

BY-LAWS OF THE FRIENDS OF THE MUKWONAGO

COMMUNITY LIBRARY

ARTICLE 1

MEETINGS

Section 1. Place of Meetings. Meetings of the members and of the Board of Directors of this corporation shall be held at such place as may from time to time be determined by the Board of Directors.

Section 2. Annual Meeting of Members. An annual meeting of the members shall be held within the first 12 weeks of each calendar year (at such time and place as may be determined by the Board of Directors; and one of the purposes of such meeting shall be the election of the Board of Directors).

Section 3. Notice of Annual Meeting of Members. Not less than ten (10) nor more than fifty (50) days prior to the date fixed as in Section 2 of this article provided for the holding of the annual meeting of the members, each member in good standing will be given notice of time, place, and purposes of such meeting.

Section 4. Special Meetings of Members. A special meeting of the members may be called at any time by the President or Secretary, by a majority of the Board of Directors, or by petition to the Board of Directors of one quarter of the members entitled to vote.

Section 5. Notice of Special meeting of Members. Not less than ten (10) days nor more than fifty (50) days prior to the date fixed for the holding of any special meeting of members in good standing will be given written notice of the time, place, and purposes of such meeting.

Section 6. Organizational Meeting of Board. At the place of holding the annual meeting of members, and immediately following the same,

the Board of Directors as constituted upon final adjournment of such annual meeting shall convene for the purpose of election of officers and transacting any other business properly brought before it, provided, that the organizational meeting in any year may be held at a different time and place than that herein provided, by consent of a majority of the directors of the such new board.

Section 7. Regular Meetings of the Board. Regular meetings of the Board of Directors shall be held at such times and places as the Board of Directors shall determine, at least ten (10) days notice of such meeting shall be given to each director.

Section 8. Waiver of Notice. Notice of the time, place and purpose of any meeting of the members or of the board of Directors, may be waived upon notice.

ARTICLE 2

QUORUM

Section 1. Quorum of Members. A quorum for the transaction of business at any meeting shall consist of a majority of the members present in person.

Section 2. Quorum of Directors. A majority of the numbers of the directors fixed in Article 4 of these By-Laws shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

ARTICLE 3

VOTING

Section 1. Except as the articles or an amendment, or amendments, thereto otherwise provide, each member in good standing and is present at the meeting of the members, shall be entitled to one vote. A corporate member's vote may be cast by the president or presiding

officer of the corporation or by an officer appointed by the president or presiding officer.

Section 2. An affirmative vote of the majority of all members present at the time shall be necessary to approve any action before the board. The president may vote upon and may move and second a proposal before the board.

Section 3. Any rule or resolution contained in these By-Laws may be suspended temporarily in connection with the business at hand, but for the suspension to be valid, it may be taken only at a meeting where two-thirds of the directors are present and the majority of those present so approve.

ARTICLE 4

BOARD OF DIRECTORS

Section 1. Number and Term of Directors. The business, property and affairs of this corporation shall be managed by the Board of Directors, which shall have five (5) members. All members of the Board of Directors shall be 18 years of age or older.

At the first annual meeting of the members, the members shall elect five (5) directors for one year terms of office. At subsequent annual meetings of the members, the members shall elect as many directors as there are vacancies on the Board of Directors due to expiration of terms. Terms of office for directors elected after the first annual meeting shall be for one year. There shall be no limitation of the number of consecutive terms any director may serve.

Section 2. Vacancies. Vacancies in the Board of Directors shall be appointed by the Board of Directors. Each person appointed to the Board shall remain a director for the remaining term of the director replaced.

Section 3. Power to Elect Officers. The membership shall elect a president, a vice-president, a secretary, a treasurer, and a membership chairperson at its organizational meeting. Except as provided in Section 5, each officer shall hold office for one year. There shall be no limitation on the number of consecutive terms that any officer may serve.

Section 4. Power to Appoint Other Officers and Agents. The Board of Directors shall have the power to appoint such other officers and agents as the board may deem necessary for transaction of the business of the corporation.

Section 5. Removal of Officers and Members. Any officer or member may be removed by a three-fifths vote of the Board of Directors whenever in their judgment the interests of the corporation will be served thereby.

Section 6. Power to Fill Vacancies. The Board shall have power to fill any vacancy in any office by election. Except as provided in Section 5, the person so elected shall remain in such office for the remaining term of the officer replaced.

