

FRIENDS OF THE BROWN COUNTY LIBRARY, INC.

BYLAWS

Revised September 2016

ARTICLE I. NAME

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.

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.

ARTICLE III. MEMBERSHIP

SECTION 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 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 3. VOTING PRIVILEGES

Each dues-paying member (each household) shall be entitled to one vote, which may be cast in person or proxy.

SECTION 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 not less than one week prior to the date of the meeting.

D. Quorum: Ten FBCL members present at an Annual or Special meeting in person or by proxy shall constitute a quorum.

ARTICLE IV. BOARD OF DIRECTORS

SECTION 1. GENERAL POWERS

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

SECTION 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 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 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 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 terms (six years). Officers shall be elected in odd years. Any vacancy occurring during a term of office shall be filled by appointment with approval of the Board of Directors for the unexpired term.

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 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 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 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 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 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 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 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 1. BUDGETING

It is the policy of the FBCL to establish a yearly budget for the FBCL and its committees. The Board shall use its best efforts to have the budget finalized by the end of the first quarter of every year. Once the budget is approved, the Chair of each committee shall be authorized to expend the amount budgeted in furtherance of such committee and the FBCL.

SECTION 2. INVESTMENT

It is the policy of the FBCL to invest its funds in a manner which will provide the highest investment return with the maximum security while meeting the FBCL's cash flow demands. Investments shall be made with judgment and care emphasizing safety of principal and probable income rather than speculative income. The primary objectives of the FBCL's

investment activities shall be:

- A. Safety of Principal:** Investments will be limited to insured deposits located within Brown County and deposits in the Greater Green Bay Community Foundation, Inc. The Treasurer and at least one other Officer of the Board will have the authority to make informed investment decisions provided that all objectives of this investment policy are considered.
- B. Liquidity:** Investments will remain sufficiently liquid to meet all of the FBCL's operating requirements which might reasonably be anticipated. To the extent possible, the FBCL will attempt to match its investments with anticipated requirements. The maximum maturity of a deposit shall be two years. Endowment funds may be invested in accounts exceeding a maturity of two years if the maturity coincides as nearly as practicable with the expected use of the funds.
- C. Return on Investment:** The Treasurer will be responsible for evaluating market rates to maximize investment income. Any time a new account is opened, the Treasurer must report the name of the financial institution and the account number at the next Board meeting.
- D. Internal Control:** The activities of the Treasurer will be monitored by the Board via monthly and annual Treasurer's reports and any other process necessary to assure compliance with this investment policy.

SECTION 3. FUNDING

It is the policy of the FBCL to fund those programs, activities and projects that further the purpose of the FBCL as set forth in Article II. The FBCL shall only fund a program, activity or project if the FBCL's funding does not reduce the FBCL's operating funds below ten thousand dollars, net of any amount budgeted for the year. To ensure that the purpose of the FBCL is achieved when the FBCL funds a program, activity or project, all funding requests should, when reasonably possible, meet the following guidelines:

- A. Written Request:** All departmental funding requests shall be submitted in writing to the Directors at least one week prior to a FBCL Board meeting. The request shall identify the program, activity or project in sufficient detail for the Board to vote on the funding request. If the Board lacks any information to make an informed decision on whether the funding request will further the FBCL's purpose, the request shall be tabled until the next Board meeting. Ad hoc funding requests shall be submitted in writing to the Directors at least 24 hours prior to a FBCL Board meeting.
- B. Funding Requests in Excess of \$10,000:** Any funding request that exceeds ten thousand dollars shall require a 2/3 vote of the directors, provided all such funding requests shall have been submitted in writing to the Secretary and read at a previous regular meeting of the Board.
- C. Multi-Year Funding Requests:** The Board may only approve a funding request that will

span more than the current year if the Board has sufficient funds to set aside such funding in a separate account for such program, activity or project. Upon the approval of a multi-year funding request, the Treasurer shall set aside in a separate account the approved funds for the program, activity or project.

D. Summary of Program, Activity or Project: If requested by the Board, the person submitting the funding request shall agree, as a condition of receiving the funds, to provide a report to the Board of the success or failure of the program, activity or project. This report shall be read into the minutes of the Board meeting to form the basis of any future funding request for such program, activity or project.

SECTION 4. ENDOWMENT POLICY

The FBCL Endowment Fund serves as a repository of monies donated to FBCL corporation. Principal of the Fund shall remain intact, and all income from the Fund shall be used to support special programs, projects, exhibits and collections of library materials of the Brown County Library system, and not to reduce the system's operating budget. Adults, young adults, and children shall benefit as equally as possible.

A. Funding: Friends of the Brown County Library, Inc., will solicit and accept contributions of any size (cash or securities) from donors interested in supporting the purpose of the Fund, and immediately transfer these contributions to the Fund. At the discretion of the FBCL Treasurer, donations may be treated as operating funds unless otherwise directed by the donor or the FBCL board of directors. Endowment Fund income shall be reported as necessary on the IRS Form 990 filed by FBCL.

B. Accountability: The operations and investment of the Fund shall be governed by the FBCL Board of Directors and administered by the FBCL Treasurer. An account of the operations will be combined in the Treasurer's monthly report to the Board, and an annual accounting will be reported at the FBCL Annual Meeting.

C. Modifications: Changes in investment and funding strategies may be attained through a majority vote of the FBCL Board of Directors, with the exception that a provision for utilizing the principal of the Fund or authorizing the dissolution of the Fund must be approved by a 2/3 vote of the directors, provided all such provisions shall have been submitted in writing to the Secretary and read at a previous regular meeting of the Board.

D. Expenditures: Expenditure of income generated by the Fund will be approved by the FBCL Board of Directors. The Directors shall not approve an allocation of such funds which would result in reducing the operating budget of the Brown County Library system. No FBCL Member or Director shall receive remuneration for acting on the Fund's behalf. Normal operating expenses, including expenses of solicitation, shall be borne not by the Fund, but by the FBCL treasury.

E. Perpetuity: In the event FBCL becomes inactive, the FBCL Endowment Fund shall be perpetuated by a Board of Directors elected from the general membership for that purpose, and which shall report annually to the Brown County Library Board of Directors.

SECTION 5. OPERATING FUNDS

Operating funds shall consist of the proceeds from fundraising activities. The FBCL Treasurer shall maintain records documenting the balance of monies designated for a particular project / purpose and undesignated monies. Subject to the minimum balance requirement of Section 3, the principal and earnings of undesignated monies shall be available for carrying out the purpose of FBCL; however the Directors shall not approve an expenditure of funds which would result in reducing the operating budget of the Brown County Library system.

SECTION 6. OTHER OPERATING POLICIES AND PROCEDURES

The Board will maintain a Policies and Procedures manual with other documents deemed necessary for the operation of the FBCL.

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.