

**FRIENDS OF THE SAUKVILLE OSCAR GRADY LIBRARY INC.
BYLAWS**

ARTICLE I - NAME

Section 1. The name of this organization shall be Friends of The Saukville Oscar Grady Library, Inc.

Section 2. The headquarters of this organization is located at Oscar Grady Public Library, 151 South Main Street, Saukville Wisconsin 53080.

ARTICLE II - PURPOSE

Section 1. The purpose of this organization shall be to maintain a membership of interested persons to advance and encourage appreciation, understanding, enjoyment, and public use of the educational and cultural facilities at the library, and to cooperate, when appropriate, with other groups to improve the cultural activities of the community.

Section 2. This organization shall work in conjunction with the Library Director of the library to achieve these ends, to acquaint the community with the needs of the library, to stimulate the use of the library's resources and services, to conduct fund raising to support the library's mission and plans, and to help improve the library's facility and programs.

Section 3. The organization shall operate in full compliance with IRS Code Section 501 (c) (3) and Chapter 181 of the Wisconsin State Statutes issued by the Wisconsin State Department of Financial Institutions.

ARTICLE III - MEMBERSHIP

Section 1. Any person or organization who supports the purposes of the Friends of the Saukville Oscar Grady Library may become a member of the organization by submitting a membership application and renewing annually. Members are known as Friends.

Section 2. The levels of sponsorship support shall be approved by vote of the organization at its annual meeting.

Section 3. Each member and organizational representative shall be entitled to cast one vote on all matters which come before a meeting of the Friends.

ARTICLE IV - BOARD OF DIRECTORS - OFFICERS

Section 1. The management of the organization shall be vested in an executive board of directors consisting of at least three-four officers: President, Vice-President, Treasurer, and Secretary.

Section 2. The term of the board directors is two consecutive years. They are eligible for re- election for one additional term and then must wait one year before being considered for a new term.

Section 3. The officers of the president, vice president, treasurer, secretary, each being a board member, must maintain membership in accordance with Article III, Section 1 during the duration of their term

Section 4. The president shall appoint a nominating committee of at least three Friends to serve on this committee given the task to present a slate of nominees for election as officers at the annual meeting of the organization. Election requires a majority vote by those present.

Section 5. When a vacancy occurs among the officers, the nominating committee shall present for nomination one or more names of current Friends to fill the unexpired term to the board. Vacancies shall be filled by a majority vote of directors at any duly constituted meeting of the board.

Section 6. Vacancies among the directors may be left open until the next **annual** meeting, or may be filled at any regular board meeting by a vote of the majority. Officers so elected serve until the next annual meeting, when they could stand for election to a full term as outlined in Section 2 above.

Section 7. Removal Procedure. An officer may be removed for cause by vote of two-thirds of the Friends attending a regularly scheduled meeting where the item has been placed on the written agenda distributed at least two weeks prior to the meeting.

ARTICLE V - DUTIES OF THE OFFICERS

Section 1. The president shall be the chief officer of the Friends fulfilling all of the normal duties of that office including, but not limited to, presiding at all of the meetings of the Friends Membership and of the executive board, preparing and distributing agendas for the Friends membership meetings and the executive board meetings, conducting the business of the organization and all official correspondence on behalf of the Friends.

The president shall appoint standing committees (for example: membership, book sale, fundraising, nominating) and the chairpersons thereof. Any additional committees may be formed as deemed necessary. The president is an ex officio member of all committees, except the nominating committee. The president may also be called upon by the Oscar Grady Public Library as a liaison to the Library Board if necessary.

The president, in conjunction with the treasurer, is responsible for filing the appropriate paperwork to the Internal Revenue Service annually to maintain the organization's 501 (c) (3) status and any additional paperwork with the State of Wisconsin Department of Financial

Institutions as to satisfy requirements of incorporation status under section 181.1422 (2) of the Wisconsin State Statutes. The president, only in any absence or disability of the treasurer, has the authority to sign checks and make deposits according to the needs of the organization.

