

BYLAWS

OF

WAUWATOSA PUBLIC LIBRARY FOUNDATION, INC.

Adopted by the Board of Directors June 26, 1993
Amended by the Board of Directors October 31, 2012

ARTICLE I
Purposes

Section 1. This Corporation is organized and shall operate exclusively for the charitable, scientific, literary and/or educational purposes. In the fulfillment of such purposes the Corporation may exercise any and all powers of a corporation organized under Chapter 181 of the Wisconsin Statutes.

The Corporation shall operate exclusively for the benefit and financial support of the Wauwatosa Public Library of Wauwatosa, Wisconsin. Such financial support shall be limited to support of library projects or programs not normally financed by the City of Wauwatosa, except when contributors request that their contributions be used to purchase books or other specific items for the library. The Corporation may accept contributions or donations to be used for its aforesaid purposes. The Corporation may also refuse to accept gifts that are made subject to conditions, or are of such a nature, that acceptance is deemed impractical or inappropriate. The Corporation may at its sole discretion, from time to time, provide the Board of Trustees of the Wauwatosa Public Library with financial statements summarizing the financial affairs of the Corporation.

Section 2. The Corporation shall operate within the State of Wisconsin and shall use the assets and property acquired by it from time to time, as well as its net income exclusively for the purposes of its organization. No part of the earnings of the Corporation or any of its assets in liquidation shall inure to or for the benefit of any director, officer or contributor. No part of the activities of the Corporation shall consist of attempting to influence legislation. The Corporation shall not engage in activities that are unlawful under the laws of the United States of America or of the State of Wisconsin nor shall it engage in any transaction or transactions defined at the time as "prohibited" by the Internal Revenue Code to corporations having purposes similar to the purposes of this Corporation.

ARTICLE II
Offices

The principal office of the Corporation in the State of Wisconsin shall be located in the City of Wauwatosa, Wisconsin.

The registered office of the Corporation required by the Wisconsin Nonstock Corporation Law to be maintained in the State of Wisconsin may be, but need not be, identical with the principal office in the State of Wisconsin, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE III
Membership

Pursuant to the Article of Incorporation, the Corporation shall have no members.

ARTICLE IV
Board of Directors

Section 1. General Powers. The business and affairs for the Corporation shall be managed by its Board of Directors.

Section 2. Number, Qualification and Tenure. The number of Directors of the Corporation shall be twelve (12) and not more than eighteen (18). Each Director shall serve until his/her successor shall have been elected or until his/her death, resignation or removal from office. A Director may be removed from office by an affirmative vote of a majority of the directors then in office. A Director may resign at anytime by filing his/her written resignation with the Secretary of the Corporation. For the initial term, and to permit the rotation of Directors, one-third of the Directors shall be elected for a term of one year, one-third for two years, and one-third for a term of three years, and thereafter, to fill the vacancies thus occurring annually, one-third of the Directors shall be elected annually. New Directors of the Corporation shall be elected by a majority of the Directors then in office. The Board of Directors shall at all times include one (1) member of the Board of Trustees of the Wauwatosa Public Library.

Section 3. Regular Meetings. A regular meeting of the Board of Directors shall be held without other notice than this Bylaw at the principal office of the Corporation, or at such other place as may be determined by resolution of the Board of Directors, within the first quarter of each year, at such hour as is fixed by the Board of Directors. The Board of Directors may provide, by resolution, the time and place for the holding of additional meetings without other notice than such resolution.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President, Secretary or any two (2) Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place as the place for holding any special meeting of the Board of Directors called by them.

Section 5. Notice. Notice of any special meeting shall be given at least 48 hours previous thereto by written notice delivered personally or mailed to each Director at his/her business or home address or by email. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If emailed, such notice shall be deemed to be delivered upon transmission of the email to each Director at his/her email address. Whenever any notice whatever is required to be given to any Director of the Corporation under the Articles of Incorporation or Bylaws or any provision of the law, a waiver thereof in writing or by email, signed at any time, whether before or after the time of the meeting, by the Director entitled to such notice, shall be deemed equivalent to the giving of such notice. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting and objects thereat to the transaction of any business because the meeting is not lawfully called or convened. 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.

Section 6. Quorum. Except as otherwise provided by the law or by the Articles of Incorporation or these Bylaws, a majority of the number of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but a majority of the Directors present (though less than such quorum) may adjourn the meeting from time to time without further notice.

