

SOUTH CENTRAL LIBRARY SYSTEM FOUNDATION, INC.
BYLAWS

Adopted January 24, 2019

ARTICLE I. OFFICE

1.01 **Principal Office.** The corporation shall have and continuously maintain in this state, a registered office and registered agent whose office is identical with such registered office. The corporation may have such other offices within the State of Wisconsin as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

At the time of its incorporation, the principal office of the corporation is located at 5250 E. Terrace Drive, Suite A-2, Madison, WI 53718-8345.

ARTICLE II. BOARD OF DIRECTORS

2.01 **General Powers.** The affairs of the corporation shall be managed by its board of directors. Each director shall be entitled to one vote in each matter submitted to the board of directors.

2.02 **Number, Tenure, and Qualifications.** The number of directors shall be nine (9). One (1) director shall be the Director of the South Central Library System. One (1) director shall be the President of the Board of Trustees of the South Central Library System (the "Board of Trustees"). Three (3) directors shall be designated by the President of the Board of Trustees from among the members of the Board of Trustees. Three (3) directors shall be designated by the Board of Directors from among public citizens who live within the seven-county area serviced by the South Central Library System. One (1) director shall be designated by the Director of the South Central Library System from among the members of the South Central Library System's Public Library Administrative Council.

Each director shall serve a one year term or until his/her successor has been appointed and qualified.

2.03 **Meetings.** An annual meeting of the board of directors shall be held during the month of January at a time and place to be designated by the board president, for the purpose of electing officers, and for the transaction of such other business as may come before the board. Notice of the annual meeting shall be given at least five (5) days previously thereto by written notice delivered personally or sent by mail to each director at his or her address as shown by the records of the corporation. The board of directors may provide by resolution the time and place, either within or without the State of Wisconsin, for the holding of additional regular meetings of the board without other notice than such resolution.

2.04 **Special Meetings.** Special meetings of the board of directors may be by or at the request of the president or any two (2) directors. The person or persons authorized to call special meetings of the board may fix any place, either within or without the State, as the place for holding any special meeting of the board called by them.

2.05 **Notice.** Notice of any special meeting of the board of directors shall be given at least five (5) days previously thereto by written notice delivered personally or sent by mail to each director at his or her address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelop so addressed, with postage thereon prepaid. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

2.06 **Quorum.** Five (5) members of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board; but if less than five (5) of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time

without further notice.

2.07 **Compensation.** Directors as such shall not receive any stated salaries for their service, but by resolution of the board of directors expenses of attendance, if any, may be allowed for attendance at such regular or special meeting of the board; but nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

2.08 **Power to Appoint Trustee.** The board of directors shall have the power to appoint any person or persons to act and hold in trust for the corporation any property belonging to the corporation or in which it is interested, or for any other purposes, and to execute and perform such duties as may be requisite in relation to any such trust providing it is not inconsistent with the purposes of the corporation.

2.09 **Manner of Acting.** The act of the majority of the directors present at the 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 the bylaws.

2.10 **Conduct of Meeting.** The President, and in his absence, the Vice-President, and in their absence, any director chosen by the directors present, shall call the meetings of the board of directors to order and shall act as chair of the meeting. The secretary of the corporation or its assigns shall act as secretary of all meetings of the board of directors, but in the absence of the secretary, the presiding officer may appoint any director or other person present to act as secretary of the meeting. Board members who are unable to participate in person at a meeting may attend such meetings by telephone or video conference. The equipment selected shall be such that Board members are able to hear all participants at the meeting and be able to verbally communicate with all those present at the meeting.

2.11 **Vacancies.** Any vacancy occurring in the board of trustees shall be filled in the manner specified in Section 2.02.

2.12 **Presumption of Assent.** A director who is present at a meeting of the board at which any corporate matter is taken shall be presumed to have assented to the action unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the secretary at or immediately after the adjournment of the meeting. No director who voted in favor of such action shall have the right to later dissent.

2.13 **Unanimous Consent 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, setting forth the action so taken, shall be signed by all of the directors then in office.

2.14 **Meeting Attendance Requirements.** If a director misses three (3) consecutive meetings that person may be removed from the Board by a majority vote of members present at a regular or special meeting.

2.15 **Temporary Replacements.** A director may ask to be replaced by a substitute on a temporary basis if that director is unable to serve for a period of time. The substitute shall be appointed by the president.