Section 7. Delegation of Powers. For any reason deemed sufficient by the Board of Directors, whether occasioned by the absence or otherwise, the Board may delegate all or any of the power and duties of any officers to any other officer or director, but no officer or director shall execute, acknowledge or verify any instrument in more than on capacity.

Section 8. Executive Committee. The officers named in Section 3 shall constitute the executive committee. The executive committee shall have and exercise the authority of the Board of Directors in the management of the business of the corporation between meetings of the Board, except action in respect to election of officers or the filling of vacancies in the Board of Directors or in the executive committee.

Section 9. Other Committees. The President may appoint members of the Board of Directors to serve on any other regular or special purpose committee.

ARTICLE 5

OFFICERS

Section 1. President. The president shall be elected by the membership. The president shall be the chief executive officer of the corporation; shall preside over all meetings of the board and of the members; shall have general and active management of the business of the corporation and shall see that all orders and resolutions of the Board are carried out. The president shall be an ex officio member of all standing committees and shall have the general powers and duties of supervision and management usually vested in the office of the president of a corporation.

Section 2. Vice-President. The vice-president shall be elected in the same manner as the president and shall perform the duties and exercise the powers of the president during the absence or disability of the president.

Section 3. Secretary. The secretary shall attend all meetings of the members and of the Board of Directors, and of the executive committee, and shall preserve in books of the corporation true minutes of the proceedings of all such meetings. The secretary shall give all notices required by statute, by-law or resolution and shall perform such other duties as may be delegated by the Board of Directors or by the executive committee.

Section 4. Treasurer. The treasurer shall keep and account for all moneys, credits and property, of any and every nature, of the corporation and keep an accurate account of all moneys received and disbursed; and proper vouchers for moneys disbursed and render such accounts, statements and inventories of moneys received and disbursed, and of money and property on hand, and generally of all

matters pertaining to this office, as shall be required by the Board of Directors.

Section 5. Library Staff Member Liaison. The Library Director may appoint a member of the staff to serve as a liaison to the Friends group. This appointee shall attend all meetings and be a voting member.

ARTICLE 6

EXECUTION OF INSTRUMENTS

Section 1. Checks, Etc. All checks, drafts and money orders for payment for money shall be signed in the name of the corporation by the treasurer.

Section 2. Contracts, Conveyances, Etc. When the execution of any contract, conveyance or other instrument has been authorized without specification of the executing officers, any two officers mentioned in Article 4, Section 3, may execute the same in the name and on behalf of this corporation. Additionally, the Board of Directors shall have power to designate the officers and agents who shall have authority to execute any instrument on behalf of this corporation.

ARTICLE 7

MEMBERSHIP AND DUES

Section 1. Qualifications. Any person who serves as an officer, or has attended one meeting and worked on at least one project organized by the Friends, per calendar year, or any firm, corporation, organization, or group of individuals choosing to pay dues may become a member of this corporation. Any member who fails to meet the membership requirement or pay annual dues as set forth in Section 2 and 3, shall be liable to expulsion from membership.

Section 2. Types and Dues. Membership dues for any firm, corporation, or organization is \$50.00. Membership for individuals is \$10.00.

Section 3. Term. Annual membership shall be contemporaneous with the calendar year.

ARTICLE 8

CORPORATE SEAL

The corporation will have no seal.

ARTICLE 9

AMENDMENT OF BY-LAWS

All by-laws shall be subject to amendment, alteration, or repeal by the members entitled to vote at any annual or special meeting of the members.

ARTICLE 10

CONDUCT OF MEETINGS

All annual or special meetings of the members shall be conducted according to Roberts Rules of Order in all cases in which they are not consistent with these by-laws.

ARTICLE 11

ASSETS

Section 1. Benefit of Assets. No part of the assets of the Friends of the Mukwonago Community Library, Inc. shall inure to the benefit of any director or officer except that reasonable compensation may be

paid for services rendered in carrying out the purpose of the Friends of the Mukwonago Community Library, Inc. Said compensation shall be authorized by the Board of Directors prior to services rendered.

Section 2. Dissolution. In the event of liquidation or dissolution of the corporation, no liquidation or other dividends in distribution of property owned by the corporation shall be declared or paid to any member, director, officer, or private person; but rather upon the dissolution of the corporation, the Board of Directors, shall, after paying or making provision for payment of all liabilities of the corporation, dispose of all assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code as the Board of Directors shall determine.