Section 7. Manner of Acting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by the Articles of Incorporation or these Bylaws.

Section 8. Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the Directors then in office, though less than a quorum of the Board of Directors.

Section 9. Compensation. The Board of Directors and officers shall serve without compensation, except that they may be reimbursed for expenses of attending meetings of the Board of Directors and the Board of Directors may authorize reasonable compensation for services of value performed by an officer or Director independent of his/her office.

Section 10. Presumption of Assent. A 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 taken unless his/her dissent shall be entered in the minutes of the meeting or unless he/she shall file his/her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail or by email to the Secretary of the Corporation immediately after, but no later than 48 hours after, the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 11. Informal Action without Meeting. Any action required or permitted by the Articles of Incorporation or Bylaws or any provision of law to be taken by the Board of Directors at a meeting or by resolution may be taken without a meeting if a consent in writing or by email, setting forth the action so taken, shall be signed by all of the Directors then in office.

Section 12. Powers and Duties. Without prejudice to and not in limitation of the general powers conferred by Article IV, Section 1, and other clauses of these Bylaws, it is hereby expressly declared that the Directors shall have the following powers:

- (a) To take, hold, and administer any securities, funds or property that may at any time be given, devised or bequeathed for the purpose of this Corporation, with full power and discretion to invest any principal and deal with and expend the income or principal in such manner as in their judgment will best promote the purposes of the Corporation; and the Directors shall have further power from time to time to hold as investments any securities that may be transferred to them by any person, persons or corporation, and to invest the same or any part thereof from time to time in such securities and in such form and manner as may be permitted to charitable or educational corporations or foundations for investment, according to the laws of the State of Wisconsin or in such securities as may be transferred to them or authorized for investment by any deed of trust or gift or last will or testament to be hereafter made or executed; and in general, the Directors shall have and exercise all the powers and authority from time to time granted by the Articles of Incorporation of this Corporation and the Statutes of the State of Wisconsin to take, hold and invest any donations, grants, devises or bequests without limit, made in support of the purposes of the Corporation.
- (b) To deposit the funds of the Corporation in such banks, savings & loan associations, financial institutions or trust companies as may from time to time be designated by the Board of Directors. Any securities of the Corporation and other evidence of its property shall be deposited under such safeguards, as the Board of Directors shall designate.

- (c) To make general appropriations for the ensuing fiscal year at each annual meeting and to make special appropriations from time to time at any regular or special meeting. In general, it is intended that the appropriations may be made only from the investment income of the Corporation in such amounts as the Board of Directors may determine to be in furtherance of the objects and purposes of the Corporation; provided, however, that the Board of Directors may in its sole discretion expend general Corporation assets and further provided that any funds given or devised to the Corporation with expressed restrictions on their expenditure shall be held and expended only in accordance with the restrictions thereon.
- (d) To provide for such committees as it shall deem appropriate and to delegate to such committees such duties and powers from time to time as it shall deem necessary or desirable.
- (e) To amend the Bylaws of the Corporation by an affirmative vote of a majority of the Directors then in office.
- (f) To establish such rules and regulations for the awarding of grants as the Board of Directors, in its sole discretion, determines to be consistent with the purposes of this Corporation.

ARTICLE V Officers

Section 1. Number. The principal elective officers of the Corporation shall be a President, a Vice-President, a Secretary and a Treasurer, each of whom shall be chosen by the Board of Directors from among the elected Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. Any two (2) or more elective offices may be held by the same person, except the offices of President and Secretary and the offices of President and Vice-President.

Section 2. Election and Term of Office. The officers of the Corporation shall be elected annually by the Board of Directors at the first meeting of the Board of Directors in that year. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each elective officer shall hold office until his/her successor shall have been duly elected or until his/her death, resignation or removal from office as hereinafter provided

Section 3. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment

the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Elections or appointment shall not of itself create contract rights.

Section 4. Vacancies. A vacancy in any principal office because of death, resignation, removal or otherwise, shall be filled by the Board of Directors for the unexpired portion of the term.