Section 2. The vice president shall, in the absence or disability of the president, perform all of the functions of the president with the exception of the duty of signing checks during such absence or disability.

Section 3. The treasurer shall be responsible for handling all monies of the organization and shall keep appropriate and accurate records. The treasurer shall have custody of the organization's funds and any statements or documents pertaining to such funds. The treasurer has the authority to deposit and withdraw funds in relation to expenses of the organization or when requested by the library. The treasurer is responsible for maintaining all monies collected during fund raisers and reported and deposited appropriately.

The treasurer, in conjunction with the president, is responsible for filing the appropriate paperwork to the Internal Revenue Service annually to maintain the organization's 501 (c) (3) status and any additional paperwork with the State of Wisconsin Department of Financial Institutions as to satisfy requirements of incorporation status under section 181.1422 (2) of the Wisconsin State Statutes. Any check or disbursement must be signed by the treasurer, except in the event of the absence or disability of the treasurer, then the president shall be responsible for signing checks. A financial report shall be presented at all meetings of the board and at the annual meeting of the organization by the treasurer.

Section 4. The secretary shall keep a record of the minutes of all membership meetings of the organization and the executive committee meetings. The secretary shall distribute a draft of the membership minutes prior to each meeting, and record for the permanent record any corrections made at the time of approval. The Secretary shall be custodian of the organization's records, and keep a list of the names and contact information of each member. At the end of each year, the secretary shall provide a complete set of the official minutes and membership list to the library for long-term retention.

ARTICLE VI - EXECUTIVE COMMITTEE

Section 1. An executive committee shall consist of the officers and shall meet at the discretion of the president between the Friends membership meetings. Recommendations made by the executive committee shall be submitted to the Friends for approval at its next membership meeting if necessary.

Section 2. The executive committee will meet with the purpose of developing programs and projects that will increase fundraising as well as the visibility of the library and the Friends. The executive committee will determine and assign tasks to implement these programs and projects and will oversee their accomplishment.

Section 3. The executive committee cannot allocate more than \$500 in support of the library without a vote by the Friends Membership at a scheduled meeting.

ARTICLE VII - MEETINGS

Section 1. The annual meeting of the organization shall be held once a year, at a time and place determined by the board. A simple majority shall constitute a quorum, and action on motions shall be decided by a vote of a majority of those present. Notices of meetings shall be sent two weeks in advance of the date thereof. The business to be discussed shall be stated in the notification to all Friends members.

Section 2. Special meetings of the organization may be called by the president or the executive committee or upon written request of five members. The notice shall be sent at least two weeks prior to the date of the meeting. The business to be discussed shall be stated in the notification to all Friends members.

Section 3. Regular meetings of the Friends shall take place at least four times a year. Five members shall constitute a quorum, and motions shall be carried by a vote of the majority. Notices shall be sent to the Friends membership at least two weeks prior to the meeting. The business to be discussed shall be stated in the notification to all Friends members.

Section 4. The Director of the Oscar Grady Public Library will be invited to participate in Friends meetings as an ex-officio member. The Library Director shall not be included in the number necessary to constitute a quorum nor shall the Library Director have any voting rights.

ARTICLE VIII - CONFLICT OF INTEREST

Section 1. In the course of meetings or activities, Friends members shall disclose any interests in a transaction or decision where the member, his/her business or other nonprofit affiliations, family, employer, or close associates will receive a benefit or gain. After disclosure, the member may be asked to leave the room for the discussion and may not be permitted to vote on the question. The minutes at which such votes are taken shall record the disclosure, abstention, and rationale for approval.

ARTICLE IX - AMENDMENTS TO BYLAWS

Section 1. These bylaws may be amended, in whole or in part, by two-thirds vote of those present at a meeting of the organization provided that the meeting notice contains specific notice of Intention and that a summary of proposed change/changes is included.

ARTICLE X - DISSOLUTION

Section 1. Upon the dissolution of the organization, assets shall be distributed for tax exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future tax code, to the Oscar Grady Public Library.