing to pay the dues required to carry out that purpose.
- B. Membership categories shall be set by the Board of Directors.

SECTION III.2 - DUES

- A. Dues shall be payable to the FBCL annually for all categories of membership.
- B. The dues shall be set by the Board of Directors on an annual basis.

SECTION III.3 - VOTING PRIVILEGES

Each dues-paying member (each household) shall be entitled to one vote on all matters which come before a meeting of members. Votes may be cast in person or proxy.

SECTION III.4 - MEETINGS OF FBCL MEMBERS

- A. **Annual Meeting:** The annual meeting of FBCL shall be held within one hundred twenty (120) days of the close of the fiscal year (January 1 – December 31), the exact date to be determined by the President or by the FBCL Board of Directors.
- B. **Special Meetings:** Special meetings of the membership may be called by the president, by a majority vote of the Board of Directors, or upon written request of twenty five members.
- C. **Meeting Notice:** All FBCL members shall be notified of the annual meeting or a special meeting not less than one week prior to the date of the meeting.
- D. **Quorum:** Ten (10) FBCL members present at an Annual or Special FBCL meeting in person or by proxy shall constitute a quorum.

ARTICLE IV - BOARD OF DIRECTORS

SECTION IV.1 - GENERAL POWERS

Corporation Business: The business and affairs of the corporation shall be managed and administered by its Board of Directors.

SECTION IV.2 - OFFICERS AND DIRECTORS

- A. **Election:** The Officers of the Board of Directors shall be composed of Directors selected by a nominating committee and elected at the annual meeting. New Directors are elected by existing Directors in accordance with Section IV.5.
- B. **Officers:** Elected officers are the President, Vice President, Secretary, and Treasurer.
- C. **Directors:** The Board of Directors shall consist of the elected officers, plus a minimum of six and a maximum of twelve additional directors. All Directors are required to be FBCL members in good standing.

SECTION IV.3 - BOARD ADVISORY MEMBERS

- A. **Director of the Brown County Library:** The Director of the Brown County Library shall be notified of all FBCL board meetings and shall serve in an ex-officio, advisory capacity only.
- B. **Library Representative:** The Director of the Brown County Library will appoint one non-voting member from the Brown County Library staff.

SECTION IV.4 - TERMS OF OFFICE AND DUTIES

- A. **Terms of Office:** Officers shall be elected for a two-year term. The maximum term served in any office is three (3) consecutive two-year terms (six years). The President and Secretary shall be elected in odd years, while the Vice-President and Treasurer shall be elected in even years. Any vacancy occurring during a term of office shall be filled by appointment for the unexpired term, with the approval of the Board of Directors.
- B. **Duties:** The duties of the members of the Board of Directors shall be as described in the respective job descriptions which are found in the Policies and Procedures manual.

SECTION IV.5 - BOARD OF DIRECTOR MEETINGS

- A. **Regular Meetings:** Regular meetings of the Board of Directors shall be held monthly, unless as specifically determined by the Board, at a time and place to be designated by the Board.
- B. **Special Meetings:** Special meetings of the Board of Directors shall be called by the President or upon written request of two members of the Board, with at least a 24-hour notice.
- C. **Quorum:** A majority of the Directors shall constitute a quorum.
- D. **Voting by Phone or other means of telecommunication or Electronic Communication:** On pre-approval by the President, a vote may be conducted by telephone or other means of telecommunication or electronic communication. The voting

shall be subject to the same quorum requirements of meetings at which members are present in person and shall follow the Rules for Electronic or Telecommunication Voting prescribed in FBCL's policies and procedures manual.

- E. **Meeting Notice:** Notice of all Board of Director meetings shall be given by mail, telephone, or electronically at least twenty four hours prior to such meeting.

SECTION IV.6 - COMPENSATION

No director shall receive compensation for services rendered as a director. Reimbursement for expenses incurred while acting as a director of FBCL must be approved by the Treasurer.

SECTION IV.7 - BONDING AND LIABILITY

No director shall be required to furnish bond. No director shall be liable for any loss or damage, except when acting in bad faith.

SECTION IV.8 - REPORTING

Annual Report: The Board of Directors shall report to the members of the corporation at least annually, in such detail as the members of the corporation may from time to time direct.

ARTICLE V - COMMITTEES

SECTION V.1 - COMPOSITION

The committees of the FBCL shall be the Standing Committees and the Special or Ad Hoc Committees. The chairman of each committee shall be appointed by the President. Each chairman shall select the committee members.

SECTION V.2 - STANDING COMMITTEES

The standing committees of the FBCL shall be identified by the Board of Directors prior to the Annual Meeting and shall be chaired by a Director of the Board of Directors or by their designee, who is a member of the FBCL.

SECTION V.3 - SPECIAL OR AD HOC COMMITTEES

The President may appoint additional committees as needed, with the approval of the FBCL Board of Directors.

ARTICLE VI - MISCELLANEOUS POLICIES

SECTION VI.1 - FINANCES

FBCL budgeting, investment, funding, endowment, and operating fund activities shall be conducted as indicated in the FBCL Policies and Procedures Manual.

SECTION VI.2 – NON-DISCRIMINATION

The FBCL does not and shall not discriminate on any basis prohibited by law in any of its activities or operations, as indicated in the FBCL Policies and Procedures Manual.

SECTION VI.3 – CONFLICT OF INTEREST

FBCL Board members shall adhere to a conflict of interest policy as indicated in the FBCL Policies and Procedures Manual.

ARTICLE VII - CORPORATE SEAL

The seal of the corporation shall be circular in form and shall have inscribed thereon the name of the corporation, the words "STATE OF WISCONSIN" and "Corporate Seal."

ARTICLE VIII - FISCAL YEAR

The fiscal year of FBCL shall begin on January 1 and end on December 31.

ARTICLE IX - AMENDING THE BY-LAWS

These by-laws may be amended at any regular or special meeting of the FBCL Board of Directors by a 2/3 vote of the directors, provided all such amendments shall have been submitted in writing to the Secretary and read at a previous regular meeting or distributed to the directors not less than one month prior to said meeting.

ARTICLE X - DISSOLUTION CLAUSE

Refer to Articles of Incorporation, Paragraph Nine (9).

ARTICLE XI - PARLIAMENTARY AUTHORITY

The rules contained in the current issue of Robert's Rules of Order, Newly Revised shall govern this organization in all cases to which they are applicable, and in which they are not inconsistent with these by-laws.