Section 5. 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 shall, when present, preside at all meetings of the Board of Directors. He/she shall have authority, subject to such rules as may be prescribed by the Board of Directors, to appoint such agents and employees of the Corporation as he/she shall deem necessary, to prescribe their powers, duties and compensation, and to delegate authority to them, all subject to the approval of the Board of Directors. Such agents and employees shall hold office at the discretion of the President. He/she shall have authority to sign, execute and acknowledge, on behalf of the Corporation, all deeds, mortgages, bonds, contracts, leases, reports and all other documents or instruments necessary or proper to be executed in the course of the Corporation's regular business, or that shall be authorized by resolution of the Board of Directors; and except as otherwise provided by law or the Board of Directors, he/she may authorize any Vice-President or other officer or agent of the Corporation to sign, execute and acknowledge such documents or instruments in his/her place and stead. In general he/she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. The Vice-President. In absence of the President or in the event of his/her death, inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all restrictions upon the President. The Vice-President shall perform such other duties and have such authority as from time to time may be assigned by the President or by the Board of Directors.

Section 7. The Secretary. The Secretary shall: (a) keep minutes of the Board of Directors' meeting in one or more books provided for that purposes; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the corporation and see that the seal of the Corporation is affixed to all documents the execution of which on behalf of the Corporation under its seal is duly authorized; (d) keep a register of the post office address and email address of each Director, which shall be furnished to the Secretary by such Director; (e) have general charge of the record books of the Corporation; and (f) in general perform all duties incident to the office of Secretary and have such other duties and exercise such

authority as from time to time may be delegated or assigned to him/her by the President or by the Board of Directors.

Section 8. The Treasurer. If required by the Board of Directors, the Treasurer shall give a bond (the premium for which shall be paid by the Corporation) for the faithful discharge of his/her duties in such sum and which surety or sureties as the Board of Directors shall determine. He/she shall: (a) have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies 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 VI of these Bylaws; (b) present the budget annually to a meeting of the Board of Directors; and (c) in general perform all of the duties incident to the office of Treasurer and have such other duties and exercise such other authority as from time to time may be delegated or assigned to him/her by the President or by the Board of Directors.

Section 9. Assistants and Acting Officers. The Board of Directors shall have the power to appoint a General Manager and/or any person to act as assistant to any officer, or to perform the duties of such officer whenever for any reason it is impracticable for such officer to act personally, and such assistant or acting officer so appointed by the Board of Directors shall have the power to perform all the duties of the office to which he/she is appointed to act, except as such power may be otherwise defined or restricted by the Board of Directors.

ARTICLE VI

Contracts, Loans, Checks and Deposits

Section 1. 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 and on behalf of the Corporation, and such authorization may be general or confined to specific instances.

Section 2. Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized under the authority of a resolution of the Board of Directors. Such authorization may be general or confined to specific instances.

Section 3. Checks, Drafts, etc. 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 such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by or under authority of a resolution of the Board of Directors.

Section 4. 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 may be selected by or under the authority of the Board of Directors.

ARTICLE VII
Indemnification of Directors, Officers and Employees

To the extent permitted by Wisconsin law, the Corporation shall defend, indemnify and hold harmless any Director, officer, or employee, or former Director, officer or employee of the Corporation against any expenses, attorney fees, judgments, fines, and/or amounts paid in settlement, in connection with any claim, action, suit or proceeding in which he/she is made a party by reason of being or having been such Director, officer or employee. Such rights of defense, indemnification and/or reimbursement shall not be deemed exclusive of any rights to which such Director, officer or employee may be entitled under any insurance agreement or otherwise.

ARTICLE VIII
Financing of the Corporation

The source of funds for the Foundation will be: (1) Voluntary contributions from individuals or corporations; (2) Grants from other organizations and government agencies.

ARTICLE IX
Non-Profit Organization

The Wauwatosa Public Library Foundation, Inc. is a non-profit corporation. As stated in its Articles of Incorporation, no part of the net earnings of the Corporation shall inure to the benefit of its Directors, officers or contributors, nor shall any part of the activities of the Corporation be the carrying on of propaganda or the influencing of legislation, or political campaigning. On dissolution of the Corporation, any remaining corporate assets shall not inure to its Directors, officers or contributors but shall be disposed of for charitable, educational, literary or scientific purposes, in accordance with the provisions of its Articles of Incorporation.

ARTICLE X
Fiscal Year

The fiscal year of the Corporation shall end on the thirty-first day of December each year, or on such other day as may be fixed from time to time by the Board of Directors.

ARTICLE XI
Seal

The Board of Directors shall provide a corporate seal that shall be circular in form and shall have inscribed thereon the name of the Corporation and the state of incorporation and the words "Corporate Seal."