ARTICLE III. OFFICERS

3.01 **Number.** The officers of the corporation shall be a president, a vice president, a secretary, a treasurer, and such other officers as may be elected or appointed in accordance with the provisions of this article.

3.02 **Election and Term of Office.** The officers of the corporation shall be elected annually by the board of directors at the regular annual meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as convenient. New offices may be created and filled at any meeting of the board of directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

3.03 **Removal.** Any officer elected or appointed by the board of directors may be removed by the board of directors whenever in their judgment the best interests of the corporation would be

served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

3.04 **Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the board of directors for the unexpired portion of the term.

3.05 **President.** The president shall be the principal executive officer of the corporation and shall in general supervise and control all the business and affairs of the corporation. He or she shall preside at all meetings of the board of directors. He or she may sign, with the secretary or any other proper officer of the corporation authorized by the board of directors, any deeds, mortgages, bonds, contracts, or other instruments which the board of directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the board of directors or by these bylaws or by statute to some other officer or agent of the corporation; and, in general, he or she shall perform all duties incident to the office of the president and such other duties as may be prescribed by the board of directors from time to time.

3.06 **Vice President.** In the absence of the president or in the event of his or her 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 the restrictions upon the president. The vice president shall perform such other duties as from time to time may be assigned to him or her by the president or by the board of directors.

3.07 **Treasurer.** If required by the board of directors, the treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the board of directors shall determine. He or she shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys 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 IV of these bylaws; and, in general, perform all duties incident to the office of treasurer and such other duties as from time to time may be assigned to him or her by the president or by the board of directors.

3.08 **Secretary.** The secretary shall keep the minutes of the meetings of the board of directors and the executive committee; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records; keep a register of the post office address of each director which shall be furnished to the secretary by such director; and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him or her by the president or by the board of directors.

3.09 **Executive Committee.** The executive committee shall consist of the officers of the corporation and shall have the power to transact all regular business of the corporation during the interim between meetings of the board of directors, provided that any action taken shall not conflict with the policies and expressed wishes of the board of directors, and that it shall refer all matters of major importance to the board of directors at its next regular meeting, or a special meeting called by the manner provided in the bylaws.

ARTICLE IV. CONTRACTS, CHECKS, DEPOSITS AND FUNDS

4.01 **Contracts.** The board of directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

4.02 **Checks, Drafts, etc.** All checks, drafts, or orders for 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 the board of directors. In the absence of such determination by the board of directors, such instruments shall be signed by the treasurer and countersigned by the president or vice president of the corporation.

4.03 **Deposits.** All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trustee companies, or other depositories as the board of directors may select.

4.04 **Gifts.** The board of directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

ARTICLE V. BOOKS AND RECORDS

5.01 The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its board of directors, and committees having any of the authority of the board of directors, and shall keep at the registered office a record giving the names and address of the directors entitled to vote. All books and records of the corporation may be inspected by any director, or his or her agent or attorney for any proper purpose at any reasonable time.

ARTICLE VI. FISCAL YEAR

6.01 The fiscal year of the corporation shall begin the first day of January and end on the last day of December in each year.

ARTICLE VII. SEAL

7.01 This corporation shall have no corporate seal.

ARTICLE VIII. WAIVER OF NOTICE

8.01 Whenever any notice is required to be given under the provisions of Chapter 181, Non-stock Corporation, Wisconsin Statutes, or under the provisions of the articles of incorporation or the bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE IX. AMENDMENTS

9.01 These bylaws may be amended or repealed and new bylaws may be adopted by a majority vote of the members of the Executive Committee of the Board of Trustees.

ARTICLE X. DISSOLUTION

10.01 Upon the dissolution of the Foundation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the Foundation, dispose of all of the assets of the Foundation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization of the Internal Revenue Code of 1954 or the corresponding provision of any subsequent United States Internal Revenue Law, as the board of directors shall determine.

ARTICLE XI. PROCEDURE

11.01 Robert's Rules of Order, Newly Revised, latest revision, when not in conflict with the bylaws of this organization shall govern all proceedings.

ARTICLE XII. MEMBERSHIP

12.01 This corporation shall have no members.

Adopted by the Board of Directors of the South Central Library System Foundation, Inc. by consent resolution of all directors named in the Articles of Incorporation, February, 2001.

First Amendment to the Bylaws adopted on January 9, 2006
Revised and adopted January 9, 2012

Revised and adopted April 25, 2013
Revised and adopted January 24, 2019